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28/09/2007
COMPANIES HOUSE

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Company No: 3461748**THE COMPANIES ACTS 1985 AND 1989****PUBLIC COMPANY LIMITED BY SHARES****RESOLUTIONS****OF****ITIS HOLDINGS PLC****("the Company")****(passed on 24 September 2007)**

At the 2007 Annual General Meeting of the Company duly convened and held on 24 September 2007, the following resolutions were duly passed as to resolutions numbered 7, 9, 10 and 11 as Ordinary Resolutions of the Company and as to resolutions numbered 8 and 12 as Special Resolutions of the Company:

ORDINARY RESOLUTION

- 7 That, pursuant to Article 6 of the Company's Articles of Association, the directors be and are hereby generally and unconditionally authorised pursuant to Section 80 of the Companies Act 1985 to exercise all the powers of the Company to allot relevant securities (as defined in Section 80(2) of the said Act) up to an aggregate nominal value of £656,285 provided that such authority shall expire on the earlier of 23 December 2008 and the conclusion of the Annual General Meeting of the Company to be held in 2008 unless previously renewed, varied or revoked by the Company in General Meeting, save that the Company may before such expiry make an offer or agreement which would or might require relevant securities to be allotted after such expiry and the directors may allot relevant securities in pursuance of such an offer or agreement as if the authority conferred hereby had not expired

SPECIAL RESOLUTION

- 8 That, pursuant to Article 7 of the Company's Articles of Association but subject to the passing of Resolution 7 above, the Directors be and are hereby empowered pursuant to Section 95 of the Companies Act 1985 to allot equity securities (within the meaning of Section 94 of the said Act) for cash pursuant to the authority

conferred by Resolution 7 above as if sub-section (1) of Section 89 of the said Act did not apply to any such allotment provided that this power shall be limited

- (a) to the allotment of equity securities in connection with a rights issue to or in favour of ordinary shareholders where the equity securities respectively attributable to the interests of all ordinary shareholders are proportionate (as nearly as may be) to the respective number of ordinary shares of 2 pence each held by them provided always that the directors be and are hereby authorised to make such exclusions or arrangements as they may consider necessary or expedient to deal with fractional entitlements or any legal or practical problems under the laws in any territory or the requirements of any relevant regulatory body or stock exchange in connection with any such offer;
- (b) to the allotment (otherwise than pursuant to sub-paragraph (a) above) of equity securities up to an aggregate nominal value of £100,620,

and this authority shall expire on the earlier of 23 December 2008 and the conclusion of the Annual General Meeting of the Company to be held in 2008 save that the Company may before such expiry make an offer or agreement which would or might require equity securities to be allotted after such expiry and the directors may allot equity securities in pursuance of such an offer or agreement as if the power conferred hereby had not expired

This power shall apply in relation to a sale of shares which is an allotment of equity securities by virtue of Section 94(3A) of the Companies Act 1985 as if in the first paragraph of this Resolution 8 the words "but subject to the passing of Resolution 7 above" and "pursuant to the authority conferred by Resolution 7 above" had been omitted

ORDINARY RESOLUTIONS

- 9 That, in accordance with section 347C of the Companies Act 1985 (as amended) ('the Act'), the Company be and is hereby authorised
 - (a) to make donations to EU political organisations, as defined in section 347A of the Act, not exceeding £7,500 in total, and
 - (b) to incur EU political expenditure, as defined in section 347A of the Act, not exceeding £7,500 in total,

during the period beginning with the date of the passing of this resolution and ending on 23 December 2008 or, if sooner, the conclusion of the Annual General Meeting of the Company to be held in 2008

- 10 That, in accordance with section 347D of the Companies Act 1985 (as amended) ('the Act'), ITIS UK Limited, being a wholly-owned subsidiary of the Company, be and is hereby authorised

- (a) to make donations to EU political organisations, as defined in section 347A of the Act, not exceeding £7,500 in total, and
- (b) to incur EU political expenditure, as defined in section 347A of the Act, not exceeding £7,500 in total,

during the period beginning with the date of the passing of this resolution and ending on 23 December 2008 or, if sooner, the conclusion of the Annual General Meeting of the Company to be held in 2008

- 11 That, in accordance with section 347D of the Companies Act 1985 (as amended) ('the Act'), Integrated Transport Information Services Limited, being a wholly-owned subsidiary of the Company, be and is hereby authorised

- (a) to make donations to EU political organisations, as defined in section 347A of the Act, not exceeding £7,500 in total, and
- (b) to incur EU political expenditure, as defined in section 347A of the Act, not exceeding £7,500 in total,

during the period beginning with the date of the passing of this resolution and ending on 23 December 2008 or, if sooner, the conclusion of the Annual General Meeting of the Company to be held in 2008.

