

BECOGENT LIMITED
Number 3742876

SATURDAY



**RESOLUTIONS PASSED AT A MEETING OF MEMBERS ON
20 DECEMBER 2006**

ORDINARY RESOLUTION:

RESOLVED THAT:

- (1) Each of the existing Preferential shares of £1.75 each which has been issued and fully paid up be sub-divided into 2.4 shares of 73 pence each, upon each of which the sum of 72.9 pence shall be credited as paid up [by which the share capital shall be increased from £1,373,500 to £1,375,037];
- (2) The new shares of 73 pence each be called 'A' Ordinary Shares and confer upon their holders the same rights as regards dividend, capital and voting in general meetings as the Ordinary Shares in accordance with the alteration of the Articles of Association to be effected by the Special Resolution below.
- (3) The capital of the company be diminished from £1,375,037 to £1,373,639 by cancelling each of the existing Preferential shares of £1.75 each which has not been taken or agreed to be taken by any person;

SPECIAL RESOLUTION:

RESOLVED THAT:

- (1) The Articles of Association of the company be and are hereby altered by the deletion of the existing Articles 6(A), 6(B)1 and 6(C) and the insertion of the following new Articles:

6(A) A share (whether forming part of the original capital or not) may be issued with such preferred, deferred or other special rights or such restrictions, whether in regard to dividend, return of

capital, voting or otherwise, as the Company by ordinary resolution determines.

(B)1. 'A' Ordinary shares:

- (i) shall have a nominal value of 73 pence;
- (ii) the rights conferred on holders of A Ordinary Shares shall be the same as those conferred on the holders of Ordinary Shares.

5 At the date of alteration of these Articles (20 December 2006) the capital of the Company is £1,373,639 divided into 13,000,000 ordinary shares of 0.2p each (the "Ordinary Shares") and 1,846,080 A ordinary shares of 73p each (the "A Ordinary Shares")