

Registered No. 3234176

The Companies Act 1985

Company Limited by Shares

ROYAL BLUE GROUP PLC  
Special Resolution passed on 30 January 1997

At an Extraordinary General Meeting of the above named company, duly convened and held at Kings Court, Church Street East Woking, Surrey GU21 1HA on 30th January 1997, the following resolutions were passed:

Ordinary Resolution

1. THAT the existing share capital of the Company be and is hereby altered by subdividing each existing authorised and issued Ordinary Share of £1 each in the capital of the Company into 10 Ordinary Shares of 10 pence each, such shares being subject to and having the benefit of the rights set out in the Articles of Association to be adopted pursuant to resolution 7.

Ordinary Resolution

2. THAT the authorised share capital of the Company be and is hereby increased from £50,000 to £69,577.90 by the creation of a further 111,779 Ordinary Share of 10 pence each and 84,000 new Cumulative Convertible Participating Preferred Ordinary ("Preferred Ordinary Shares") of 10 pence each in the capital of the Company ranking pari passu with all shares of their respective class and being subject to and having the benefit of the rights set out in the Articles of Association to be adopted pursuant to resolution 7.

Ordinary Resolution

3. THAT the Directors be and are hereby generally and unconditionally authorised for the purposes of section 80 of the Companies Act 1985, to allot relevant securities (as defined in that section) up to a maximum of 611,749 Ordinary Shares of 10 pence each and 84,000 Preferred Ordinary Shares of 10 pence each at any time or times during the period expiring at the end of five (5) years from the date on which this resolution is passed save that the Company may before such expiry make an offer or offers which would or might require relevant securities to be allotted after such expiry and the Directors may allot relevant securities in pursuance of such offer or offers as if the power conferred hereby had not expired.

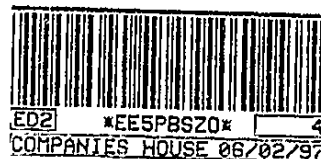
Ordinary Resolution

4. THAT pursuant to Section 320 Companies Act 1985 the Share Exchange Agreement to be entered into between the Company and the shareholders of royalblue technologies plc be and is hereby approved including the acquisition by the Company of shares in royalblue technologies plc held directly or indirectly by C. Aspinwall, J. Hamer, L. Liebman and A. Malpass who are directors of the Company.

Special Resolution

5. THAT the Directors be authorised to adopt and implement the Exit Option Scheme in the form produced to the Meeting with such changes as are agreed by the Option Committee (as defined therein).

0000011-97.rhg



#### Special Resolution

6. THAT paragraph 4 of the Memorandum of Association of the Company be deleted and replaced by the following

“4. The objects for which the Company is established are:-

(A) (1) to carry on the business of a holding company in all its branches and to co-ordinate the policy and administration of any subsidiary company or companies or of any group of companies of which the Company or any subsidiary company is a member or which are in any manner controlled by the Company,

(2) to provide financial, accounting, secretarial and other services to all subsidiary and associated companies or any other member of a group of companies of which the Company is a member and to acquire by purchase, lease, concession, grant, licence or otherwise for the purpose of the business of the Company or of any subsidiary or associated company or of any other member of a group of companies of which the Company is a member such businesses, options, rights, privileges, lands, buildings, leases, underleases, stocks, shares, debentures, bonds, obligations, securities, reversionary interests, annuities, policies of assurance and other property and rights and interest in property as the Company shall deem fit and generally to hold, manage, develop, lease, sell or dispose of the same; and to enter into, assist or participate in financial, commercial, mercantile, industrial and other transactions, undertakings and business of every description;

(B) (1) to carry on the business of providing data processing, computer and accounting services and to act as advisers, contractors and consultants on all matters connected with the operation and use of computers, to undertake data preparation, programming and processing, system analysis and the operation of computers and to offer these services to any company, corporation, person or body and to buy and sell computer time; to act as specialists in commercial business developments and reconstructions, business consultants, organisers, managers and investigators; secretaries and registrars of public or private limited companies or other business firms; business transfer agents, employment agents, shorthand writers, copy typists, company promoters, underwriters, financiers, bill brokers, insurance brokers and generally to undertake and execute agencies and commissions of any kind and offer secretarial services in all their branches.

(2) to carry on business as proprietors of private schools and colleges and to organise and operate correspondence schools, residential courses, lectures and tutorial classes in all matters connected with data preparation, programming, processing and the operation of computers and to employ teachers, lecturers, examiners and any persons with specialised knowledge in these subjects.

(C) to carry on any other business or trade which in the opinion of the Directors of the Company may be conveniently carried on in connection with or as ancillary to any of the above businesses or be calculated directly or indirectly to enhance the value of or render profitable any of the property of the Company or to further any of its objects;

(D) to purchase, take on lease or in exchange, hire or otherwise acquire and hold for any interest whatsoever any movable or immovable property, whether tangible or intangible and wheresoever situate, which the Company may think necessary or convenient for the purposes of its business and to sell, lease, hire out, grant rights in or over, improve manage or develop all or any part of such property or otherwise turn the same or any part thereof to the advantage of the Company;

(E) to build, construct, maintain, alter, enlarge, pull down, remove or replace any buildings, works, plant and machinery necessary or convenient for the business of the company and to join with any person, firm or company in doing any of the things aforesaid;

(F) to borrow or raise money upon such terms and on such security as may be considered expedient and in particular by the issue of debentures or debenture stock and to secure the repayment of any money borrowed, raised or owing by mortgage, charge or lien upon the whole or any part of the undertaking, property and assets of the Company, both present and future, including its uncalled capital, and also by any similar mortgage, charge or lien to secure and guarantee the performance by the Company or any other person, firm or company of any obligation undertaken by the Company or any other person, firm or company as the case may be.