SPECIAL RESOLUTION

- 12 That the Articles of Association of the Company be and are hereby altered by.

- (i) the insertion in Article 2 1 of
 - (a) the following definition immediately after the definition of "Act" and immediately before the definition of "Articles"
""2006 Act" means the Companies Act 2006 as amended,"

- (b) the following definition immediately after the definition of "Articles" and immediately before the definition of "board":

""Associated Company" as defined in section 256 of the 2006 Act,"

- (c) the following definition immediately after the definition of "Company" and immediately before the definition of "director".

""Companies Acts" means the company law provisions of the 2006 Act, the Act, Part 2 of the Companies (Audit, Investigations and Community Enterprise) Act 2004, the Companies Consolidation (Consequential Provisions) Act 1985 and the Companies Act 1989 in so far as the same are in force from time to time,"

- (d) the following new definition of "Statutes" and the deletion of the existing definition of that word:

""Statutes" means the Companies Acts and every other statute, statutory instrument, regulation or order for the time being in force concerning companies registered under the Companies Acts,"

- (ii) the deletion of existing Article 89 and the insertion in its place of the following new Article 89.

"89 Directors' and officers' liability insurance

Without prejudice to the provisions of Article 141, the board may purchase and maintain for or for the benefit of any person who holds or has at any time held a relevant office insurance against any liability or expense incurred by him in relation to the Company or any Associated Company of the Company or any third party in respect of any act or omission in the actual or purported discharge of the duties of the relevant office concerned or otherwise in connection with the holding of that relevant office and for this purpose "relevant office" means that of director, officer (other than an auditor) or employee of the Company or any company which is or was an Associated Company of the Company or any predecessor

in business of the Company or of any such Associated Company or that of trustee of any pension fund or retirement, death or disability scheme or other trust for the benefit of any officer or employee or former officer or former employee of the Company or any such Associated Company or of any such predecessor in business or their respective dependants ”;

- (iii) the deletion of existing Article 141 and the insertion in its place of the following new Article 141.

”141 Indemnity of officers

Subject to the provisions of and so far as may be permitted by and consistent with the Statutes, each current or former director or other officer (other than an auditor) of the Company or any Associated Company shall be indemnified out of the assets of the Company against.

- (a) any liability incurred by or attaching to him in connection with any negligence, default, breach of duty or breach of trust by him in relation to the Company other than, in the case of a current or former director
 - (i) any liability to the Company or any Associated Company; and
 - (ii) any liability of the kind referred to in section 234(3) of the 2006 Act; and
- (b) any liability incurred by or attaching to him in connection with the activities of the Company in its capacity as a trustee of an occupational pension scheme other than a liability of the kind referred to in section 235(3) of the 2006 Act, and
- (c) any other liability incurred by or attaching to him while acting bona fide in the execution and/or discharge of his duties and/or the exercise or purported exercise of his powers.

For the purpose of this Article, references to "liability" shall include all costs and expenses incurred by the current or former director or other officer (other than an auditor) in relation thereto ", and

- (iv) the insertion of the following new Article 142

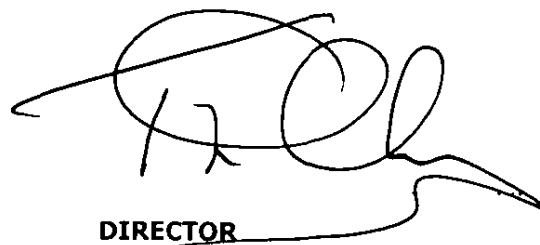
"142 Funding of defence proceedings

Subject to the provisions of and so far as may be permitted by the Statutes, the directors may exercise all the powers of the Company to

- (a) provide any current or former director or other officer (other than an auditor) of the Company with funds to meet expenditure incurred or to be incurred by him in defending any criminal or civil proceedings in connection with any alleged negligence, default, breach of duty or breach of trust by him in relation to the Company or an Associated Company or in connection with any application for relief under the provisions mentioned in section 205(5) of the 2006 Act, and
- (b) do anything to enable any such person to avoid incurring such expenditure,

but so that the terms set out in section 205(2) of the 2006 Act shall apply to any such provision of funds or other things so done

For the purpose of this Article, references to "director" in section 205(2) of the 2006 Act shall be deemed to include references to a former director or other officer (other than an auditor) of the Company.".



DIRECTOR