

**THE COMPANIES ACTS 1985 AND 1989      CO NO 04676191**

**A PRIVATE COMPANY LIMITED BY SHARES**

## **INTELLECT SOFTWARE LIMITED**

PURSUANT TO REGULATION 53 OF TABLE A IN THE SCHEDULE TO COMPANIES (TABLES A TO F) REGULATION 1985 AS AMENDED BY THE COMPANIES (TABLES A TO F) (AMENDMENT) REGULATION 1985, WE, THE UNDERSIGNED, BEING ALL THE MEMBERS OF THE ABOVE COMPANY FOR THE TIME BEING ENTITLED TO RECEIVE NOTICE OF, ATTEND AND VOTE AT GENERAL AND EXTRAORDINARY MEETINGS, HEREBY UNANIMOUSLY PASS THE ATTACHED SPECIAL RESOLUTION AND AGREE THAT THE SAID SPECIAL RESOLUTION SHALL FOR ALL PURPOSES BE AS VALID AND EFFECTIVE AS IF THE SAME HAD BEEN PASSED AT A GENERAL MEETING OF THE COMPANY DULY COVENED AND HELD.

### **SPECIAL RESOLUTION ATTACHED**

Dated this 22<sup>nd</sup> day of August 2003



Filed by:

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# INTELLECT SOFTWARE LIMITED

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Bix  
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Oxon RG9 4RS

## SPECIAL RESOLUTION

At a meeting of the shareholders of the company held this twenty second day of August 2003 the following resolution was approved:

The shareholders agree to an increase of the share capital of the company. It is agreed that the company will create Three Hundred newly authorised shares, as follows:

- i) Three Hundred "Redeemable Preference Shares" whose nominal value shall be £1.00 each.

The rites to be conferred upon the holders of the new Redeemable Preference Shares are defined in the company's Articles of Association specifically and generally throughout.

This Resolution is passed.



J PENNEY



C BOURNE



P AYERS

22<sup>nd</sup> August 2003