

Company Number: 153475

**SATRA
(THE "COMPANY")**

Written Resolution

At a General Meeting of the Company held on 14th June 2005, the following resolution was passed as a special resolution:

RESOLUTION

THAT the Articles of Association of the Company be and they are hereby amended as follows:

1. by in paragraph 1:

- (a) replacing in the definition of "Allied Organisation" (which, for the avoidance of doubt, is the words from and including " "Allied Organisation" means any society" down to and including the words "may enter into an agreement.") the lower case "c" in the word "clause" with an upper case "C";
- (b) immediately following the definition of "Allied Organisation" (which, for the avoidance of doubt, is the words from and including " "Allied Organisation" means any society" down to and including the words "may enter into an agreement.") and immediately before the words "Words importing the singular", the words: "

"Address" in relation to electronic communications, includes any number or address used for the purpose of such communication.

"communication" means the same as in the Electronic Communications Act.



“electronic communication” means the same as in the Electronic Communications Act.

“Electronic Communications Act” means the Electronic Communications Act 2000 including any statutory modification or re-enactment thereof.

“Electronic Communications Order” means the Companies Act 1985 (Electronic Communications) Order 2000 (SI 2000/3373) including any statutory modification or re-enactment thereof.

“SATRA Group” means SATRA and any of its subsidiary undertakings.

“Subsidiary undertaking” means the same as in the Act.”;

2. by replacing in paragraph 4(a)(2) the word “Article” with the word “paragraph”;
3. by, in paragraph 8:
 - (a) replacing in the first sentence the upper case “P” in the word “Paragraphs” with a lower case “p”;
 - (b) replacing in the first sentence the upper case “S” in the word “Secretary” with a lower case “s”;
 - (c) replacing in the third sentence the word “Clause” with the word “paragraph”;
4. by replacing in the first sentence of paragraph 15 immediately following the words “at least three-fourths of the” and immediately before the words “present and voting” the word “Members” with the word “Directors”;

5. by replacing in the second sentence of paragraph 18(d) immediately following the words “notwithstanding the provision of” and immediately before the words “15 above” the upper case “P” in the word “Paragraph” with a lower case “p”;
6. by, in paragraph 19(f):
 - (a) replacing in sub-paragraph (i) the lower case “a”, “g” and “m” at the start of each of the words “annual general meeting” with upper case “A”, “G” and “M”;
 - (b) deleting in sub-paragraph (ii) immediately following the words “(unless they otherwise agree among themselves)” and immediately before the words “be determined by lot” the word “to”;
7. by, in paragraph 19(h):
 - (a) deleting in the first sentence the words “The Directors may appoint” and replacing the word “a” immediately following such words with an upper case “A”;
 - (b) inserting in the first sentence immediately following the words “a person who is willing to be a Director” and immediately before the words “as a Non-Executive Director” the words “may be appointed”;
 - (c) inserting in the first sentence immediately following the words “or as an additional Director,” and immediately before the words “provided that the appointment” the words “by a resolution of the Directors passed by both:
 - (i) a majority of the Directors as a whole, and
 - (ii) a majority of the Non-Executive Directors

present and voting at a Directors' meeting";

- (d) replacing in the second sentence the lower case "a", "g" and "m" at the start of each of the words "annual general meeting" with upper case "A", "G" and "M";
 - (e) replacing in the third sentence the lower case "a", "g" and "m" at the start of each of the words "annual general meeting" with upper case "A", "G" and "M";
- 8. by inserting in the second sentence of paragraph 20(a) immediately following the words "a majority of votes" and immediately before the words "In case of an equality" the words "unless otherwise stated in these Articles.";
 - 9. by replacing in paragraph 20(b) the word "member" with the word "Director";
 - 10. by replacing in paragraph 20(c) immediately following the words "shall be five" and immediately before the words "of whom no less" the lower case "d" in the word "directors" with an upper case "D";
 - 11. by replacing in paragraph 20(e) the words "by the Non-Executive Directors" with the words "The Chairman and Vice Chairman of the Directors shall be appointed by a resolution of the Directors passed by both:
 - (a) a majority of the Directors as a whole, and
 - (b) a majority of the Non-Executive Directorspresent and voting at a Directors' meeting.";
 - 12. by inserting in paragraph 22(e) at the end of the paragraph immediately following the words "of the Act" the word ", or";

