

Company number  
4007855

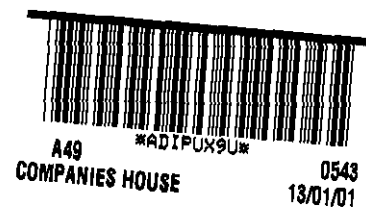
THE COMPANIES ACT 1985  
COMPANY LIMITED BY SHARES  
RESOLUTION  
OF  
**INTELLIGENT PROCESSING SOLUTIONS LIMITED**  
(passed on 1st December, 2000)

At an extraordinary general meeting of the company duly convened and held by telephone on 1st December, 2000 the following resolution was duly passed as a special resolution of the company:

**Special Resolution**

That the regulations set out in the printed document submitted to the meeting and for the purpose of identification initialled by the chairman be adopted as the articles of association of the company in substitution for all existing articles of the company.

  
Chairman



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Certified true copy of New Articles of  
Association adopted by special resolution  
passed on 1 December 2000

THE COMPANIES ACT 1985



G Reeves, Secretary

A PRIVATE COMPANY LIMITED BY SHARES

**NEW**

**ARTICLES OF ASSOCIATION**

**OF**

**INTELLIGENT PROCESSING**

**SOLUTIONS LIMITED**

(ADOPTED BY SPECIAL RESOLUTION PASSED ON 1ST DECEMBER, 2000)

NO.4007855

**ALLEN & OVERY**

LONDON  
CO:773525.6

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Company number  
4007855

THE COMPANIES ACT 1985

A PRIVATE COMPANY LIMITED BY SHARES

NEW

ARTICLES OF ASSOCIATION

OF

INTELLIGENT PROCESSING SOLUTIONS LIMITED

*(adopted by special resolution  
passed on 1st December, 2000)*

**PRELIMINARY**

1. Except as otherwise provided in these articles, the regulations contained in Table A shall apply to the Company. For the purposes of these articles, Table A means Table A in the Schedule to the Companies (Tables A to F) Regulations 1985, as amended by the Companies (Tables A to F) (Amendment) Regulations 1985.
  2. (1) In these articles, unless the contrary intention appears:
    - (a) the "Act" means the Companies Act 1985 including any statutory modification or re-enactment of it for the time being in force;
    - (b) the "Statutes" means the Act and every other statute, statutory instrument, regulation or order for the time being in force concerning companies registered under the Act; and
    - (c) "A Directors" means those directors of the Company appointed under article 13(1);
    - (d) "B Directors" means those directors of the Company appointed under article 13(2);
    - (e) "C Directors" means those directors of the Company appointed under article 13(3);
    - (f) "FSA" means Financial Services Authority;
    - (g) "Fair Price" means the price which an independent accountant appointed by the members of the Company, states in writing to be in his opinion the fair value of the shares on a sale as between a willing seller and a willing purchaser (taking no
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account of whether the shares do or do not carry, or result in the transferee obtaining, control of, or an ability to block resolutions of, the Company) and, if the Company is then carrying on business as a going concern, on the assumption that it will continue to do so. The independent accountant (whose charges shall be borne by the members equally) shall act as an expert and not as an arbitrator and his decision shall be final and binding on the parties. In the event that the members of the Company fail to agree on the appointment of an independent accountant with 14 days of a request to do so by the directors, he shall be appointed upon the application of the directors by the President at that time of the Institute of Chartered Accountants.

- (h) "Holding Company" has the meaning given in section 736 of the Act;
  - (i) "Intra Group Transfer" means any transfer by a member of its shares to any member of its Wholly Owned Group which in the reasonable opinion of the other members is, in all material respects, of a satisfactory financial standing;
  - (j) "Transfer Notice" means a notice given or deemed to have been given in accordance with articles 4, 5 and 6;
  - (k) "Wholly Owned Group" means a body corporate and any Holding Company of which it is a Wholly-Owned Subsidiary and any other Wholly-Owned Subsidiaries of that Holding Company (including any Wholly-Owned Subsidiary of that body corporate);
  - (l) "Wholly-Owned Subsidiary" means a company which has no members except its Holding Company and that Holding Company's Wholly-Owned Subsidiaries or persons acting on behalf of its Holding Company or its Wholly-Owned Subsidiaries;
  - (m) words importing the singular number include the plural number and vice versa, words importing one gender include all genders and words importing persons include bodies corporate and unincorporated associations.
- (2) Headings to these articles are inserted for convenience only and shall not affect construction.

