

Company No: 3461748

THE COMPANIES ACTS 1985 AND 1989

PUBLIC COMPANY LIMITED BY SHARES

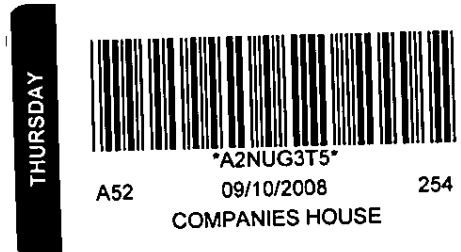
RESOLUTIONS

OF

ITIS HOLDINGS PLC

("the Company")

(passed on 24 September 2008)



At the 2008 Annual General Meeting of the Company duly convened and held on 24 September 2008, the following resolutions were duly passed as to resolutions numbered 8 and 10 as Ordinary Resolutions of the Company and as to resolutions numbered 9 and 11 as Special Resolutions of the Company, namely:

ORDINARY RESOLUTION

- 8 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 at the conclusion of the Annual General Meeting of the Company to be held in 2009 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

- 9 That, pursuant to Article 7 of the Company's Articles of Association but subject to the passing of Resolution 8 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 8 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 at the conclusion of the Annual General Meeting of the Company to be held in 2009 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 9 the words "but subject to the passing of Resolution 8 above" and "pursuant to the authority conferred by Resolution 8 above" had been omitted.

ORDINARY RESOLUTION

- 10 That, in accordance with section 366 of the Companies Act 2006 (the "New Act"), each of the Company and the companies that are its subsidiaries at any time during the period for which this resolution has effect be and are hereby authorised to

- (a) make donations to political parties and/or independent election candidates not exceeding £5,000 in total;
- (b) make donations to political organisations, other than political parties and/or independent election candidates, not exceeding £5,000 in total, and
- (c) incur political expenditure not exceeding £50,000 in total,

during the period beginning with the date of the passing of this resolution and ending at the conclusion of the Annual General Meeting of the Company to be held in 2009

For the purpose of this Resolution 10, the terms "political donations", "political expenditure", "independent election candidates", "political parties" and "political organisations" shall have the meanings respectively given to them by Part 14 of the New Act

SPECIAL RESOLUTION

- 11 That the Articles of Association of the Company be and are hereby altered, on and with effect from 1 October 2008, by:

- (a) the deletion of existing Article 100.6 and the insertion in its place of the following new Article 100.6:

"100.6 If a director is in any way, directly or indirectly, interested in a proposed or existing transaction or arrangement with the Company, he must declare the nature and extent of that interest in accordance with the Statutes "

- (b) the deletion of existing Article 100 8 and the insertion in its place of the following new Article 100.8:

"100.8 A director shall not be entitled to vote on a resolution (or attend or count in the quorum at those parts of a meeting

regarding such resolution) relating to a transaction or arrangement with the Company in which he is interested, save

- (a) where the other directors resolve that the director concerned should be entitled to do so in circumstances where they are satisfied that the director's interest cannot reasonably be regarded as likely to give rise to a conflict of interest; or
- (b) in any of the following circumstances
 - (i) the giving of any guarantee, security or indemnity in respect of money lent or obligations incurred by the director or by any other person at the request of or for the benefit of the Company or any of its subsidiary undertakings;
 - (ii) the giving of any guarantee, security or indemnity in respect of a debt or obligation of the Company or any of its subsidiary undertakings for which the director has himself assumed responsibility in whole or in part under a guarantee or indemnity or by the giving of security;
 - (iii) any contract concerning an offer of shares, debentures or other securities of or by the Company or any of its subsidiary undertakings for subscription or purchase in which offer the director is or may be entitled to participate as a holder of securities or he is or is to be interested as a participant in the underwriting or sub-underwriting thereof,
 - (iv) any contract in which the director is interested by virtue of his interest in shares, debentures or other securities of the Company or otherwise in or through the Company;
 - (v) any contract concerning any other company in which the director is interested, directly or indirectly and whether as an officer, shareholder, creditor or otherwise, unless the company is one in which he has a relevant interest and for this purpose
 - (A) a company shall be deemed to be one in which a director has a relevant interest if and so long as he (together with persons connected with him within the meaning of sections 252 to 255 of the 2006 Act) to his knowledge holds an interest in shares (as determined pursuant to sections 820 to 825 of the 2006 Act) representing 1% or more of any class of the equity share capital of that company or of the voting

rights available to members of that company or if he can cause 1% or more of those voting rights to be exercised at his direction, and

