

Se 211263

Company Number: SC211263

THE COMPANIES ACTS 1985 AND 1989
COMPANY LIMITED BY SHARES
WRITTEN SPECIAL RESOLUTIONS OF
EVISION LIMITED

(signed by all members of Evision Limited (the "Company") on 20/12/2005)

The members of the Company noted that a statutory declaration sworn by the directors of the Company, together with the report of the auditors of the Company attached thereto (as referred to in Resolution 4 below), were made available to them for inspection.

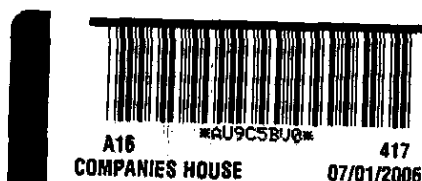
We, the undersigned, being all the members of the Company entitled to attend and vote at an Extraordinary General Meeting of the Company hereby resolve that the resolutions set out below be and are passed as special resolutions of the Company pursuant to the provisions of Section 381A of the Companies Act 1985 (the "Act"), and confirm that such resolutions shall be valid and effectual as if they had been passed at an Extraordinary General Meeting of the Company duly convened and held:

- 1 **THAT** the Memorandum of Association of the Company be amended by the insertion of the following new sub-clause:

"3.24 Subject to and in accordance with due compliance with the provisions of sections 155 to 158 (inclusive) of the Companies Act 1985 (the "Act") (if and so far as such provisions shall be applicable), to give, directly or indirectly, any kind of financial assistance (as defined in section 152(1)(a) of the Act) for any purpose as is specified in section 151(1) and/or section 151(2) of the Act."

- 2 **THAT** the provisions (as the same may be amended, varied, supplemented or substituted from time to time) of the following documents referred to below which the Company is proposing to enter into and grant in connection with the acquisition by Halco 1232 Limited (the "**Purchaser**") of the entire issued share capital of the Company (the "**Acquisition**") (the Purchaser, the Company, Intuita Software Limited and Intuita Limited together the "**Group**"), be and are hereby approved and (notwithstanding any personal interest of any of the directors), the board of directors of the Company be and it is hereby specifically authorised, empowered and directed in the name of and on behalf of the Company to complete and enter into such of the following documents to which the Company is or is to become a party:

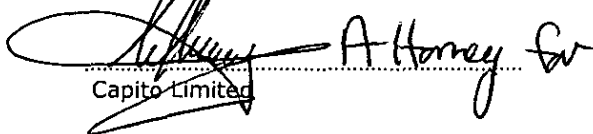
- (a) a working capital facility letter to be made between the Group and the Governor and Company of the Bank of Scotland (the "**Lender**") for the provision of working capital facilities in the maximum aggregate principal amount of £200,000 to the Group;
- (b) a bond and floating charge to be executed by the Company in favour of YFM Private Equity Limited (as the Institutional Investor Security Trustee);
- (c) a deed of accession to be executed by the Company, the Purchaser and the Lender, pursuant to which the Company will accede to a composite guarantee dated 7 December 2005 executed by the Purchaser, Intuita Software Limited and Intuita Limited in favour of the Lender;



- (d) a composite guarantee to be executed by the Company, Intuita Software Limited and Intuita Limited in favour of the Institutional Investor Security Trustee;
- (e) an intra group funding agreement to be made between the Company, Intuita Software Limited, Intuita Limited and the Purchaser
- (f) an intercreditor deed to be executed by, inter alia, the Lender, the Group, the YFM Private Equity Limited (as the Institutional Investor Security Trustee), British Smaller Technology Companies VCT 2 plc, British Smaller Companies VCT plc and North West Business Investment Scheme LP (as the Institutional Investors), Richard L'Estrange Beaton (as the Individual Investor), Kevin Barry Byrne and Nicholas Edward Wenman (as the Intuita Vendors) and Tom Mill, Alan Robbie, Capito Limited, West Lothian Venture Fund Limited and WL Ventures Limited (as the Evison Vendors);
- (g) such other documentation and to take such action as may be required in order to carry out the matters referred to above,

together the "**Documents**".

- 3 **THAT** the amendment to the Memorandum of Association of the Company, as set out in resolution 1 above, be and is hereby approved.
- 4 **THAT** the statutory declaration in the Form 155(6)a (the "**Declaration**") (with the auditors' report attached thereto) setting out details (inter alia) of the Documents to which the Company is a party and the details of financial assistance (as defined by sections 151 to 158 (inclusive) of the Act) set out in the Declaration which the Company is proposing to give for the purpose of the Acquisition be and are hereby approved and that the Declaration, the Documents and the Acquisition be and are hereby approved and authorised by the members of the Company.
- 5 **THAT** notwithstanding that the entering into and granting of the Documents to which the Company is a party and the granting of the security and guarantees and performing the obligations thereunder and the continuance in full force and effect of a bond and floating charge dated 20 December 2000 and granted by the Company in favour of the Lender would constitute financial assistance within the meaning of sections 151 to 158 (inclusive) of the Act, the Company is receiving full and fair consideration for the obligations it is undertaking in accordance with the terms of the Documents to which it is party and accordingly, such entry and grant and the giving of such financial assistance is in the best interests of the Company and is approved.
- 6 **THAT** the giving of such financial assistance as set out in resolutions 4, and 5 above, be and is hereby approved and that the Company entering into and/or granting the Documents to which it is a party and the continuance in full force and effect of a bond and floating charge dated 20 December 2000 and granted by the Company in favour of the Lender be and is hereby approved.


 Attorney for
 Capito Limited

Tom W. Mill

Tom Mill

Tom W. Mill Attorney for Alan Robbie

Alan Robbie

[Signature] Attorney for
West Lothian Venture Fund Limited

[Signature] Attorney for
WL Ventures Limited