### SHARE CAPITAL

3. (1) The authorised share capital of the Company at the date of adoption of these articles is £200 divided into 200 ordinary shares of £1 each.
- (2) Section 89(1) of the Act (which regulates the power to allot equity securities, as defined in section 94 of the Act) is excluded.

### TRANSFER OF SHARES

4. (1) Except as provided in this article and in articles 5 and 6 no member shall be entitled to dispose of, assign, pledge, grant any security interest over or hold as trustee for any party any interest in any of his shares.

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- (2) If a member at any time attempts to deal with or dispose of, assign, pledge, grant any security interest over or hold as trustee for any party any interest in a share otherwise than in accordance with this article or articles 5 or 6, he shall be deemed immediately before the attempt to have served the Company with a Transfer Notice in respect of the share. The Transfer Notice shall be deemed to have been served on the Company on the date on which the directors receive actual notice of the attempt.
- (3) The restrictions on transfer contained in this article shall apply to all transfers and transmissions operating by law or otherwise.
5. (1) All its shares in the Company may be transferred by a corporate member to another member of its Wholly-Owned Group which in the reasonable opinion of the other members is, in all material respects, of a satisfactory financial standing.
- (2) If a corporate member holding shares transferred to it under paragraph (1) ceases to be a member of the same Wholly-Owned Group as the corporate member who originally held those shares, the corporate member then holding those shares shall without delay notify the Company that such event has occurred and shall serve a Transfer Notice in respect of those shares and, if the corporate member fails to serve a Transfer Notice, it shall be deemed immediately following such event to have served the Company with a Transfer Notice in respect of those shares and the provisions of article 4(2) shall apply mutatis mutandis.
- (3) If a Transfer Notice is deemed to have been served on the Company under article 4 or paragraph (2) of this article, the provisions of article 6 shall apply to the shares. The Fair Price shall be ascertained as at the date on which the Transfer Notice is deemed to have been served on the Company and by reference to the information available at that date. The directors shall give notice as soon as the Fair Price is ascertained which shall be deemed to be the Specified Price for the purposes of article 6(3).
6. (1) In all cases other than Intra Group Transfers, the relevant member shall first offer its shares for transfer to the other holders of shares in the Company. The offer shall be in respect of all of the shares held by the relevant member and shall be deemed to have been made by the relevant member serving notice on the Company in accordance with paragraph (3).
- (2) Any other holder of shares may veto the sale of a relevant member's shares to any third party if any holder of shares is notified by the FSA that the third party is unacceptable to the FSA.
- (3) The Transfer Notice shall specify the shares offered (the "Offered Shares") and the price at which they are offered (the "Specified Price"). If the relevant member has already found a third party purchaser for such shares then the Transfer Notice shall also specify the identity of the proposed transferee and the proposed terms and conditions of such transfer. The Transfer Notice shall constitute the Company the agent of the relevant member for the sale of the Offered Shares to other holders of shares whether or not of the same class. The Transfer Notice shall contain a provision that, unless all the Offered Shares are sold under this article, none shall be sold. The Transfer Notice may not be revoked without the consent of the directors.
- (4) On receipt by the Company of the Transfer Notice the directors shall as soon as practicable give notice to all the holders of shares whether or not of the same class as the Offered
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Shares (other than the relevant member) of the particulars of the Offered Shares and the Specified Price (and, where relevant, the identity of the proposed transferee and the proposed terms and conditions of such transfer). Each of the holders may, on receipt of the notice, notify the Company whilst the offer remains open whether, pro rata to his existing holding of shares, he is willing to purchase any, and if so what maximum number, of the Offered Shares. The directors shall at the same time give a copy of the notice to the relevant member. The offer shall remain open for a period of 30 days from the date of the notice given by the directors under this paragraph.