(B) where a company in which a director is deemed for the purposes of this Article to have a relevant interest is materially interested in a contract, he shall also be deemed to be materially interested in that contract;

(vi) any contract relating to an arrangement for the benefit of the employees of the Company or any of its subsidiary undertakings which does not award him any privilege or benefit not generally awarded to the employees to whom such arrangement relates; and

(vii) any proposal concerning the purchase or maintenance of insurance for the benefit of persons including directors."

(c) the deletion of existing Article 100.10 and the insertion in its place of the following new Article 100 10

"100.10 If any question arises at any meeting as to the entitlement of any director (other than the chairman of the meeting) to vote, count in the quorum or attend any part of the meeting and the question is not resolved by such director voluntarily agreeing to abstain from voting, the question shall be referred to the chairman of the meeting and his ruling in relation to the director concerned shall be final and conclusive except in a case where the nature or extent of the interest of the director concerned, so far as known to him, has not been fairly disclosed. If any question shall arise in respect of the chairman of the meeting and is not resolved by his voluntarily agreeing to abstain from voting, the question shall be decided by a resolution of the board (for which purpose the chairman shall not be counted in the quorum and shall not vote on the matter) and the resolution shall be final and conclusive except in a case where the nature or extent of the interest of the chairman, so far as known to him, has not been fairly disclosed."

(d) the insertion of the following new Article 100 12

"100 12 In this **Article 100**, a director is treated as being interested in a transaction or arrangement with the Company in which a person connected with that director within the meaning of section 252 of the 2006 Act is interested and the director is aware of such interest."


(e) the insertion of the following new Article 100A

"100A **Authorisation of conflicts of interest**

- 100A.1 In this **Article 100A**, a "conflict of interest" means, in relation to any person, an interest or duty which that person has which directly or indirectly conflicts or may conflict with the interests of the Company or the duties owed by that person to the Company but excludes a conflict of interest arising in relation to a transaction or arrangement with the Company (to which the provisions of **Article 100** apply).
- 100A.2 Where a situation occurs or is anticipated to occur which gives rise or may give rise to a conflict of interest on the part of any director ("Conflicted Director") (other than a situation which cannot reasonably be regarded as likely to give rise to a conflict of interest), the matter shall be referred to the directors other than the Conflicted Director (the "Non-Conflicted Directors").
- 100A.3 The Non-Conflicted Directors shall meet to consider the matter as soon as practicable after the matter is referred to them and they have received all relevant particulars relating to the situation. The quorum for a meeting of the Non-Conflicted Directors shall be the same as for a meeting of the board.
- 100A.4 The Non-Conflicted Directors shall have authority to authorise any matter which gives rise to the conflict of interest concerned on such terms as they think fit. Any terms on which the matter in question is authorised may be varied by the Non-Conflicted Directors from time to time and the Non-Conflicted Directors may revoke such authority at any time insofar as it has not already been acted on. The Non-Conflicted Directors shall communicate their decisions promptly to each Conflicted Director
- 100A.5 A Conflicted Director shall not be entitled to any information which is relevant to the matter giving rise to the conflict of interest except to the extent authorised by the Non-Conflicted Directors
- 100A.6 Where a matter giving rise to a conflict of interest is authorised by the Non-Conflicted Directors, the Conflicted Director shall
- (a) be released from any duty to disclose to the Company any confidential information relating to the matter in question which he receives or has received from a third party, and
 - (b) save as otherwise determined by the Non-Conflicted Directors at the time when they authorise the matter, not be accountable to the Company for any benefit which he derives from such matter (excluding a benefit conferred on the director by a third party by reason of his being a director of the Company or by reason of his doing or not doing anything as a director of the Company).
- 100A.7 Any confidential information which a Conflicted Director has received from the Company or in his capacity as a director of

the Company shall not be disclosed by him to any third party except insofar as permitted by the Non-Conflicted Directors.

- 100A.8 The directors may authorise a matter which may give rise to a conflict of interest on the part of a person who is proposed to be appointed as a director to the board and any authorisation of such matter by the directors shall apply in relation to such person on his appointment as a director "



Director