

**WRITTEN RESOLUTION
OF
PROCLARITY (UK) LIMITED
(the "Company")
(Company number: 3854354)
Passed 11 June 2003**

We, the undersigned, being the sole member for the time being of the Company entitled to attend and vote at general meetings PASS the following resolution as a special resolution of the Company as specified below pursuant to Regulation 53 of the regulations contained in Table A in the Schedule to the Companies (Tables A-F) Regulations 1985, as amended and confirm that such resolution shall be as valid and effectual as if it had been passed at an extraordinary general meeting of the Company duly convened and held:

SPECIAL RESOLUTION

That the regulations attached as exhibit 1 to this resolution be and are adopted as the new articles of association of the Company in substitution for and to the exclusion of all other articles of association.

.....
IntelligentApps Holdings Limited



THE COMPANIES ACTS 1985
(as amended)

PRIVATE COMPANY LIMITED BY SHARES

NEW ARTICLES OF ASSOCIATION

OF

PROCLARITY (UK) LIMITED

Incorporated on 6 June 1999

ADOPTED BY SPECIAL RESOLUTION

Passed on [●] 2003

CONTENTS

Clause	Subject matter	Page
1.	INTERPRETATION	1
2.	TABLE A.....	2
3.	PRIVATE COMPANY.....	2
4.	SHARE CAPITAL	2
5.	ISSUES OF SHARES AND LIEN.....	3
6.	GENERAL PROVISIONS	4

THE COMPANIES ACTS 1985

(as amended)

COMPANY LIMITED BY SHARES

NEW ARTICLES OF ASSOCIATION

of

PROCLARITY (UK) LIMITED

adopted by a Special Resolution passed

on [●] 2003

1. INTERPRETATION

1.1 In these Articles, the following terms have the following meanings:

“the Act”

the Companies Act 1985 including any statutory modification or re-enactment for the time being in force;

“Directors”

means the directors of the Company from time to time;

“Founder”

means each of Nico Kichenbrand and Paul Martin;

“Group”

means IntelligentApps Holdings Limited (registered in the Bahamas with number 96,841B) and its subsidiary undertakings from time to time;

“Ordinary Shares”

the ordinary shares of £1 each in the capital of the Company;

“Shareholders”

the holders of Ordinary Shares;

“Shareholders Agreement”

the agreement of 24 October 2000 made by (1) Paul Martin and others (2) SPARK and others (3) Artemis Ventures Inc. and others and (4) IntelligentApps Holdings Limited as amended from time to time relating to IntelligentApps Holdings Limited;

“Shareholder Director”

a director appointed under article 26.5 of the articles of association of IntelligentApps Holdings Limited;

“SPARK”

NewMedia SPARK plc;

“SPARK Director”

the director appointed as such under the Shareholders Agreement;

- 1.2 Words and expressions defined in the Act have the same meanings in these Articles, unless inconsistent with the context.

2. TABLE A

- 2.1 The regulations contained in Table A in the Schedule to the Companies (Tables A-F) Regulations 1985, as amended ("Table A"), apply to the Company except to the extent that they are excluded by or inconsistent with these Articles.
- 2.2 The first sentence of regulation 24 and Regulations 50, 64, 73 to 78, 80, 81, 90, 94, 95, 115 and 118 of Table A do not apply.

3. PRIVATE COMPANY

The Company is a private company and accordingly any invitation to the public to subscribe for any shares or debentures of the Company is prohibited.

4. SHARE CAPITAL

- 4.1 The share capital of the Company at the date of adoption of these Articles is £1,000 divided into 1,000 Ordinary Shares.
- 4.2 The Ordinary Shares shall entitle the holders thereof to the following rights:
- 4.2.1 as regards dividend:
- the Company shall apply any profits which the Directors resolve thereafter to distribute in any such year in paying any such profits to the Shareholders in respect of their holdings of such shares *pari passu* and *pro rata* to the number of such Shares held by each of them;

- 4.2.2 as regards capital:
on a return of assets on a liquidation, reduction of capital, winding-up of the Company or otherwise the Ordinary Shares shall participate rateably;
- 4.2.3 as regards voting in general meetings:
- (a) each Shareholder shall be entitled to receive notice of, and to attend and vote at, general meetings of the Company;
 - (b) on a show of hands every Shareholder who (being an individual) is present in person or by proxy or (being a corporation) is present by a duly authorised representative or by proxy shall have one vote and on a poll every Shareholder so present shall have one vote for each Share held by him.
- 4.3 Subject to the Act, and provided it is a private company, the Company shall be authorised to make a payment in respect of the redemption or purchase of any of its own shares otherwise than out of distributable profits of the Company or the proceeds of a fresh issue of shares.