- (5) On the expiry of the offer period referred to in paragraph (4) the directors shall allocate the Offered Shares to those holders who have notified the Company of their willingness to purchase them. In the event that a holder does not notify the Company or only offers to purchase part and not all of its pro rata entitlement to such Offered Shares the other holders may, if they so wish, be allocated the Offered Shares pro rata which have not been accepted and not just their pro rata entitlement. No allocation of the Offered Shares shall be made under this paragraph unless all the Offered Shares are allocated.
  - (6) On the allocation being made, the directors shall give notice of the allocation to the relevant member and to each holder who notified his willingness to purchase and, within 60 days after notice of the allocation is given, the holders to whom the allocation has been made shall be bound to pay the purchase price for, and to accept a transfer of, the Offered Shares allocated to them respectively and the relevant member shall be bound, on payment of the purchase price, to transfer the Offered Shares to the respective purchasers.
  - (7) If after becoming bound to transfer any Offered Shares the relevant member fails to do so, the Company may receive the purchase price and the directors may appoint a person to execute an instrument of transfer of those Offered Shares in favour of the purchaser and shall cause the name of the purchaser to be entered in the register of members of the Company as the holder of those Offered Shares and the Company shall hold the purchase price in trust for the relevant member. The receipt of the Company shall be a good discharge to the purchaser and, after his name has been entered in the register of members of the Company under this provision, the validity of the proceedings shall not be questioned by any person.
  - (8) Unless, within a period of seven days after the expiry of the offer period referred to in paragraph (4), all of the Offered Shares are allocated under paragraph (5), the relevant member may (subject to the provisions of articles 6(2) and 7) at any time within a period of 60 days after the expiry of that period transfer all (but not some only) of the Offered Shares to any third party and at any price (being not less than the Specified Price) provided that:
    - (a) no transfer of any Offered Shares shall be made under this paragraph unless all of such Offered Shares are transferred; and
    - (b) the directors may require to be satisfied that such Offered Shares are to be transferred under a *bona fide* sale for the consideration stated in the transfer without any deduction, rebate or allowance to the purchaser and, if not so satisfied, may refuse to register the instrument of transfer (without prejudice, however, to the directors' absolute discretion to refuse to register any transfer of shares under article 7).
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7. (1) Except in the case of a transfer of a share made in accordance with articles 5 or 6, the directors may, in their absolute discretion and without assigning any reason, refuse to register any proposed transfer of a share, whether or not it is a fully paid share.
  - (2) The directors may also refuse to register a transfer of a share on which the Company has a lien.
  - (3) A person executing an instrument of transfer of a share is deemed to remain the holder of the share until the name of the transferee is entered in the register of members of the Company in respect of it.
  - (4) The first sentence of regulation 24 of Table A shall not apply.

### GENERAL MEETINGS

8. A poll may be demanded at any general meeting by the chairman or by any member present in person or by proxy and entitled to vote. Regulation 46 of Table A shall be amended accordingly.
9. The chairman at any general meeting shall not be entitled to a second or casting vote. Regulation 50 of Table A shall not apply.
- 10.(1) A general meeting or a meeting of any class of members of the Company may consist of a conference between members some or all of whom are in different places provided that each member who participates is able:
  - (a) to hear each of the other participating members addressing the meeting; and
  - (b) if he so wishes, to address all of the other participating members simultaneously,whether directly, by conference telephone or by any other form of communications equipment (whether in use when these articles are adopted or not) or by a combination of those methods.
- (2) A meeting held in this way is deemed to take place at the place where the largest group of participating members is assembled or, if no such group is readily identifiable, at the place from where the chairman of the meeting participates.
- (3) A resolution put to the vote of a meeting shall be decided by each member indicating to the chairman (in such manner as the chairman may direct) whether the member votes in favour of or against the resolution or abstains. Regulation 46 of Table A shall be amended accordingly.
- (4) References in this article to members shall include their duly appointed proxies and, in the case of corporate members, their duly authorised representatives.

### SHAREHOLDERS' RESOLUTIONS

11. A resolution in writing signed or approved by letter, facsimile, telegram or telex by or on behalf of all the members of the Company who would be entitled to vote on it if it had been
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proposed at a general meeting or at a meeting of any class of members of the Company shall be as valid and effectual as if it had been passed at a general meeting or at such class meeting (as the case may be) duly convened and held. The resolution may be contained in one document or in several documents in like form each stating the terms of the resolution accurately and signed by or on behalf of one or more of the members. This article is in addition to, and not limited by, the provisions in sections 381A, 381B and 381C of the Act. Regulation 53 of Table A shall not apply.

### **VOTES OF MEMBERS**

- 12.(1) A proxy appointed by a member of the Company under section 372 of the Act may vote on a show of hands as well as on a poll, but no person present shall be entitled to more than one vote on a show of hands. Regulation 54 of Table A shall be amended accordingly.
- (2) The instrument appointing a proxy and any authority under which it is executed (or such copy of the instrument or the authority or both as the directors may approve) may be deposited at the place where the meeting or adjourned meeting is to be held at any time before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote. This provision is in addition and without prejudice to the provisions of paragraphs (a), (b) and (c) of regulation 62 of Table A and the last provision of regulation 62 shall be amended accordingly.

