

No. 2950904

The Companies Act 1985

Special resolution

of

Revenue Assurance Services plc (the "Company")

(passed on 11 September 2007)

Passed at an **extraordinary general meeting** of the Company duly convened and held at One London Wall, London EC2Y 5EB on 11 September 2007 at 2 15 p m .

SPECIAL RESOLUTION

THAT for the purpose of giving effect to the scheme of arrangement dated 17 August 2007 (the "**Scheme**") between the Company and the holders of the Scheme Shares (as defined in the Scheme), a print of which has been produced to this meeting and for the purposes of identification signed by the Chairman thereof, in its original form or subject to any modification, addition or condition approved or imposed by the Court and/or agreed by the Company and Spice PLC ("**Spice**")

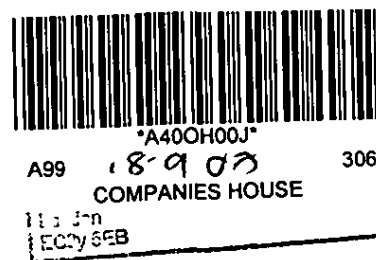
1 The directors of the Company be authorised to take all such action as they may consider necessary or appropriate for carrying the Scheme into effect,

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(a) at the Reorganisation Record Time (as defined in the Scheme) each Scheme Share (as defined in the Scheme) shall be subdivided and reclassified as follows

(i) in the case of a Scheme Share held by Scheme Shareholder who has not made, or is deemed not to have made, any election under the Mix and Match Facility (as defined in the Scheme) in respect of such Scheme Share, such Scheme Share shall be subdivided and reclassified into 1,990,048 A ordinary shares of 25/3,170,070 pence each (the "**A Shares**") and 1,180,022 B ordinary shares of 25/3,170,070 pence each (the "**B Shares**"), such A Shares and B Shares having the rights set out in new article 4 to be adopted pursuant to sub-paragraph 2(b) of this resolution,

(ii) in the case of a Scheme Share held by a Scheme Shareholder who has made, or is deemed to have made, a valid election for Cash Consideration (as defined in the Scheme) under the Mix and Match Facility (a "**Cash Election**") in respect of such Scheme Share in accordance with the terms of the Scheme and such election (whether



following the scaling down of elections or otherwise) is satisfied in full, the Scheme Share shall be subdivided and reclassified into 3,170,070 A Shares (subject to sub-paragraph (iv) below),

- (iii) in the case of a Scheme Share held by a Scheme Shareholder who has made, or is deemed to have made, a valid election for New Spice Shares (as defined in the Scheme) (a "**Share Election**") under the Mix and Match Facility (a "**Share Election**") in respect of such a Scheme Share in accordance with the terms of the Scheme and such election (whether following the scaling down of elections or otherwise) is satisfied in full, the Scheme Shares shall be subdivided and reclassified into 3,170,070 B Shares (subject to sub-paragraph (v) below),
- (iv) in the case of the Scheme Shares held by a Scheme Shareholder who has made a valid Cash Election (i) in respect of part only of his holding of Scheme Shares and such election is satisfied in full or (ii) in respect of all or part only of holding Scheme Shares and such election is scaled back in accordance with clause 2.4 of the Scheme:
 - (1) such number of Scheme Shares (as adjusted in accordance with the terms of the Scheme in the event of Cash Elections being scaled back) in respect of which he has made a valid Cash Election shall be subdivided and reclassified into 3,170,070 A Shares, and
 - (2) the balance of the Scheme Shares held by such Scheme Shareholder shall each be sub-divided and reclassified into 1,990,048 A Shares and 1,180,022 B Shares, and
- (v) in the case of Scheme Shares held by Scheme Shareholder who has made a valid Share Election (i) in respect of part only of his holding of Scheme Shares and such election is satisfied in full or (ii) in respect of all or part only of his holding of Scheme Shares and such election is scaled back in accordance with clause 2.4 of the Scheme
 - (1) such number of Scheme Shares (as adjusted in accordance with the terms of the Scheme in the event of Shares Elections being scaled back) in respect of which he has made a valid Share Election shall each be subdivided and reclassified into 3,170,070 B Shares; and
 - (2) the balance of the Scheme Shares held by such Scheme Shareholder shall be each be sub-divided and reclassified into 1,990,048 A Shares and 1,180,022 B Shares,

and, for the purposes of this sub-paragraph 2(a), each portion of a member's holding which is recorded in the register of members of the Company by reference to a separate designation at the Reorganisation Record Time, whether in certificated or uncertificated form, shall be treated as though it were a separate holding held at such time by a separate person,