5. ISSUES OF SHARES AND LIEN

- 5.1 Subject to the provisions of the Act and Article 5.2, all unissued shares shall be at the disposal of the Directors and they may allot, grant rights, options or warrants to subscribe or otherwise dispose of them to such persons, at such times, and on such terms as they think proper.
- 5.2 Any unissued shares or other equity securities or shares to be issued which are subject to the provisions of Section 89 to 95 (inclusive) of the Act 1985 (as amended) ("New Shares") shall not be allotted to any person unless the Company has, in the first instance, offered such New Shares to all Shareholders on a pro rata basis on the terms that in case of competition, the New Shares shall be allotted to the acceptors of any such offer in proportion (as nearly as may be without involving fractions or increasing the number allotted to any member beyond that applied for by him) to their existing holdings. Such offer:
- 5.2.1 shall stipulate a time not exceeding 14 days within which it must be accepted or in default will lapse; and
 - 5.2.2 may stipulate that any class members who desire to subscribe for a number of New Shares in excess of the proportion to which each is entitled shall in their acceptance state how many excess New Shares they wish to subscribe for and any shares not accepted by other members shall be used for satisfying the request for excess New Shares pro rata to the existing shares as the New Shares respectively held by such members making such requests and thereafter, such New Shares shall be offered to any other person at the same price and on the same terms as the offer to members.
- 5.3 In accordance with section 91(1) of the Act, sections 89(1) and 90(1) to (6) (inclusive) of the Act shall not apply to the Company.
- 5.4 The Company shall have a first and paramount lien on every share (whether or not fully paid) for all and any indebtedness of any holder thereof to the Company (whether a sole

holder or one of two or more joint holders), whether or not such indebtedness or liability is in respect of the shares concerned and whether or not it is presently payable.

6. GENERAL PROVISIONS

6.1 Shareholders' meetings and resolutions

- 6.1.1 Regulation 37 of Table A is modified by the deletion of the words "eight weeks" and the substitution for them of the words "28 days".
- 6.1.2 Regulation 40 of Table A is modified by the deletion of the second sentence and the substitution for it of the words "A person or persons (being a member or a proxy for a member or a duly authorised representative of a corporation) holding or representing at least 50% in nominal value of the Ordinary Shares in issue and a Founder shall be a quorum".
- 6.1.3 A corporation which is a member of the Company may, by resolution of its directors or other governing body, authorise such person as it thinks fit to act as its representative at any meeting of the Company or at any meeting of any class of members of the Company. The person so authorised is entitled to exercise the same powers on behalf of the corporation which he represents as that corporation could exercise if it were an individual member.
- 6.1.4 A poll may be demanded by the chairman or by any member present in person or by proxy and entitled to vote and regulation 46 of Table A is modified accordingly.
- 6.1.5 Where an ordinary resolution of the Company is expressed to be required for any purpose, a special or extraordinary resolution is also effective for that purpose, and where an extraordinary resolution is expressed to be required for any purpose, a special resolution is also effective for that purpose.
- 6.1.6 Regulation 53 of Table A is modified by the addition at the end of the following sentence: "If a resolution in writing is described as a special resolution or as an extraordinary resolution it shall have effect accordingly."
- 6.1.7 Regulation 57 of Table A is modified by the inclusion after the word "shall" of the phrase "unless the directors otherwise determine".
- 6.1.8 Regulation 59 of Table A is modified by the addition at the end of the following sentence: "Deposit of an instrument of proxy shall not preclude a member from attending and voting at the meeting or at any adjournment of it."
- 6.1.9 Regulation 62 of Table A is modified by the deletion in paragraph (a) of the words "deposited at" and by the substitution for them of the words "left at or sent by post or by facsimile transmission to", by the substitution in paragraph (a) of the words, "24 hours" in place of "48 hours".