### **DIRECTORS**

- 13.(1) Lloyds TSB Bank plc or the subsequent holder of its shares may appoint two persons as A Directors and remove from office any such A Director and appoint another in his place.
- (2) Barclays Investment Growth (Isle Of Man) Limited or the subsequent holder of its shares may appoint two persons as B Directors and remove from office any such B Director and appoint another in his place.
- (3) Unisys Limited or the subsequent holder of its shares may appoint two persons as C Directors and remove from office any such C Director and appoint another in his place.
- (4) Every appointment or removal under articles 13(1), 13(2) or 13(3) shall be made in writing signed by or on behalf of the relevant member and shall take effect on and from the date on which the note of appointment or removal is lodged at the registered office of the Company or produced at a meeting of the directors.
- (5) The directors shall not be subject to retirement by rotation and regulations 73 to 80 (inclusive) of Table A shall not apply.
- (6) No director shall vacate his office or be ineligible for re-appointment as a director, nor shall any person be ineligible for appointment as a director, by reason only of his having attained a particular age.
- (7) No special notice is required of any resolution appointing or approving the appointment of such a director nor is any notice required to state the age of the person to whom the resolution relates.



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- (8) Each director appointed under paragraphs (1) or (2) above (or, in his absence, his alternate) shall have two votes at any meeting of the directors. In the absence of a director so appointed or his alternate the other director so appointed or his alternate shall be able to cast four votes at any such meeting.
  - (9) Each director appointed under paragraph (3) above (or, in his absence, his alternate) shall have five votes at any meeting of the directors. In the absence of a director so appointed or his alternate the other director so appointed or his alternate shall be able to cast ten votes at any such meeting.
  - (10) The Chief Executive Officer of the Company shall be a director of the Company and shall be appointed as a director by a majority vote of the A, B and C Directors. He shall be entitled to exercise one vote at a meeting of the directors. He may be removed by a majority vote of the A, B and C Directors.

#### **ALTERNATE DIRECTORS**

- 14.(1) Any director (other than an alternate director) may appoint any person to act as an alternate director and may remove from office an alternate director so appointed by him. Regulation 65 of Table A shall not apply.
- (2) An alternate director shall be entitled to receive notice of all meetings of directors, to attend and to vote at any such meeting at which the director appointing him is not personally present and at that meeting to exercise and discharge all the functions, powers and duties of his appointor as a director; and for the purposes of the proceedings at that meeting the provisions of these articles shall apply as if he was a director. Regulation 66 of Table A shall not apply.
- (3) Every person acting as an alternate director shall have the votes of each director for whom he acts as alternate, in addition to his own votes if he is also a director, but he shall count as only one for the purpose of determining whether a quorum is present. In addition, he shall be able to exercise the additional votes, as set out in articles 13(8) or 13(9), if necessary. The last sentence of each of regulations 88 and 89 of Table A shall not apply.
- (4) Any person appointed as an alternate director shall vacate his office as an alternate director if the director by whom he has been appointed ceases to be a director or removes him or on the happening of any event which, if he is or were a director, causes or would cause him to vacate that office. Regulation 67 of Table A shall not apply.
- (5) An alternate director shall be responsible to the Company alone for his acts and defaults and shall not be deemed to be the agent of the director appointing him. Regulation 69 of Table A shall not apply.

#### **POWERS OF DIRECTORS**

- 15.(1) The powers of the directors mentioned in regulation 87 of Table A shall be exercisable as if the word "executive" (which appears before the word "office") were deleted.
  - (2) Without prejudice to any other of their powers, the directors may exercise any of the powers conferred by the Statutes to make provision for the benefit of persons employed or formerly
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employed by the Company or any of its subsidiaries in connection with the cessation or the transfer to any person of the whole or part of the undertaking of the Company or any of its subsidiaries.

