

# 06-07-98

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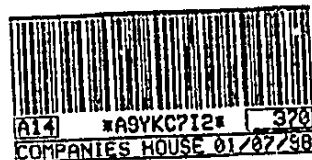
Company No. 2929141

## CONSORT INFORMATION SYSTEMS LIMITED

At an Extraordinary General Meeting of the Company held at Consort House, 15 De Montfort Place, Leicester LE1 7GZ on 29 June 1998 the following resolution was passed as a Special Resolution.

### SPECIAL RESOLUTION

1. THAT subject to the passing at a separate general meeting of the holders of the 'A' Ordinary Shares of £1 each of an extraordinary resolution approving the passing of this resolution, and to the consents in writing of the holders of the Ordinary Shares of £1 each of the Company to the passing of this resolution:
  - (a) the authorised and issued share capital of the Company shall be altered as follows:
    - (i) each "A" Ordinary Share of £1 each in the issued and unissued share capital of the Company shall be redesignated as an Ordinary Share of £1 each of the Company ranking pari passu in all respects with the existing Ordinary Shares of £1 each;
    - (ii) the authorised capital of the Company be increased from £900,000 to £1,500,000 by the creation of 600,000 Ordinary Shares of £1 each ranking pari passu in all respects with the existing Ordinary Shares of £1 each of the Company;
    - (iii) pursuant to the provisions of Article 4(C) of the Articles of Association the Directors of the Company be generally and unconditionally authorised to exercise all powers of the Company to allot relevant securities (within the meaning of



Section 80 of the Companies Act 1985) up to an aggregate nominal value of £400,000 (by reference to nominal value) and on the basis that Article 5(A) shall not apply to any such allotment

Provided that the above authority shall expire on 28th June 2003 save that the Company may at any time before such expiry make an offer or agreement in accordance with the relevant authority contained in this resolution which would or might require relevant securities to be allotted after such expiry and the Directors may allot relevant securities in pursuance of such offer or agreement as if the authority so conferred had not expired provided further that the said authority is in substitution for and supersedes and revokes any such earlier authority conferred on the Directors to allot relevant securities; and

(b) the Articles of Association of the Company be amended as follows:-

- (i) by deleting from Article 1 the words "'Employee" means any person who is employed by the Company or by any subsidiary of the Company from time to time (whether full-time or part-time) but does not include non-executive directors of the Company, nor John Nicholas Everett nor Eric Jay Werner, the expression";
- (ii) In Article 2 (B) by adding after the numeral "17, ", the numeral "24, ";
- (iii) by deleting Article 3 and substituting therefor the following:-

"The capital of the Company at the date of adoption of this Article is £1,500,000 divided into £1,500,000 Ordinary Shares of £1 each which shall rank pari passu in all respects;

- (iv) by deleting in Article 4(B)(1) "21st July 1999" and by substituting therefor "28th June 2003";
- (v) by deleting in Article 4(B)(2) "£900,000" and by substituting therefor "£400,000";
- (vi) by redesignating Article 7 as Article 7(A) and by deleting from the wording thereof each reference to "A ordinary shares" and by substitution therefor references to "ordinary shares";
- (vii) by deleting Articles 8 to 16 inclusive;
- (viii) by adding as Article 7(B) and 7(C) the following provisions:-
  - "(B) No transfer such as is referred to in paragraph (A) above may be made if the intended transferee or any of the intended transferees shall be a minor or bankrupt
  - (C) No such transfer as is referred to in paragraph (A) above may be made unless:-
    - (i) it is lodged at the office or at such other place as the directors may appoint and is accompanied by the certificate for the shares to which it relates and such other evidence as the directors may reasonably require to show the right of the transferor to make the transfer;
    - (ii) it is in respect of only one class of shares; and
    - (iii) it is in favour of not more than four transferees.";

- (ix) By renumbering Articles 17 to 28 inclusive as Articles 8 to 19 inclusive; and
- (x) by deleting from Article 8 (as renumbered) the words "Three persons of which two must be holders of ordinary shares," and by substituting therefor the words "Two persons"; and
- (c) the loan of £750,000 from Skipton Building Society to the Company and the grant of a right to Skipton Building Society to convert such loan into Ordinary Shares in the Company on the terms described in the letter from the Chairman to shareholders of the Company dated 5th June 1998 and including any amendments to or variation of those terms which may be agreed by the directors in their discretion be approved.

.....*B. A. L. M. A. W. J.*.....  
CHAIRMAN