

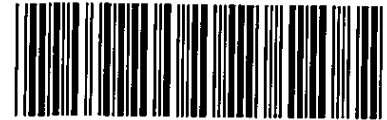
THE COMPANIES ACT 1985 and 1989

PRIVATE COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION OF

CLARO SOFTWARE LIMITED

FRIDAY



\*RXFUUC03\*  
RM 31/07/2009 55  
COMPANIES HOUSE

(As amended by Special Resolution passed on the 21<sup>st</sup> of July 2009)

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**PRELIMINARY**

1

- (a) Subject as hereinafter provided, the regulations contained in Table A of the Companies (Tables A to F) (Amendment) Regulations 1985 (hereinafter referred to as "Table A"), and made pursuant to the provisions of the Companies Act 1985 (hereinafter referred to as "The Act") and the Companies Act 1989 (hereinafter referred to as the "1989 Act") shall apply to the Company.
- (b) Regulations 24, 35, 40, and 73 to 83 inclusive of Table A shall not apply to the Company.
- (c) The expressions "relevant securities" and equity securities", wheresoever appearing herein, shall bear the meanings ascribed to them by the Act.

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**SHARES**

2

Subject to the provisions of Table A and to the following provisions of these Articles, the Directors shall have authority to exercise any power of the Company to offer, allot or otherwise dispose of any shares in the Company, or any relevant securities, to such persons, at such times and generally on such terms and conditions as they think proper provided that (insofar as the Company in General Meeting shall not have varied, renewed or revoked the said authority):

- (i) The Directors shall not be authorised to make any offer or allotment of shares in the Company, or grant any right to subscribe for, or to convert any securities into, shares in the Company if such allotment, or an allotment in pursuance of such offer or right, would or might result in the aggregate of the shares or stock in issue exceeding, in normal value, the amount of the Authorised Share Capital of the Company for the time being, and such limitation shall determine the maximum amount of the relevant securities which at any time remain to be allotted by the Directors hereunder.
- (ii) The period within which the said authority to allot relevant securities may be exercised shall be limited to five years, commencing upon the date of incorporation of the Company.

3

- (a) Section 89(1) and Section 90(1) to (6) of the Act shall not apply to any allotment of equity securities by the Company.
- (b) The shares comprised in the initial allotment by the Company shall be at the disposal of the Directors as they think proper but thereafter, unless otherwise determined by Special Resolution of the Company in General Meeting, any relevant securities shall, before they are allotted on any terms to any person, be first offered on the same or more favourable terms to each person who holds shares in the Company in the proportion which is, as nearly as practicable, equal to the proportion in nominal value held by him of the aggregate of such shares in issue.
- (c) Such offer shall be made by notice in writing specifying the number of shares offered and the period, being not less than twenty one days, within which the offer, if not accepted, will be deemed to have been declined. After the expiration of such period, or on receipt of notice of the acceptance or refusal of every offer so made, the Directors may, subject to these Articles, dispose of such securities as have not been taken up in such manner as they think proper. The Directors may, in like manner, dispose of any such securities as aforesaid, which by reason of the proportion borne by them to the

number of persons entitled to such offer as aforesaid or by reason of any other difficulty in apportioning the same, cannot in the opinion of the Directors be conveniently offered in the manner hereinbefore provided.

4

- (a) No share shall be issued at a discount.
- (b) The Company shall not have power to issue share warrants to bearer.
- (c) Any invitation to the public to subscribe for any shares or debentures of the Company is prohibited.

5

Subject to the provisions of the Acts and the 1989 Act: and the Companies Act 2006:

- (a) The Company may purchase any of its own shares, provided that the item of any contract under which the Company will or may become entitled or obliged to purchase its own shares shall be authorised by Special Resolution of the Company in General Meeting before the Company enters into the contract.
- (b) The Company shall be authorised, in respect of the redemption or purchase of any of its own shares, to give such financial assistance, or to make such payments out of capital as may be permissible in accordance with the Act, provided that any such assistance or payment shall first be approved by Special Resolution of the Company in General Meeting.
- (c) The Company may by Special Resolution reduce its Share Capital and any capital redemption reserve or share premium account in any manner authorised by law.

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## **LIEN**

6

In regulation 8 of Table A, the words "(not being a fully paid share)" shall be omitted. The Company shall have a first and paramount lien on all shares standing registered in the name of any person (whether he be the sole registered holder thereof or one of two or more joint holders) for all moneys presently payable by him or his estate to the Company.