### PROCEEDINGS OF DIRECTORS

16. Provided that he has disclosed to the directors the nature and extent of any material interest of his, a director may vote as a director on a resolution concerning any matter in which he has, directly or indirectly, an interest or duty arising out of their employment and which conflicts or may conflict with the interests of the Company and, if he votes, his vote shall be counted and he shall be counted in the quorum when that resolution or matter is under consideration. Regulations 94 to 96 (inclusive) of Table A shall not apply.
17. Notices of meetings of the directors shall be given to all directors and to any alternate directors appointed by them. Regulation 88 of Table A shall be amended accordingly.
- 18.(1) The quorum for a meeting of the directors shall be one A Director, one B Director and one C Director or their alternates. The first sentence of regulation 89 of Table A shall not apply.
  - (2) In the case of an equality of votes at any meeting of the directors, the chairman of the meeting shall not have a second or casting vote. Regulation 88 of Table A shall be amended accordingly.
19. Regulation 93 of Table A (written resolutions of directors) shall apply as if the words or approved by letter, facsimile, telegram or telex" were inserted after the word "signed" in all places where that word appears.
- 20.(1) A meeting of the directors may consist of a conference between directors or their alternates some or all of whom are in different places provided that each director who participates is able:
  - (a) to hear each of the other persons participating in the meeting; and
  - (b) if he so wishes, to address all of the other participating persons simultaneously,whether directly, by conference telephone or by any other form of communications equipment (whether in use when these articles are adopted or not) or by a combination of those methods.
- (2) A meeting held in this way is deemed to take place at the place where the largest group of participating directors or their alternates is assembled or, if no such group is readily identifiable, at the place from where the chairman of the meeting participates.

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### EXECUTIVE DIRECTORS

- 21.(1) The directors may appoint one or more of their number to any executive office in the Company (including, but without limitation, that of chairman, deputy chairman, chief executive, managing director or joint managing director) for such period and on such terms as they think fit, and may revoke or terminate any appointment so made without prejudice to any claim for damages for breach of any agreement between the director and the Company.
- (2) The remuneration of any director appointed to any executive office shall be fixed by the directors and may be by way of salary, commission, participation in profits and either in addition to or inclusive of his remuneration as a director.
- (3) Regulation 84 of Table A shall not apply.

### SEAL

- 22.(1) The Company may exercise the powers conferred by the Statutes with regard to having official seals and those powers shall be vested in the directors.
- (2) The directors shall provide for the safe custody of every seal which the Company may have.
- (3) A seal shall be used only by the authority of the directors or a duly authorised committee but that authority may consist of an instruction or approval given by letter, facsimile, telegram, telex or telephone by a majority of the directors or of the members of a duly authorised committee.
- (4) The directors may determine who shall sign any instrument to which a seal is applied, either generally or in relation to a particular instrument or type of instrument, and may also determine, either generally or in any particular case, that such signatures shall be dispensed with or affixed by some mechanical means.
- (5) Unless otherwise decided by the directors:
- (a) certificates for shares, debentures or other securities of the Company to which a seal is applied need not be signed; and
- (b) every other instrument to which a seal is applied shall be signed by at least one director and the secretary or by at least two directors.
- (6) Certificates for shares, debentures or other securities of the Company need not be sealed with the seal but may be signed on behalf of the Company by at least one director and the secretary or by at least two directors or by such other person or persons as may be authorised by the directors for that purpose. Regulation 6 of Table A shall be amended accordingly. Regulation 101 of Table A shall not apply.

### NOTICES

- 23.(1) The Company may give any notice to a member either personally or by sending it by prepaid first class post or telex or facsimile transmission (as long as it can demonstrate confirmation of the facsimile transmission) to the member at his registered address or by leaving it at that address. In the case of joint holders of a share, all notices shall be given to
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the joint holder whose name stands first in the register of members in respect of the joint holding and notice so given shall be sufficient notice to all the joint holders.

- (2) Regulation 112 of Table A shall not apply and regulation 116 shall apply as if the words "within the United Kingdom" did not appear.

24.(1) Proof that:

- (a) an envelope containing a notice was properly addressed, prepaid and posted (by airmail or first class post, where available); or
- (b) a telex or facsimile transmission setting out the terms of a notice was properly addressed and despatched

shall be conclusive evidence that the notice was given. A notice shall be deemed to be given at the expiry of 24 hours after the envelope containing it was posted or, in the case of telex or facsimile transmission, when despatched.

- (2) Regulation 115 of Table A shall not apply.

#### INDEMNITY

- 25.(1) Subject to the provisions of and to the extent permitted by the Statutes, every director or other officer (excluding an auditor) of the Company shall be indemnified out of the assets of the Company against any liability incurred by him in the actual or purported execution or discharge of his duties or the exercise or purported exercise of his powers or otherwise in relation to or in connection with his duties, powers or office, but:

- (a) this indemnity shall not apply to any liability to the extent that it is recovered from any other person; and
- (b) the indemnity is subject to such officer taking all reasonable steps to effect such recovery, so that the indemnity shall not apply to the extent that an alternative right of recovery is capable of being enforced.

- (2) Regulation 118 of Table A shall not apply.

#### DIVIDENDS

26. No dividends shall be paid on any share in respect of which only an undertaking to pay in respect of such shares has been received by the Company. Regulation 104 of Table A shall be amended accordingly.
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