13. by, in paragraph 24(a):

- (a) deleting in the first sentence immediately following the words "Twenty-one days' notice" and immediately before the words "at the least of every Annual General Meeting" the words "in writing";
- (b) deleting in the first sentence immediately following the words "Fourteen days' notice" and immediately before the words "at the least of every other General Meeting" the words "in writing";
- (c) inserting in the first sentence immediately following the words "every other General Meeting (" and immediately before the words "exclusive in every case" the words "given in writing or using electronic communication to an address for the time being notified for that purpose to the Centre by that Member and";

14. by, in paragraph 25(b):

- (a) deleting the word "any";
- (b) inserting immediately following the words "No business shall be transacted at" and immediately before the words "any General Meeting" (from which the word "any" shall be deleted pursuant to 14(a) above), the words: "
 - (i) any General Meeting at which a resolution under paragraph 28 or paragraph 29 is proposed unless a quorum of not less than fifteen Ordinary Members is present throughout the meeting,
 - (ii) any other";

15. by inserting in paragraph 25(c) immediately following the words "within half an hour from the time appointed for the meeting" and immediately before the words "the members present shall be a quorum", the words: ":",
 - (a) in the case of an adjourned meeting at which a resolution under paragraph 28 or paragraph 29 is proposed, the adjourned meeting shall be dissolved, and
 - (b) in the case of any other adjourned meeting,";
16. by replacing in the second sentence of paragraph 25(d) the words "the Members present shall choose one of their number to" with the words "a Member present chosen by a majority of at least three-fourths of the Members present shall";
17. by, in paragraph 25(g):
 - (a) replacing immediately following the words "Chairman of the Meeting that a" and immediately before the words "has been carried" the upper case "R" in the word "Resolution" with a lower case "r";
 - (b) replacing at the end of that paragraph immediately following the words "in favour of or against the" the upper case "R" in the word "Resolution" with a lower case "r";
18. by replacing in the first sentence of paragraph 25(h) the upper case "R" in the word "Resolution" with a lower case "r";
19. by deleting paragraph 25(i);
20. by, in paragraph 26(a):

- (a) inserting in the first sentence immediately following the words "Subject to the provisions of" and immediately before the words "paragraph 25(e) above", the words "paragraph 5 and";
- (b) deleting in the first sentence immediately following the words "and on a poll" and immediately before the words "a vote may be given" the word "that";
- (c) inserting in the second sentence immediately following the words "or his attorney duly authorised in writing" and immediately before the third sentence beginning with the words "A proxy must be a member" the words "or, if permitted by the Board of Directors, by electronic communication in the manner and form and subject to such terms and conditions as the Board of Directors may determine.";
- (d) deleting in the third sentence the words "A proxy must be a member of the Centre and" and replacing the lower case "t" in the word "the" immediately following such words with an upper case "T";
- (e) replacing the fourth and fifth sentences with the following: "The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power or authority shall:
 - (i) (in the case of an appointment not contained in an electronic communication) be deposited at the Registered Office of the Centre, or
 - (ii) (in the case of an appointment contained in an electronic communication) where an address or other means of communication with the Centre has been provided for the purpose of receiving electronic communications in or by way of note to the notice convening the meeting or in any notice of adjournment or in any other document accompanying any such notice, or in any invitation contained in an electronic communication to appoint a proxy issued by

the Centre in relation to the meeting, be received at such address or by such means,

not less than forty-eight hours before the time for holding the meeting, or adjourned meeting, at which the person named in the instrument proposes to vote, or in the case of a poll, not less than twenty-four hours before the time appointed for the taking of the poll, and in default the instrument of proxy shall not be treated as valid. A vote given in accordance with the terms of an instrument of proxy shall be valid notwithstanding the previous death or insanity of the principal or revocation of the proxy or of the authority under which the proxy was executed, provided that no intimation of such death, insanity or revocation as aforesaid, shall have been received by the Centre at the Registered Office of the Centre in writing (or, where the appointment of the proxy was contained in an electronic communication, by electronic communication at the address at which such appointment was duly received) before the commencement of the meeting or adjourned meeting at which the proxy is used.”;