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## **TRANSFER OF SHARES**

7

The Directors may, in their absolute discretion and without assigning any reason there for, decline to register any transfer of any share, whether or not it is a fully paid share.

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## **PROCEEDINGS AT GENERAL MEETINGS**

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At the end of regulation 38 of Table A there shall be inserted the following: "In every notice of a general meeting there shall appear the statement referred to in Section 372(3) of the Act, in relation to the right of a member to appoint proxies".

9

- (a) No business shall be transacted at any Meeting unless a quorum is present. Two members entitled to attend and vote at that Meeting, present in person, or by proxy or (in the case of a corporation) a duly authorised representative shall be a quorum. If and so long as the Company shall have one member only, that person alone present in person or by proxy or by a duly authorised representative shall be a quorum and in such instance, a proxy for a sole member shall be entitled to vote on a show of hands and Regulation 54 of Table A shall be deemed to be amended accordingly.

At the end of Regulation 41 of Table A there shall be inserted the following: "If within half an hour from the time appointed for the holding of an adjourned meeting a quorum is not present, the members present shall be a quorum."

- (b) At the end of regulation 57 of Table A there shall be inserted the following "except when he is the sole member".

- (c) In regulation 59 of Table A, the second sentence shall be omitted.

10

Subject to the provisions of the Act, a resolution in writing signed by all the members for the time being entitled to receive notice of and to attend and vote at general meetings (or being a corporation by

their representative) shall be as valid and effective as if the same had been passed at a general meeting of the company duly convened and held.

11

In addition to any other manner in which the member or members of the Company are authorised under the Act to reach and record their decisions in relation to the Company, a member who is for the time being the sole member of the Company shall be entitled to take any decision which may be taken by the Company in general meeting and such decision shall have effect as if agreed by the Company in general meeting, subject as hereinafter follows:

(a) A decision taken by virtue of this clause shall be notified to the Company within seven days of the date on which it was taken, failing which such decision shall be invalid and of no effect.

(b) Any resolution of a kind described below shall not be capable of being passed by virtue of the procedure described in this clause:

(i) Any resolution, which if passed at a general meeting, would need to be passed as a Special Resolution or

Extraordinary Resolution.

(ii) Any resolution to change the terms of appointment of the officers and auditors.

(iii) Any resolutions requiring special notice.

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## APPOINTMENT AND REMOVAL OF DIRECTORS

12

In addition and without prejudice to the provisions of Section 303 of the Act, the Company may by Ordinary Resolution remove any Director before the expiration of his period of office. Subject to the provisions of Table A and Section 303(2) of the Act, the Company may by Ordinary Resolution appoint a person who is willing to act to be a Director either to fill a vacancy or as an additional Director. In regulation 38 of Table A the words "or a resolution appointing a person as a Director" shall be omitted.

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## PROCEEDINGS OF DIRECTORS

13

(a) If and so long as there shall be one Director only he shall be entitled to exercise all the powers and shall carry out all the duties assigned to Directors and the provisions of these Articles and the regulations of Table A shall be construed accordingly. In such instance, the word "one" shall be substituted in place of the word "two" in the first sentence of Regulation 89 of Table A.

(b) In regulation 64 of Table A for the word "two" there shall be substituted the word "one".

14

Any director or his alternate may validly participate in a meeting of the directors or a committee of directors through the medium of conference telephone or similar form of communication equipment provided that all persons participating in the meeting are able to hear and speak to each other throughout the meeting. A person so participating shall be deemed to be present in person at the meeting and shall accordingly be counted in a quorum and be entitled to vote. Subject to the Act, all business transacted in such manner by the directors or a committee of the directors shall for the purposes of the Articles be deemed to be validly and effectively transacted at a meeting of the directors or of a committee of the directors notwithstanding that fewer than two directors or alternate directors are physically present at the same place. Such a meeting shall be deemed to take place where the largest group of those participating is assembled or, if there is no such group, where the Chairman of the meeting then is.

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## DIRECTOR'S INTERESTS

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(a) The directors may, in accordance with the requirements set out in this article 15, authorise any matter proposed to them by any director which would, if not authorised, involve a director breaching his duty under section 175 of the Companies Act 2006 to avoid conflicts of interest ('Conflict').

(b) Any authorisation under this article 15 will be effective only if:

(i) the matter in question shall have been proposed by any director for consideration at a meeting of directors in the same way that any other matter may be proposed to the directors under the provisions of these articles or in such other manner as the directors may determine;

- (ii) any requirement as to the quorum at the meeting of the directors at which the matter is considered is met without counting the director in question; and
- (iii) the matter was agreed to without his voting or would have been agreed to if his vote had not been counted.