- (b) with effect from the subdivisions and reclassifications referred to in sub-paragraph 2(a) above, article 4 of the articles of association of the Company shall be replaced by the adoption and inclusion of the following new article 4

"4 Authorised share capital

- 4 1 The authorised share capital of the Company is £25,000,000 divided into ordinary shares of 25 pence each (the "**Ordinary Shares**"), "A" ordinary shares of 25/3,170,070 pence each ("**A Shares**") and "B" ordinary Shares of 25/3,170 070 pence each ("**B Shares**")
- 4 2 The A Shares and the B Shares shall rank equally with and have the same rights as those attaching to the Ordinary Shares, save that upon the scheme of arrangement dated 17 August 2007 between the Company and the Scheme Shareholders (as defined therein) (in its form as at that date or with or subject to any modification thereof or addition thereto or condition agreed by the Company and Spice PLC ("**Spice**") and which the High Court of Justice in England and Wales may think fit to approve or impose) (the "**Scheme**") becoming effective, each A Share shall confer upon the holder thereof the right to receive 199.917/3,170,070 pence in cash and each B Share shall confer upon the holder thereof the right to receive 0 3517/3,170,070 of a New Spice Share (as defined in the Scheme) in each case, in accordance with and pursuant to the terms of the Scheme."
- (c) the capital of the Company be reduced by cancelling and extinguishing of all of the A Shares and the B Shares, and
- (d) subject to and forthwith upon the reduction of capital referred to at sub-paragraph 2(c) above taking effect and notwithstanding any other provision in the articles of association of the Company
- (i) the authorised share capital of the Company be increased to its former amount by the creation of such number of new ordinary shares of 25/3,170,070 pence (the "**New Revenue Assurance Shares**") each as shall be equal to the aggregate number of A shares and B Shares cancelled pursuant to sub-paragraph 2(c) above,
- (ii) the reserve arising in the books of account of the Company as a result of the reduction of capital referred to at paragraph (E) above be applied in paying up in full at par the New Revenue Assurance Shares, which shall be allotted and issued, credited as fully paid, to Spice and/or its nominee(s) in accordance with the terms of the Scheme,
- (iii) the directors of the company be and they are hereby generally and unconditionally authorised for the purposes of section 80 of the Companies Act 1985 to allot equity securities (as defined in section 94 of the Companies Act 1985) in connection with the Scheme, provided always that (1) the maximum aggregate nominal amount of the shares which may be allotted under this authority shall be the aggregate

nominal amount of the New Revenue Assurance Shares, (2) this authority shall expire (unless previously revoked, varied or renewed) on the fifth anniversary of this resolution, and (3) this authority shall be in addition and without prejudice to any other authority under the said section 80 previously granted and in force on the date on which this resolution is passed,

PROVIDED THAT if the reduction of capital referred to in sub-paragraph 2(c) above does not become effective by 6 00 p.m. on the fifth business day (as defined in this Scheme) following the Reorganisation Record Time or such later time and date as Spice and the Company may agree and which the Court may think fit to approve or impose:

- (i) the subdivisions and reclassifications effected by sub-paragraph 2(a) above shall be reversed and the A Shares and the B Shares shall revert to ordinary shares of 25 pence each accordingly; and
- (ii) the new article 4 adopted and included pursuant to sub-paragraph 2(b) above shall be replaced with the previous article 4 of the articles of association of the Company,

3 with effect from the passing of this resolution, the articles of association of the Company be amended by the adoption and inclusion of the following new article 4A

"4A Scheme of arrangement

4A 1 In this Article 4A, the "**Scheme**" means the scheme of arrangement dated 17 August 2007, between the Company and the Scheme Shareholders (as defined in the Scheme) under section 425 of the Companies Act 1985 in its original form or with or subject to any modification, addition or condition approved or imposed by the Court and/or agreed by the Company and Spice and (save as defined in this Article) expressions defined in the Scheme shall have the same meanings in this Article

