



Company No: 2844385

**COMPANIES ACTS 1985 – 1989  
PRIVATE COMPANY LIMITED BY SHARES**

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**WRITTEN RESOLUTIONS OF  
DYNAMICAL RESEARCH LIMITED**

Passed on 6 day of April 2000

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We, the undersigned, being all the members of the Company having the right to vote at general meetings signify our assent to the passing of the resolutions set out below in accordance with s.381A of the Companies Act to the effect that such resolutions shall be deemed to be effective as Ordinary Resolutions or Special Resolutions (as appropriate) as if they had been passed at a general meeting duly convened and held:-

**Resolution 1**

**Ordinary Resolution**

THAT the authorised share capital of the Company be and hereby is increased from £1,000 to £33,000 by the creation of 3,200,000 ordinary shares of 1p each subject to the rights set out in the Articles of Association of the Company as amended by Resolution 4 below.

**Resolution 2**

**Ordinary Resolution**

THAT in substitution for any existing authority under that section, the directors of the Company be and hereby are generally and unconditionally authorised for the purposes of section 80 of the Companies Act 1985 to exercise all the powers of the Company to allot and make offers or agreements to allot relevant securities (as defined by section 80(2) of the Companies Act 1985) up to an aggregate nominal amount of £32,000 for a period of five years from the date of the passing of this resolution (and to make any

such offer or agreement that would or might require allotment of such securities after the expiry of such period).

### **Resolution 3**

#### **Special Resolution**

THAT the ordinary shares of 1p each held by the following shareholders be and hereby are converted into "A" ordinary shares of 1p each having the rights set out in the Articles of Association of the Company as amended by resolution 4 below-

<i>Shareholder</i>	<i>Current Holding</i>	<i>Holding of shares following conversion</i>
Mungo Amyatt Leir	100	100 "A"

### **Resolution 4**

#### **Special Resolution**

THAT the Articles of Association of the Company be and hereby are amended by the deletion of Article 3 and the insertion of new Articles 3 as follows:

"3.1 The authorised share capital of the Company at the date of the adoption of this Article (inserted by special resolution of the Company on the date hereof) is £3,300 divided into 100 "A" ordinary shares of 1p each, and 329,900 ordinary shares of 1p each and the issued share capital at the date of the adoption of these Articles of Association is 31900 ordinary shares of 1 pence each and 100 "A" ordinary shares and the rights attaching to the aforesaid classes of shares are as set out hereafter in this Article 3.

#### **3.2 RIGHTS ATTACHING TO SHARES**

The rights attaching to each class of shares in the capital of the Company are as follows:-

##### **3.2.1 Income**

The profits of the Company which are available for distribution and which the Company determines to distribute in respect of any financial year shall be distributed between the classes of shares as follows:-

319/320 to the holders of the ordinary shares

1/320 to the holders of "A" shares

subject thereto the appropriate proportion of every dividend shall be distributed amongst the holders of each class of shares rateably according to the amounts paid up or credited as paid up on the shares held by them

### 3.2.2 Capital

On a return of assets on a liquidation or otherwise, the assets of the Company remaining after the payment of its liabilities shall be distributed firstly by repayment of the par value of the ordinary shares to the extent that they are paid up or treated as paid up and any surplus thereafter shall be distributed between the classes of shares in the following proportions:

319/320 to the holders of ordinary shares

1/320 to the holders of "A" shares

subject thereto the appropriate proportion of such assets shall be distributed amongst the holders of each class of shares rateably according to the amounts paid up or credited as paid up on the shares held by them

### 3.2.3 Voting rights

Every Member present in person shall upon a show of hands have one vote and upon a poll there shall be as 3.3 million votes exercisable either in person or by proxy which shall be divided between the classes of shares in the following proportions:

319/320 to the holders of the ordinary shares

1/320 to the holders of "A" shares

subject thereto the appropriate number of votes shall be divided between the shareholders of each class rateably according to the number of shares of that class held by them (fractional entitlements being disregarded)."