(c) Any authorisation of a Conflict under this article 15 may (whether at the time of giving the authorisation or subsequently):

- (i) extend to any actual or potential conflict of interest which may reasonably be expected to arise out of the Conflict so authorised;
- (ii) be subject to such terms and for such duration, or impose such limits or conditions as the directors may determine;
- (iii) be terminated or varied by the directors at any time.

This will not affect anything done by the director prior to such termination or variation in accordance with the terms of the authorisation.

(d) In authorising a Conflict the directors may decide (whether at the time of giving the authorisation or subsequently) that if a director has obtained any information through his involvement in the Conflict otherwise than as a director of the Company and in respect of which he owes a duty of confidentiality to another person the director is under no obligation to:

- (i) disclose such information to the directors or to any director or other officer or employee of the Company;
- (ii) use or apply any such information in performing his duties as a director;

where to do so would amount to a breach of that confidence.

(e) Where the directors authorise a Conflict they may provide, without limitation (whether at the time of giving the authorisation or subsequently) that the director:

- (i) is excluded from discussions (whether at meetings of directors or otherwise) related to the Conflict;
- (ii) is not given any documents or other information relating to the Conflict;
- (iii) may or may not vote (or may or may not be counted in the quorum) at any future meeting of the directors in relation to any resolution relating to the Conflict.

(f) Where the directors authorise a Conflict:

- (i) the director will be obliged to conduct himself in accordance with any terms imposed by the directors in relation to the Conflict;
- (ii) the director will not infringe any duty he owes to the Company by virtue of sections 171 to 177 of the Companies Act 2006 provided he acts in accordance with such terms, limits and conditions (if any) as the directors impose in respect of its authorisation.

(g) A director is not required, by reason of being a director (or because of the fiduciary relationship established by reason of being a director), to account to the Company for any remuneration, profit or other benefit which he derives from or in connection with a relationship involving a Conflict which has been authorised by the directors or by the Company in general meeting (subject in each case to any terms, limits or conditions attaching to that authorisation) and no contract shall be liable to be avoided on such grounds.

(h) A director who is in any way, whether directly or indirectly interested in a proposed transaction or arrangement with the Company shall declare the nature and extent of his interest to the other directors before the Company enters into the transaction or arrangement in accordance with the Act and the Companies Act 2006.

(i) A director who is in any way, whether directly or indirectly, interested in a transaction or arrangement that has been entered into by the Company shall declare the nature and extent of his interest to the other directors as soon as is reasonably practicable in accordance with the Companies Act 2006 unless the interest has already been declared under article 15 (h).

(j) Subject, where applicable, to the disclosures required under article 15 (h) and article 15 (i), and to any terms and conditions imposed by the directors in accordance with this article 15, a director shall be entitled to vote in respect of any proposed or existing transaction or arrangement with the

Company in which he is interested and if he shall do so his vote shall be counted and he shall be taken into account in ascertaining whether a quorum is present. This article shall have effect in substitution for regulations 94 and 98 inclusive of Table A, which regulations shall not apply to the Company.

(k) A director need not declare an interest under article 15 (h) and/or article 15 (i) as the case may be:

- (i) if it cannot reasonably be regarded as likely to give rise to a conflict of interest.
- (ii) of which the director is not aware, although for this purpose a director is treated as being aware of matters of which he ought reasonably to be aware.
- (iii) If, or to the extent that, the other directors are already aware of it, and for this purpose the other directors are treated as aware of anything of which they ought reasonably to be aware; or
- (iv) If, or to the extent that, it concerns the terms of his service contract that have been, or are to be, considered at a board meeting

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## INDEMNITY

16

Subject to the provisions of Section 310 of The Act, and in addition to such indemnity as is contained in regulation 118 of Table A, every Director, Secretary or other officer of the Company shall be entitled to be indemnified out of the assets of the Company against all losses or liabilities incurred by him in or about the execution and discharge of the duties of his office.

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## COMPANY SEAL

17

In accordance with Section 36A(3) of the Act the Company need not have a seal and the requirements set out in regulation 6 of Table A governing the sealing of share certificates shall only apply if the company has a seal.

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## Name and Address of Subscriber

SENSORY SOFTWARE LTD  
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HEATON MOOR  
STOCKPORT  
CHESHIRE  
SK4 4JZ

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91 GARSTANG ROAD  
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