21. by inserting immediately following paragraph 27 the main heading “DISPOSAL AND ACQUISITION OF ASSETS” and the following new paragraphs:

- (a) as new paragraph 28:

“28. The Centre shall not:

- (a) sell or dispose of any interest in the shares of SATRA Technology Centre Limited (company number 3856296), SATRA Quality Assurance Limited (company number 2941713), or any interest in any other subsidiary undertaking, or

- (b) sell or dispose of any asset with a book value equal to or greater than £250,000 (or assets together having such book value sold or disposed of as part of the same transaction or related transactions with the same third party purchaser or persons connected with such purchaser), or
- (c) purchase or acquire any asset for an amount of consideration in money or money's worth equal to or greater than £250,000 (or assets together purchased or acquired for such amount of consideration in money or money's worth as part of the same transaction or related transactions with the same third party seller or persons connected with such seller)

(for the purposes of paragraph 28(b) and paragraph 28(c) "connected" shall have the same meaning as in Section 839 Income and Corporation Taxes Act 1988) unless such transaction is approved by both:

- (i) a majority of the Directors as a whole, and
- (ii) a majority of the Non-Executive Directors

present and voting at a Directors' meeting, and if the transaction is one in which a Director is interested for the purposes of Section 317 of the Act (but not otherwise), a majority of at least three-fourths of the Members present and entitled to vote at a General Meeting PROVIDED THAT nothing in paragraph 28(a), paragraph 28(b) or paragraph 28(c) shall restrict any sale or disposal by the Centre to, or purchase or acquisition by the Centre from, any member of the SATRA Group, and that nothing in paragraph 28(b) or paragraph 28(c) shall restrict the sale, disposal, purchase, acquisition or other dealing in or of any interest in any deposit accounts or short-term deposits, bonds,

gilts, debentures, government or other stock, investment or unit trusts, contracts for futures, derivatives or differences and any other such short or long-term investment (whether or not it is tradable on the money markets or any stock exchange) which is held by or on behalf of the Centre from time to time for investment purposes.”;

- (b) as new paragraph 29 (immediately following the new paragraph 28):

“29. If the approval of the Centre is required pursuant to the memorandum of association or articles of association or other constitutional document(s) of any subsidiary undertaking of the Centre for such subsidiary undertaking to:

- (a) sell, dispose of, purchase or acquire any asset or assets, or
- (b) sell or dispose of any interest in any subsidiary undertaking

such approval shall not be given unless both:

- (i) a majority of the Directors as a whole, and
- (ii) a majority of the Non-Executive Directors

present and voting at a Directors’ meeting vote in favour of such approval, and if the transaction is one in which a Director is interested for the purposes of Section 317 of the Act (but not otherwise), a majority of at least three-fourths of the Members present and entitled to vote at a General Meeting vote in favour of such approval.”;

- (c) as new paragraph 30 (immediately following the new paragraph 29):

“30. The Centre shall not approve:

- (a) the issue of any shares by any subsidiary undertaking of the Centre (if such approval is required pursuant to the memorandum of association or articles of association or other constitutional document(s) of such subsidiary undertaking), or
- (b) any alteration of the memorandum of association and/or the articles of association of any subsidiary undertaking of the Centre

unless both:

- (i) a majority of the Directors as a whole, and
- (ii) a majority of the Non-Executive Directors

present and voting at a Directors' meeting vote in favour of such approval.”;

- 22. by re-numbering current paragraphs 28 to 37 (inclusive) as paragraphs 31 to 40 respectively;
- 23. by replacing in the first sentence of current paragraph 29 (which shall be re-numbered as paragraph 32 pursuant to 22 above) the word “Association” with the word “Centre”;
- 24. by, in current paragraph 31 (which shall be re-numbered as paragraph 34 pursuant to 22 above):
 - (a) replacing in sub-paragraph (a) the word “or” with the word “of”;