- (B) to apply for and take out, purchase or otherwise acquire any patents, licenses and the like conferring an exclusive or non-exclusive or limited right of user, or any secret or other information as to any invention which may seem calculated directly or indirectly to benefit the Company, and to use, develop, grant licences in respect of, or otherwise turn to account any rights or information so acquired;
- (H) to purchase, subscribe for or otherwise acquire and hold and deal with any shares, stocks, debentures, debenture stock, bonds or securities of any other company or corporation carrying on business in any part of the world;
- (I) to issue, place, underwrite or guarantee the subscription of, or concur or assist in the issuing or placing, underwriting or guaranteeing the subscription of shares, debentures, debenture stock, bonds, stocks and securities of any company, whether limited or unlimited or incorporated by Act of Parliament or otherwise, at such times and upon such terms and conditions as to remuneration and otherwise as may be agreed upon;
- (J) to invest and deal with the monies of the Company not immediately required for the purposes of its business in or upon such investments and securities and in such manner as may from time to time be considered expedient;
- (K) to lend money or give credit on such terms as may be considered expedient and receive money on deposit or loan from and give guarantees or become security for any persons, firms or companies;
- (L) to enter into partnership or into any arrangement for sharing profits or to amalgamate with any person, firm or company carrying on or proposing to carry on any business which the Company is authorised to carry on or any business or transaction capable of being conducted so as directly or indirectly to benefit the Company;
- (M) to acquire and undertake the whole or any part of the business, property, assets, liabilities and transactions of any person, firm or company carrying on or proposing to carry on any business which the Company is authorised to carry on, or which can be carried on in conjunction therewith or which is capable of being conducted so as directly or indirectly to benefit the Company;
- (N) to sell, exchange, lease, dispose of, turn to account or otherwise deal with the whole or any part of the undertaking of the Company for such consideration as may be considered expedient and in particular the shares, stock or securities of any other company formed or to be formed;
- (O) to establish, promote, finance or otherwise assist any other company for the purpose of acquiring all or any part of the property, rights and liabilities of the Company or for any other purpose which may seem directly or indirectly calculated to benefit the Company;
- (P) to pay for any rights or property acquired by the Company, and to remunerate any person, firm or company rendering services to the Company whether by cash payment or by the allotment of shares, debentures or other securities of the Company credited as paid up in full or in part or in any other manner whatsoever, and to pay all or any of the preliminary expenses of the Company and of any company formed or promoted by the Company;
- (Q) to accept stock or shares in, or the debentures, mortgage debentures or other securities of any other company in payment or part payment for any services rendered or for any sale made to or debt owing from any such company;
- (R) to draw, accept, endorse, negotiate, discount, execute and issue promissory notes, bills of exchange, scrip, warrants and other transferable or negotiable instruments;
- (S) to establish, support or aid in the establishment and support of associations, institutions, clubs, funds, trusts and schemes and any profit sharing, share option or share purchase schemes calculated to benefit the directors, ex-directors, officers, ex-officers, employees, or ex-employees of the Company or the families, dependants or connections of such persons, and to grant pensions, gratuities and allowances to and to make payments towards insurance for the benefit of such persons as aforesaid, their families, dependants or connections and to subscribe or contribute to any charitable, benevolent, or useful object of a public character;

(U) to purchase and maintain insurance for or for the benefit of any persons who are or were at any time directors, officers or employees or auditors of the Company, or of any other company which is its holding company or in which the Company or such holding company or any of the predecessors of the Company or of such holding company has any interest whether direct or indirect or which is in any way allied to or associated with the Company, or of any subsidiary undertaking of the Company or of any such other company, or who are or were at any time trustees of any pension fund in which any employees of the Company or of any such other company or subsidiary undertaking are interested, including (without prejudice to the generality of the foregoing) insurance against any liability incurred by such persons in respect of any act or omission in the actual or purported execution and/or discharge of their duties and/or in the exercise or purported exercise of their powers and/or otherwise in relation to the Company or any such other company, subsidiary undertaking or pension fund and (ii) to such extent as may be permitted by law otherwise to indemnify or to exempt any such person against or from any such liability; for the purposes of this clause "holding company" and "subsidiary undertaking" shall have the same meanings as in the Companies Act 1985 as amended by the Companies Act 1989;

(U) to distribute among the members in specie any property of the Company, or any proceeds of sale or disposal of any property of the Company, and for such purpose to distinguish and separate capital from profits, but so that nothing in this sub-clause shall authorise the Company to make any distribution other than in accordance with the law for the time being in force;

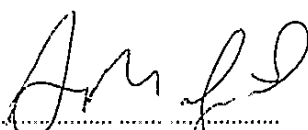
(V) to do all or any of the above things in any part of the world either alone or in conjunction with others and either as principals, agents, contractors, trustees or otherwise and either by or through agents, sub-contractors, trustees or otherwise;

(W) to do all such other things as may be deemed incidental or conducive to the attainment of the above objects or any of them.

It is hereby declared that the foregoing sub-clauses shall be construed independently of each other and that none of the objects mentioned in any sub-clause shall be deemed to merely subsidiary to the objects mentioned in any other sub-clause.

#### Special Resolution

7. THAT the regulations contained in the document marked "A" produced to the Meeting be and are hereby adopted as the Articles of Association of the Company in substitution for and to the exclusion of the existing Articles of Association of the Company.

  
.....  
Company Secretary