

**The Companies Act 1985**

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**Company limited by shares**

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**Written resolutions**

of

**Codian Limited**  
(the "Company")

(passed on 28<sup>th</sup> September 2006)

SATURDAY



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COMPANIES HOUSE

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We, being all the members of the Company entitled to attend and vote at an **extraordinary general meeting** of the Company, agree in accordance with regulation 53 of Table A, which is incorporated into the Company's articles of association, to the following resolutions in writing, which would otherwise be required to be passed as ordinary or special resolutions:

1. **That** the authorised share capital of the Company be and it is increased from £10,275.87 to £11,465.406 by the creation of 1,189,536 Preference Shares of £0.001 each which shall rank *pari passu* in all respects with the existing Preference Shares of £0.001 in the capital of the Company.
2. **That**, in substitution for any equivalent authorities and powers granted to the directors of the Company prior to the passing of this resolution, the directors of the Company be and they are unconditionally authorised for the purposes of section 80 of the Companies Act 1985 (the "Act") to exercise all powers of the Company to allot, or grant any right to subscribe for, or to convert any security into shares in the Company up to an aggregate nominal amount of £3,494.936. This authority shall expire on the date 5 years after the passing of this resolution unless previously reviewed or varied save that the directors may, notwithstanding such expiry, allot any shares or grant this authority in pursuance of an offer or agreement to do so made by the Company before this authority expires.
3. **That**, in substitution for any equivalent authorities and powers granted to the directors of the Company prior to the passing of this resolution, the directors of the Company be and they are empowered for the purposes of section 95(2) of the Companies Act 1985 to allot up to 684,979 Preference Shares of £0.001 each and to allot up to 504,557 new Preference Shares of £0.001 to the holder of the loan stock

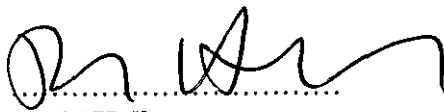
pursuant to the conversion provisions in the loan note instrument created by the Company on the date hereof and entered into with Mark Richer for cash as if section 89(1) of the Act and article 2.5 of the articles of association of the Company did not apply to any such allotments.

4. That article 2.1 of the articles of association of the Company be deleted and replaced with the following new article 2.1:

"The capital of the Company is £11,465.406 divided into 5,138,592 Ordinary A Shares of £0.001 each, 2,403,070 Ordinary B Shares of £0.001 each and 3,923,744 Preference Shares of £0.001 each."

5. That clause 6 of the memorandum of association of the Company be deleted and replaced with the following new clause 6:

"The capital of the Company is £11,465.406 divided into 5,138,592 Ordinary A Shares of £0.001 each, 2,403,070 Ordinary B Shares of £0.001 each and 3,923,744 Preference Shares of £0.001 each."



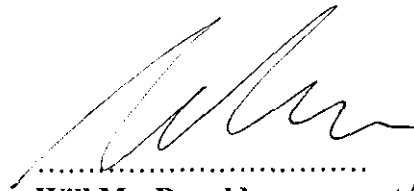
David Holloway

Date: 28<sup>th</sup> September 2006



Mark Richer

Date: 28<sup>th</sup> September 2006



Will MacDonald

Date: 28<sup>th</sup> September 2006



Adrian Suggett

Date: 28 September 2006