

**THE COMPANIES ACTS 1985 to 1989**

**COMPANY NUMBER 3115647**

**SPECIAL RESOLUTION OF**

**CODEINPUT LIMITED**

We, the undersigned, INSTANT COMPANIES LIMITED and SWIFT INCORPORATIONS LIMITED, being all the Members for the time being of the above-named Company entitled to receive notice of and to attend and vote at General Meetings HEREBY PASS the following resolution as a Special Resolution and agree that the said resolution shall, pursuant to Clause 53 in Table A (which Clause is embodied in the Articles of Association of the Company) or pursuant to any applicable rule of law, for all purposes be as valid and effective as if the same had been passed at a General Meeting of the Company duly convened and held.

It is resolved:

That the Articles of Association of the Company be and the same are hereby altered by deleting Article 14 and by adopting the following new Articles:-

**TRANSFER OF SHARES**

14. The Directors may, in their absolute discretion and without assigning any reason therefor, decline to register the transfer of a share, whether or not it is a fully paid share, and the first sentence of Clause 24 in Table A shall not apply to the Company.

**CASTING VOTE**

15. The Chairman shall not, in the event of an equality of votes at any General Meeting of the Company, or at any meeting of the Directors or of a Committee of Directors, have a second or casting vote. Clause 50 in Table A shall not apply to the Company, and Clauses 88 and 72 in Table A shall be modified accordingly.

Dated this 8th day of November 1995

Signed   
(AUTHORISED SIGNATORY OF INSTANT COMPANIES LIMITED)

  
(AUTHORISED SIGNATORY OF SWIFT INCORPORATIONS LIMITED)

REF. 3A4205 / CFPU  
JORDAN & SONS LTD  
21 ST. THOMAS ST.  
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3A4205 ( 3115647 )