- (b) replacing in sub-paragraph (b) the lower case “c” in the word “committees” with an upper case “C”;
25. by, in current paragraph 32 (which shall be re-numbered as paragraph 35 pursuant to 22 above):
- (a) replacing immediately following the words “if the Company has a” and immediately before the words “the Directors shall”, the lower case “s” in the word “seal” with an upper case “S”;
 - (b) replacing immediately following the words “Directors or of a” and immediately before the words “of the Directors authorised”, the lower case “c” in the word “committee” with an upper case “C”;
 - (c) replacing immediately following the words “instrument to which the” and immediately before the words “shall be affixed”, the lower case “s” in the word “seal” with an upper case “S”;
26. by, in current paragraph 37 (which shall be re-numbered as paragraph 40 pursuant to 22 above):
- (a) inserting in the first sentence immediately following the words “within the United Kingdom” and immediately before the words “supplied by him”, the word “overseas”;
 - (b) inserting in the first sentence immediately following the words “the giving of notice to him” and immediately before the second sentence beginning with the words “Where a notice is sent by post”, the words “or sending it using electronic communication to an address for the time being notified for that purpose to the Centre by that Member”;
 - (c) deleting the second sentence;

- (d) inserting immediately at the end of the paragraph after the second sentence (which shall be deleted pursuant to 26(c) above) the words "Proof that an envelope containing a notice was properly addressed, prepaid and posted shall be conclusive evidence that the notice was given. Proof that a notice contained in an electronic communication was sent in accordance with the guidance issued by the Institute of Chartered Secretaries and Administrators shall be conclusive evidence that the notice was given. A notice shall be deemed to be given at the expiration of forty-eight hours after the envelope containing it was posted or, in the case of a notice contained in an electronic communication, at the expiration of forty-eight hours after the time it was sent. Where a notice is given personally, service of the notice shall be deemed to have been effective on the day it was so given.";

- 27. by inserting immediately following the current paragraph 37 (which shall be re-numbered as paragraph 40 pursuant to 22 above) the main heading "ELECTRONIC COMMUNICATION" and the following new paragraph as new paragraph 41:

"41. Notwithstanding anything in these Articles, but subject to the Act, the Electronic Communications Act and the Electronic Communications Order:

- (a) any notice or other document to be given or sent to any person by the Centre is also to be treated as given or sent where:
 - (i) the Centre and that person have agreed that any notice or other document required to be given or sent to that person may instead be accessed by him on a web site,
 - (ii) the meeting (in the case of a notice of meeting) or other document (in any other case) is one to which that agreement applies,

- (iii) that person is notified in a manner for the time being agreed between him and the Centre, of the publication of the notice or (as the case may be) other document on a web site, the address of that web site and the place on that web site where the notice or (as the case may be) other document may be accessed and how it may be accessed,
- (iv) in the case of a notice of a meeting, such notice is published in accordance with paragraph 41(b) below and the notification referred to in sub-paragraph 41(a)(iii) above states that it concerns a notice of a company meeting served in accordance with the Act, specifies the place, date and time of the meeting and states whether the meeting is to be an annual or extraordinary general meeting,
- (v) in the case of any document referred to in Section 238 of the Act, such document is published in accordance with paragraph 41(b) below,

and in the case of a notice of meeting or other document so treated, such notice or other document is to be treated as so given or sent, as the case may be, at the time of the notification mentioned in sub-paragraph 41(a)(iii) above,

- (b) where a notice of meeting or other document is required by sub-paragraph 41(a)(iv) or sub-paragraph 41(a)(v) above to be published in accordance with this paragraph 41(b), it shall be published only if:

- (i) in the case of a notice of meeting, the notice is published on the web site throughout the period beginning with the giving of the

notification referred to in sub-paragraph 41(a)(iii) above and ending with the conclusion of the relevant meeting,

