

# Tecapad Limited

Company No  
06463903

SATURDAY



A22 \*AFM6AX1P\* 27/08/2011 44  
COMPANIES HOUSE

## The Companies Act 2006

On the 24th August 2011 the following Written Resolution (such resolution being passed as a special resolution) was approved by the eligible members pursuant to sections 288 to 300 of the Companies Act 2006

### Special Resolution

*"That the Articles of Association be altered by amending Articles 3,4 and 8 to read as follows*

- "3 (a) The share capital of the Company is comprised of Ordinary Shares of £1 00 each
- (b) Subject to the remaining provisions of this Article 3 and to Article 4, the directors are generally and unconditionally authorised, for the purposes of section 550 or, where the Company has more than one class of shares, section 551(1) of the Act of the 2006 Act and generally, to exercise any power of the Company to
- 1) offer or allot,
  - 2) grant rights to subscribe for or to convert any security into,
  - 3) otherwise deal in, or dispose of,

shares of the class(es) described in Article 3 1 above to any person, at any time and subject to any terms and conditions as the directors think proper

- 4 (a) If the Company proposes to allot any shares (other than any shares to be held under an employees' share scheme), those shares shall not be allotted to any person unless the Company has first offered them to all existing shareholders on the date of the offer on the same terms, and at the same price, as those shares are being offered to other persons on a pari passu and pro rata basis to the number of shares held by those holders (as nearly as possible without involving fractions) The offer
- 1) shall be in writing, shall be open for acceptance for a period of 21 business days from the date of the offer and shall give details of the number and subscription price of the relevant shares, and
  - 2) shall stipulate that any existing shareholder who wishes to subscribe for a number of shares in excess of the proportion to which he is entitled shall, in his acceptance, state the number of Excess Shares (**Excess Shares**) for which he wishes to subscribe
- (b) Any shares not accepted by shareholders pursuant to the offer made to them in accordance with article 4 1 shall be used for satisfying any requests for Excess Shares made pursuant to article 4 1 If there are insufficient Excess Shares to satisfy such requested, the Excess Shares shall be allotted to the

applicants pro rata to the number of shares held by the applicants immediately before the offer was made to the existing shareholders in accordance with article 4 1 (as nearly as possible without involving fractions or increasing the number of Excess Shares allotted to any shareholder beyond that applied for by him) After that allotment, any Excess Shares remaining shall be offered to any other person as the directors may determine, at the same price and on the same terms as the offer to the existing shareholders

- (c) Any shares not allotted to shareholders in accordance with articles 4(a) and 4(b) and to section 551 of the Act, shall be at the disposal of the directors who may allot, grant options over or otherwise dispose of them to any persons at those times and generally on the terms and conditions they think proper

- 8 (a) Subject to Article 8(b) and 10 the directors may, in their absolute discretion and without assigning any reason therefor, decline to register the transfer of a share, whether or not it is a fully paid share, and regulation 24 in Table A shall not apply to the Company

- (b) Article 8(a) shall not apply to any transfer to a person who is already a member of the company "



Chairman