

**THE COMPANIES ACT 1985**  
**COMPANY LIMITED BY SHARES**  
**RESOLUTIONS**  
**OF**  
**LIONHEAD LIMITED**


We, the undersigned, being the sole member of the Company, agree in accordance with section 381A of the Companies Act 1985 to the following resolutions in writing –

**SPECIAL RESOLUTIONS**

- 1 That each of –
  - (i) the existing 28,512,178 authorised but unissued 'A' Ordinary shares of £0.01 each and each of the existing 6,481,202 issued 'A' Ordinary shares of £0.01 each be redesignated and converted into ordinary shares of £0.01 each;
  - (ii) the existing 904,120 authorised but unissued 'B' Ordinary shares of £0.01 each and each of the existing 402,500 issued 'B' Ordinary shares of £0.01 each be redesignated and converted into ordinary shares of £0.01 each; and
  - (iii) the existing 942,747 authorised but unissued 'A' Preferred shares of £0.01 each and each of the existing 2,757,253 issued 'A' Preferred shares of £0.01 each be redesignated and converted into ordinary shares of £0.01 each.
- 2 That the regulations contained in the document attached to these resolutions, and for the purpose of identification marked Exhibit A, be adopted as the articles of association of the Company in substitution for and to the exclusion of all the existing articles of association of the Company.



Dated: December 27, 2006

Signed:   
for **Microsoft Corporation**

Richards Butler LLP  
Beaufort House  
15 St. Botolph Street  
London EC3A 7EE

Ref: SMG/1019611

**THE COMPANIES ACT 1985**  
**COMPANY LIMITED BY SHARES**  
**ARTICLES OF ASSOCIATION**  
**OF**  
**LIONHEAD LIMITED**  
**ADOPTED ON 22 DECEMBER 2006**

**PRELIMINARY**

- 1 The following regulations and (subject to their provisions) the regulations contained in Table A in the Companies (Tables A to F) Regulations 1985 (**'Table A'**) constitute the articles of association of the company.
- 2 In regulation 1 of Table A the words **'and the articles'** shall be deemed to be added after the words **'these regulations'** in each place where they occur.
- 3 Regulations 37, 40, 73 to 80 (inclusive), 87 and 94 to 98 (inclusive) of Table A shall not apply to the company.

**SHARES**

- 4 As at the date of adoption of these articles of association, the share capital of the company is £400,000 divided into 40,000,000 ordinary shares of £0.01p each.
- 5 The directors are generally and unconditionally authorised for the purpose of section 80 of the Act to allot relevant securities (within the terms of that section) up to a maximum nominal amount equal to the nominal amount of the authorised but

unissued share capital of the company for the time being. The authority given by this article shall expire at the end of five years beginning on the date on which it was given.

- 6 Sections 89 and 90 of the Act shall not apply to the company.

#### **TRANSFER OF SHARES**

- 7 The directors may, in their absolute discretion and without giving any reason, refuse to register a transfer of any share (whether or not fully paid) to any person.

#### **GENERAL MEETINGS**

- 8 The directors may call general meetings and, on the requisition of members pursuant to the provisions of the Act, shall immediately proceed to convene an extraordinary general meeting within 21 days of receipt of a valid requisition for a date not later than 28 days from the date of the notice convening the meeting. If there are not within the United Kingdom sufficient directors to call a general meeting, any director or any member of the company may call a general meeting.
- 9 The words 'or a resolution appointing a person as a director' shall be deemed to be omitted from regulation 38 of Table A; and notice of meeting need not be given to the directors (in their capacity as directors) and regulation 38 of Table A shall be deemed to be modified accordingly.
- 10 No business shall be transacted at any general meeting unless a quorum is present when the meeting proceeds to business. Two persons or, if the company has only one member, one person entitled to vote at the meeting, being or each being a member or a proxy for a member or a duly authorised representative of a corporation, shall be a quorum.

## **NUMBER OF DIRECTORS**

- 11 The word 'one' shall be deemed to be substituted for the word 'two' in regulation 64 of Table A. A sole director may exercise all the powers and discretions given to the directors by the articles; and regulations 88 and 89 of Table A shall be deemed to be modified accordingly.

## **APPOINTMENT AND REMOVAL OF DIRECTORS**

- 12 A member or members holding not less than a majority in nominal amount of the ordinary shares of the company for the time being in issue may appoint a person willing to act to be a director and may remove any director (howsoever appointed) from office, without prejudice to any claim for damages he may have for breach of any contract of service between him and the company. The appointment or removal shall be made either by an instrument signed by or on behalf of the person or persons making it and delivered to the office.
- 13 The directors may also appoint a person willing to act to be a director.
- 14 A director shall not be required to vacate his office as a director and a person shall not be disqualified from being appointed as a director by reason of his attaining or having attained the age of seventy or any other age.

## **DIRECTORS' GRATUITIES AND PENSIONS**

- 15 The directors may pay, or agree to pay, gratuities, pensions and other retirement, superannuation, death or disability benefits to any director or former director, to any member of his family (including a spouse or former spouse) or to any person who is or was dependent on him, and may contribute to any scheme or fund and pay premiums for the purchase or provision of any such benefits.

## **PROCEEDINGS OF DIRECTORS**

- 16 The words 'But it shall not be necessary to give notice of such a meeting to an alternate director who is absent from the United Kingdom.' and 'It shall not be

necessary to give notice of a meeting to a director who is absent from the United Kingdom.' shall be deemed to be omitted from regulations 66 and 88 respectively of Table A.

- 17 The directors (including alternate directors), or any of them, may participate in or form a meeting of the directors by means of a conference telephone or any communication equipment which allows all the participants to hear each other. A person so participating shall be deemed to be present in person at the meeting and shall be counted in the quorum and be entitled to vote accordingly. The meeting shall be deemed to take place where the largest group of those participating is assembled, or, if there is no such group, where the chairman of the meeting is then present.
- 18 A director may as a director vote and be counted as one of the quorum upon a motion in respect of any transaction or arrangement which he enters into or makes with the company or in which he is in any way interested.
- 19 The words 'and any such document may be contained in an electronic communication and delivered to the company using electronic communications at such address as the company may for the time being have notified for that purpose' shall be deemed to be inserted at the end of regulation 93 of Table A.

#### **THE SEAL**

- 20 Regulation 101 of Table A shall apply only if the company has a common seal. Whether it does or not, a share certificate may be executed under section 36A (4) of the Act instead of being sealed.

#### **NOTICES**

- 21 Any notice to be given to or by any person pursuant to the articles shall be deemed to be given personally in writing at the time of transmission if it is given by facsimile transmission.

## INDEMNITY

- 22 Without prejudice to the provisions of regulation 118 of Table A and to any other indemnity to which he may otherwise be entitled, every Officer shall, to the fullest extent permitted under the Act, be indemnified out of the assets of the company against all costs, charges, expenses or liabilities incurred by him in the exercise, execution or discharge of his powers or duties or in relation thereto including, without limitation, all liabilities attaching to him in respect of any negligence, default, breach of duty or breach of trust by him in relation to the company. Subject to the provisions of the Act, the company shall provide every Officer of the company with funds to meet expenditure incurred or to be incurred by him in defending any proceedings, whether civil or criminal, brought against him as an Officer of the company or in connection with any application for relief in such proceedings.

For the purposes of this article, an 'Officer' is any director or other officer of the company (other than any person (whether or not an officer of the company) engaged by the company as auditor).