6.2 Number of directors

Unless otherwise determined by ordinary resolution, the number of directors (other than alternate directors) is not subject to any maximum and the minimum number is one.

6.3 Alternate directors

- 6.3.1 Each Shareholder Director is entitled to appoint any person willing to act, whether or not he is a director of the Company, to be an alternate director. That person need not be approved by resolution of the directors and regulation 65 of Table A is modified accordingly.
- 6.3.2 An alternate director who is absent from the United Kingdom is entitled to receive notice of all meetings of directors and meetings of committees of directors and regulation 66 of Table A is modified accordingly.
- 6.3.3 Regulation 68 of Table A is modified by the addition at the end of the following sentence. "Any such notice may be left at or sent by post or facsimile transmission to the office or such other place as may be designated for the purpose by the directors."

6.4 Appointment, retirement and removal of directors

- 6.4.1 The directors are not subject to retirement by rotation and any reference in any regulation of Table A to retirement by rotation is to be disregarded.
- 6.4.2 The Company may by ordinary resolution appoint a person who is willing to act to be a director either to fill a vacancy or as an additional director.
- 6.4.3 A person appointed by the directors to fill a vacancy or as an additional director need not retire from office at the annual general meeting next following his appointment and the last two sentences of regulation 79 of Table A are deleted.

6.5 Disqualification and removal of directors

- 6.5.1 The office of a director shall be vacated if:
- (i) he ceases to be a director by virtue of any provision of the Act or he becomes prohibited by law from being a director;
 - (ii) he becomes bankrupt or makes any arrangement or composition with his creditors generally;
 - (iii) he resigns his office by notice in writing to the Company;
 - (iv) he has for more than six consecutive months been absent without permission of the directors from meetings of directors held during that period and his alternate director (if any) has not during such period attended any such meetings instead of him, and the directors resolve that his office be vacated; or
 - (v) being a Shareholder Director, that Shareholder (or any permitted transferee of that Shareholder) holds less than 5% of the aggregate of the issued share capital of the ultimate holding company of the Company and those shares ("**Option Shares**") set aside for share options under the Shareholders' Agreement; or
 - (vi) being a Director appointed by a Founder, the relevant Founder (or any permitted transferee of such Founder) holds less than 5% of the aggregate of the issued share capital of the ultimate holding company of the Company and the Option Shares, or the relevant Founder has ceased to be employed by any member of the Group.

6.5.2 Subject to Articles 6.5.1(v), 6.5.1(vi) and 6.5.1(vii) above, a person voting against a resolution under section 303 of the Act to remove a Shareholder Director is deemed, in respect of that resolution, to have five times the votes of a person voting in favour of the resolution and regulation 54 of Table A is modified accordingly PROVIDED THAT this Article shall not apply to a Founder Director if the relevant Founder appointor has ceased to be employed by any member of the Group.

6.6 Proceedings of directors

6.6.1 Regulation 88 of Table A is modified by the exclusion of the penultimate sentence and by the exclusion of the third sentence and the substitution for it of the following sentence: "Every director shall receive notice of a meeting, whether or not he is absent from the United Kingdom. A director may waive the requirement that notice be given to him of a board meeting either prospectively or retrospectively."

6.6.2 The quorum for the transaction of the business of the directors shall be the SPARK Director and a Founder unless the SPARK Director has been given reasonable written notice of such meeting, waives that right to attend or has appointed an alternate director who attends or similarly waives his right to attend, in which case the quorum shall be two directors one of which shall be a Founder. Regulation 89 of Table A is amended accordingly.

