

**Company number 3452645**

**ORDINARY AND SPECIAL RESOLUTIONS**

OF

OAKBASE PLC (**Company**)

Passed on 8 September 2009



At a general meeting of the Company duly convened and held at Oakbase House, Trafford Street, Chester, CH1 3HP on 8 September 2009 at 3pm, the following resolutions were duly passed as ordinary and special resolutions.

**ORDINARY RESOLUTION**

That, with effect from the Company's re-registration as a private company and in accordance with paragraph 47(3)(b) of Part 3 of Schedule 4 to the Companies Act 2006 (Commencement No 5, Transitional Provisions and Savings) Order 2007 (SI 2007/3495), the directors be given authority to authorise matters giving rise to an actual or potential conflict for the purposes of section 175 of the Companies Act 2006.

**SPECIAL RESOLUTIONS**

1. That the Company be re-registered as a private company under the Companies Act 1985 by the name of Oakbase Limited.
2. That the memorandum of association of the Company be amended accordingly as follows:
  - 2.1 By the deletion of clause 1 and in substitution for it:  
"1. The Company's name is Oakbase Limited."
  - 2.2 By deleting clause 2.
3. That the Articles of Association of the Company be amended as follows:
  - 3.1 By deletion of the statement at the beginning of the Articles of Association of the Company that states that the Company is a public company limited by shares;
  - 3.2 By deletion of the words "Oakbase plc" and by insertion of the words "Oakbase Limited" at the beginning of the Articles of Association of the Company.