- (ii) in the case of a document referred to in sub-paragraph 41(a)(v) above, the document is published on the web site throughout the period beginning at least twenty-one days before the date of the relevant meeting and ending with the conclusion of the meeting and the notification referred to in sub-paragraph 41(a)(iii) above is given not less than 21 days before the date of the meeting,

but so that nothing in this paragraph 41(b) shall invalidate the proceedings of the meeting where the notice or other document is published for a part, but not all, of the period mentioned in sub-paragraph 41(b)(i) or, as the case may be, sub-paragraph 41(b)(ii) and the failure to publish the notice or other document throughout that period is wholly attributable to circumstances which it would not be reasonable to have expected the Centre to prevent or avoid, and

- (c) the Directors may from time to time make such arrangements or regulations (if any) as they may from time to time in their absolute discretion think fit in relation to the giving of notices or other documents by electronic communication by or to the Centre and otherwise for the purpose of implementing and/or supplementing the provisions of these Articles, the Act, the Electronic Communications Act and the Electronic Communications Order in relation to electronic communication and such arrangements and regulations (as the case may be) shall have the same effect as if set out in this paragraph.”;

- 28. by re-numbering current paragraphs 38 to 45 (inclusive) as paragraphs 42 to 49 respectively;

29. by replacing in the first sentence of current paragraph 44 (which shall be re-numbered as paragraph 48 pursuant to 28 above) the word "Articles" with the word "paragraphs";
30. by, in the following paragraphs replacing the lower case "m" in the word "member" with an upper case "M":
- (a) the first sentence of paragraph 4(c);
 - (b) the first sentence of paragraph 5;
 - (c) the second sentence of paragraph 7 immediately following the words "be and become a" and immediately before the words " of the Centre";
 - (d) the first sentence of paragraph 18(d) immediately following the words "or person not a" and immediately before the words " of the Centre";
 - (e) the first sentence of paragraph 24(a):
 - (i) immediately following the words "to the Auditors and to all" and immediately before the words " of whose addresses";
 - (ii) immediately following the words "with the consent of all the" and immediately before the words " entitled to receive notice";
 - (iii) immediately following the words "such proportion of such" and immediately before the words " as is prescribed by the Act";
 - (iv) immediately following the words "such notice as those" and immediately before the words " may think fit.";
 - (f) the first sentence of paragraph 25(c):

- (i) immediately following the words "upon the requisition of" and immediately before the words, "shall be dissolved";
 - (ii) immediately following the words "within half an hour from the time appointed for the meeting the" and immediately before the words "present shall be a quorum.";
 - (g) paragraph 25(g);
 - (h) the first sentence of paragraph 26(a);
 - (i) paragraph 26(b);
 - (j) the first sentence of paragraph 37 (which shall be re-numbered as paragraph 40 pursuant to 22 above);
31. by, in the following paragraphs replacing the lower case "m" in the word "membership" with an upper case "M":
- (a) the first sentence of paragraph 4 immediately following the word "The" and immediately before the words "of the Centre shall";
 - (b) the first sentence of paragraph 4(c);
 - (c) the first sentence of paragraph 6:
 - (i) immediately following the words "in its name for" and immediately before the words "and sign the application";
 - (ii) immediately following the words "exercise the rights of" and immediately before the words "on its behalf.";

(d) the second sentence of paragraph 6:

(i) immediately following the words "Every person so applying for" and immediately before the words "shall be subject to";

(ii) immediately following the words "if admitted to" and immediately before the words "have the same rights";

(e) the third sentence of paragraph 6;

(f) the third sentence of paragraph 8;

(g) the second sentence of paragraph 9(a);

(h) the first sentence of paragraph 10;

(i) the first sentence of paragraph 11 immediately following the words "unless an application for" and immediately before the words "shall have been signed";

(j) the first sentence of paragraph 16;

(k) the second sentence of paragraph 16; and

32. by, in the following paragraphs deleting the words "of Association" following the word "Memorandum":

(a) the first sentence of paragraph 4(a)(1);

(b) the first sentence of paragraph 9(b);

(c) the first sentence of paragraph 17;

(d) the first sentence of paragraph 18(b);

(e) the first sentence of paragraph 18(c).

Signed: _____

Director

For and on behalf of SATRA

Date: _____

14th June 2005