6.6.3 Any Director or his alternate may validly participate in a meeting of the directors or a committee of directors through the medium of conference telephone or similar form of communication equipment if all persons participating in the meeting are able to hear and speak to each other throughout such meeting. A person participating in this way is deemed to be present in person at the meeting and is counted in a quorum and entitled to vote. Subject to the Act, all business transacted in this way by the directors or a committee of the directors is for the purposes of the Articles deemed to be validly and effectively transacted at a meeting of the directors or of a committee of the directors although fewer than two directors or alternate directors are physically present at the same place. The meeting is deemed to take place where the largest group of those participating is assembled or, if there is no such group, where the chairman of the meeting then is.

6.6.4 Meetings of the board of Directors shall take place at least quarterly and at least two working days' notice shall be given to each director provided that with the consent of SPARK, board meetings may be held less frequently and convened on less notice.

6.6.5 If and for so long as there is a sole Director, he may exercise all the powers conferred on the directors by the Articles by resolution in writing signed by him, and regulations 88, 89, 91 and 93 of Table A and Article 6.7.2 shall not apply.

6.6.6 Without prejudice to the obligation of any Director to disclose his interest in accordance with section 317 of the Act, a director may vote at a meeting of directors or of a committee of Directors on any resolution concerning a matter in which he has, directly or indirectly, an interest or duty. The Director shall be counted in the quorum present when any such resolution is under consideration and if he votes his vote shall be counted.

6.7 Borrowing powers of directors

The Directors may exercise all the powers of the Company to borrow and raise money and to mortgage and charge all or any part of the undertaking, property and uncalled capital of the Company and, subject to the provisions of the Act, to issue debentures and other securities, whether outright or as collateral security for any debt, liability or obligation of the Company or of any third party.

6.8 Dividends

The Directors may deduct from any dividend or other moneys payable to a person in respect of a share any amounts due from him to the Company on account of a call or otherwise in relation to a share.

6.9 Capitalisation of profits

The Directors may, with the authority of an ordinary resolution of the Company, resolve that any shares allotted under regulation 110 of Table A to any member in respect of a holding by him of any partly paid shares rank for dividends, so long as those shares remain partly paid, only to the extent that those partly paid shares rank for dividend and regulation 110 of Table A is modified accordingly

6.10 Notices

6.10.1 Regulation 112 of Table A is modified by the deletion of the last sentence and the substitution for it of the following: "A member whose registered address is not within the United Kingdom shall be entitled to have notices given to him at that address."

6.10.2 A notice sent by post to an address within the United Kingdom is deemed to be given 24 hours after posting, if pre-paid as first class, and 48 hours after posting, if pre-paid as second class. A notice sent by post to an address outside the United Kingdom is deemed to be given four days after posting, if pre-paid as airmail. Proof that an envelope containing the notice was properly addressed, pre-paid and posted is conclusive evidence that the notice was given. A notice not sent by post but left at a member's registered address is deemed to have been given on the day it was left.

6.10.3 Regulation 116 of Table A is modified by the deletion of the words "within the United Kingdom".

6.10.4 Where the Articles require notice to be given by the holders stated percentage of shares, notice may consist of several documents in similar form each signed by or on behalf of one or more shareholders.

6.11 Indemnity

6.11.1 Subject to the provisions of the Act, but without prejudice to an indemnity to which he may otherwise be entitled, every director, alternate director or secretary of the Company shall be indemnified out of the assets of the Company against all costs, charges, losses and liabilities incurred by him in the proper execution of his duties or the proper exercise of his powers, authorities and discretions including, without limitation, a liability incurred defending proceedings (whether civil or criminal) in which judgment is given in his favour or in which he is acquitted or which are otherwise disposed of without a finding or admission of material breach of duty on

his part, or in connection with any application in which relief is granted to him by the court from liability for negligence, default, breach of duty or breach of trust in relation to the affairs of the Company.

- 6.11.2 The directors may exercise all the powers of the Company to purchase and maintain insurance for the benefit of a person who is a director, alternate director, secretary or auditor, or former director, alternate director, secretary or auditor, of the Company or of a company which is a subsidiary of the Company or in which the Company has an interest (whether direct or indirect), or who is or was trustee of a retirements benefit scheme or another trust in which a director, alternate director or secretary or former director, alternate director or secretary is or has been interested, indemnifying him against liability for negligence, default, breach of duty or breach of trust or any other liability which may lawfully be insured against by the Company.