

SPECIAL RESOLUTION

Company Number 05490314

**THE COMPANIES ACT 2006
PRIVATE COMPANY LIMITED BY SHARES
WRITTEN SPECIAL RESOLUTION
of
ACTIAN EUROPE LIMITED**

The undersigned, being the sole member of the Company, **HEREBY PASSES** the following resolution as a written resolution of the Company:


SPECIAL RESOLUTION

The Articles of Association be amended by:

- (i) deleting sub-clause 5.1 in its entirety and replacing it with the following:
- "5.1 Any pre-emption rights conferred on existing members do not apply to, and the directors will not decline to register, nor suspend registration of, any transfer of shares
- 5.1.1 in favour of any transferee (or their nominee) where the transfer of shares is made by way of security over the shares; or
- 5.1.2 executed pursuant to any rights of the holder of security over the shares
- 5.2 A certificate of the holder of security over the shares being so transferred will be conclusive evidence of those facts
- 5.3 Notwithstanding any other provision of these Articles, the Company's first and paramount lien on every share (whether or not fully paid) called or payable at a fixed time in respect of that share and the extension of that lien to all dividends payable by the Company in respect of that share shall not apply where any such shares have been mortgaged or charged by way of security in which event such lien shall rank behind any such security", and

- (ii) renumbering sub-clauses 5.2 to 5.4 accordingly.

Signed by.


for and on behalf of Actian International, Inc

Date

May 2, 2013

WEDNESDAY



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08/05/2013

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COMPANIES HOUSE