4A 2 Notwithstanding any other provision of these Articles, if the Company issues any Ordinary Shares (other than to Spice PLC ("**Spice**") or its nominee(s)) on or after the Voting Record Time (as defined in the Scheme) and before the Reorganisation Record Time (as defined in the Scheme), such shares shall be issued subject to the terms of the Scheme (and shall be Scheme Shares for the purposes thereof) and the original or any subsequent holder or holders of such shares shall be bound by the Scheme accordingly

4A 3 Notwithstanding any other provisions of these Articles, subject to the Scheme becoming effective, if any Ordinary Shares are issued to any person (a "**New Member**") (other than under the Scheme or to Spice or its nominee(s)) on or after the Reorganisation Record Time, such New Member (or any subsequent holder or any nominee of such New Member or any such subsequent holder) will, provided the Scheme has

become effective, be obliged immediately to transfer all of the Ordinary Shares held by the New Member (or any subsequent holder or any nominee of such New Member or any such subsequent holder) (the "Disposal Shares") to Spice or its nominee(s) who shall be obliged to acquire all of the Disposal Shares. The consideration for each Disposal Share transferred to Spice shall be 199.917/3,170,070 pence in cash and the issue of 0.3517/3,170,070 of a New Spice Share (as defined in the Scheme) (or such greater amount as may be payable under the Scheme if modified in accordance with its terms).

- 4A 4 On any reorganisation of, or material alteration to, the share capital of the Company (including, without limitation, any subdivision and/or consolidation), the value of the consideration per Disposal Share to be paid under Article 4A 3 shall be adjusted by the directors of the Company in such manner as the auditors of the Company may determine to be appropriate to reflect such reorganisation or alteration. References in this Article 4A to Ordinary Shares shall, following such adjustment, be construed accordingly.
- 4A 5 To give effect to any transfer of Disposal Shares required by Article 4A 3 above, the Company may appoint any person as attorney for the New Member (or any subsequent holder or any nominee of such New Member or any subsequent holder) to execute and deliver as transferor a form of transfer or instructions of transfer on behalf of the New Member (or any subsequent holder or any nominee of such New Member or any subsequent holder) in respect of the Disposal Shares in favour of Spice and/or nominee(s) and to do all such other things and execute and deliver all such documents as may in the opinion of the attorney may be necessary or desirable to vest the Disposal Shares in Spice or its nominee(s) and pending such vesting to exercise all such rights attaching to the Disposal Shares as Spice may direct. If an attorney is so appointed, the New Member (or any subsequent holder or any nominee of such New Member or any such subsequent holder) shall not thereafter (except to the extent that the appointed person fails to act in accordance with the directions of Spice) be entitled to exercise any rights attaching to the Disposal Shares unless so agreed by Spice. The Company may give a good receipt for the purchase price of the Disposal Shares and may register Spice as holder thereof and issue to it certificate(s) for the same. The Company shall not be obliged to issue a certificate to the New Member (or any subsequent holder or any nominee of such New Member or any such subsequent holder) for the Disposal Shares. Spice shall send a cheque drawn on a UK clearing bank in favour of the new Member (or any subsequent holder or any nominee of such New Member or any such subsequent holder) for the cash purchase price of such Disposal Shares and a certificate in the name of such New Member (or any subsequent holder or any nominee of such New Member or any such subsequent holder) for the New Spice Shares to be issued in consideration for the transfer of such Disposal

Shares within 14 business days of the date on which the Disposal Shares are issued or transferred to the New Member

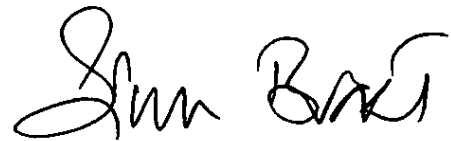
4A 6 If the Scheme shall not have become effective by the Effective Date (as defined in the Scheme), this Article 4A shall be of no effect

4A 7 Notwithstanding, any other provision of these Articles, both the Company and the directors of the Company shall refuse to register the transfer of any Disposal Shares after the Reorganisation Record Time ", and

4 with effect from the Effective Date (as defined in the Scheme) of the Scheme, the articles of association of the Company be amended by replacing the then Article 4 with the following new article 4:

"4 Authorised share capital

The authorised share capital of the Company is £25,000,000 divided into ordinary shares of 25 pence each and ordinary shares of 25/3,170,070 pence each ("Ordinary Shares")."

A handwritten signature in black ink, appearing to read 'Jim Baxi', with a stylized flourish at the end.

Chairman