- 3.3 Each ordinary share (but not an "A" share) shall confer up on its holder the right to participate in dividends declared by the Company where such dividends are accompanied by an option for the holder to elect to forego his right to such cash dividend and to receive instead an issue of shares of the same class equal to or less than the amount of the dividend, in accordance with article 5 B.

And by the insertion of a new Article 5 as follows:

#### "CLASS RIGHTS

- 5A.1 If at any time the share capital is divided into different classes of shares, the rights attaching to any class (unless otherwise provided by the terms of issue of the shares of that class) may, subject to the provisions of section 125 of the Companies Act 1985, and whether or not the Company is being wound up, be varied or abrogated only with the consent in writing of the holders of three-quarters of the issued shares of that class, or with the sanction of an extraordinary resolution passed at a separate general meeting of the holders of the shares of that class.
- 5A.2 To every such separate general meeting the provisions of these articles relating to general meetings shall apply *mutatis mutandis*, except that the necessary quorum shall be one or more persons holding or representing by proxy one-third of the issued shares of the class (but so that if at any adjourned meeting of such holder or holders a quorum is not present, the holder or holders present shall form a quorum), and any holder of shares of the class present in person or by proxy may demand a poll.

#### SCRIP DIVIDENDS

- 5B.1 The Directors may with the sanction of the shareholders in general meeting determine at the same time as they declare any cash dividend on the fully paid shares that each holder of ordinary shares shall have the option to elect to forgo his right to share in all or part of such cash dividend and to receive instead an issue of shares of the same class as those held by him credited as fully paid and having a value (actual or nominal) greater than, equal to or less than the amount of the dividend.
- 5B.2 If the Directors determine to allow such option in relation to any dividend each holder of fully paid shares conferring a right to share in such dividend and to whom such option is made available may by notice in writing to the Company ("a Notice of Election", given in such form and within such period as the Directors may from time to time determine) elect to forgo the dividend which otherwise would have been paid to him in cash on such distribution on so many or all of the shares conferring a right to share in such distribution as he shall specify both as to number and as to class in the Notice of Election and to receive in lieu a number of additional shares of the same class as those

specified to be allotted to him credited as fully paid, on such basis as the Directors may determine.

- 5B.3 The Directors may stipulate that no shareholder shall be entitled to elect as aforesaid if his holding of shares is such that if he elected in respect of the whole of such holding he would be entitled to be allotted less than one share.
- 5B.4 Following the receipt of a Notice or Notices of Election pursuant to paragraph 2 of this Article the Directors shall appropriate out of the undistributed profits or reserves of the Company (including share premium account or capital redemption reserve) such amount as they shall determine and apply the same in paying up shares of the relevant class to be allotted credited as fully paid to those holders of shares who have given Notices of Election as aforesaid ("the Electing Shareholders"), such shares to be allotted and distributed as credited as fully paid up to the Electing Shareholders in the proportions that the Directors shall so determine. The shares allotted to Electing Shareholders shall rank in full for all dividends on the shares declared or paid after the date of allotment thereof (other than the dividend which shareholders have elected to forego in consideration of such allotment) and in all other respects shall form one uniform class with the relevant class of fully paid shares of the Company in issue (if any) at the time of allotment.
- 5B.5 The Directors will not exercise the power conferred on them by paragraph 1 of this Article unless in their opinion the Company has sufficient undistributed profits or reserves to give effect to any elections in respect thereof which could be made under the terms of this Article.
- 5B.6 The powers given to the Directors by this Article are additional to the provision for capitalisation of profits provided for by regulation 128A of Table A."

Resolution 5

Ordinary Resolution

6. **THAT** an interim dividend of £1.00 per ordinary share shall be paid in respect of the ordinary shares of 1 pence each in the capital of the Company and the shareholders be given an option to elect to receive in lieu of such interim dividend additional share capital at the rate of 100 ordinary shares of 1 pence each for every ordinary share as is held by the shareholder, in each case credited as fully paid, such shares to be issued and allotted by way of capitalisation out of the Company's reserves.

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Dr Marc-Flogel

*L. M. McLoughlin*  
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Lee McLoughlin

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Mungo Amyatt-Leir

*David R. Weston*  
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David Weston

*John Sanders*  
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John Sanders