

CONVERGEX LIMITED

(Registered in England - No. 06262150)

WRITTEN RESOLUTIONS

On 22 July 2009, Resolutions 1 and 4 below were duly passed as special resolutions (together Special Resolutions) and resolutions 2 and 3 below were duly passed as ordinary resolutions (together Ordinary Resolutions), in accordance with sections 282 and 283 Companies Act 2006 (respectively) by the requisite majority of the members of the Company.

- Resolutions 1 and 4 below are passed as special resolutions (together Special Resolutions); and
- Resolutions 2 and 3 below are passed as ordinary resolutions (together Ordinary Resolutions).

SPECIAL RESOLUTION

1. THAT, in accordance with section 9 of the Companies Act 1985, the Articles of Association of the Company be altered by the deletion of Article 3 and the substitution therefor of the following new Article:

Shares [(article 3)]

3. (a) The share capital of the Company is £3,025,000, divided into two classes of shares as follows:
 - (iii) £2,750,000 divided into 2,750,000 ordinary shares of £1 each (the Ordinary Shares); and
 - (iv) £275,000 divided into 275,000 redeemable non-voting shares of £1 each (the A Shares).
- (b) The Ordinary and the A Shares shall be separate classes of shares but save as hereinafter otherwise provided shall carry the same rights and privileges and shall rank pari passu in all respects.
- (c) Holders of the A Shares shall have no right to receive notice of or to be present at or vote, either in person or by proxy, at any meetings of the Shareholders of the Company.
- (d) Subject to the provisions of the Act:
 - (i) the Company may redeem such number of A Shares as the Directors shall determine on the giving of not less than two Business Days' notice in writing to the holder(s) of all the A Shares (the date on which such redemption takes effect being referred to in these Articles as the Redemption Date); Provided always that such redemption shall (if not of all the A Shares in issue at the relevant time) be made pro rata as nearly as may

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be in proportion to the existing numbers of A Shares held by all the holders of A Shares at the date such notice is given;

- (ii) there shall be paid by 12 noon on the Redemption Date on each A Share redeemed under Article 3(d)(i) above the amount paid up thereon;
 - (iii) if any holder of any of the A Shares to be redeemed fails or refuses to deliver up the certificate or certificates held at the Redemption Date or fails or refuses to accept payment of the redemption moneys payable in respect thereof, the redemption moneys payable to such holder shall be set aside and paid into a separate interest-bearing account with the Company's bankers (designated for the benefit of such holder) and such setting aside shall be deemed for all purposes hereof to be a payment to such holder and all the said holder's rights as a holder of the relevant A Shares shall cease and determine as from the date fixed for the redemption of such shares and the Company shall thereby be discharged from all obligations in respect thereof. The Company shall not be responsible for the safe custody of the moneys so placed on deposit or for interest thereon except such interest as the said moneys may earn while on deposit less any taxation properly deducted therefrom or any expenses incurred by the Company in connection therewith;
 - (iv) the receipt of the registered holder for the time being of any A Shares or in the case of joint registered holders the receipt of any of them for the moneys payable on redemption thereof shall constitute an absolute discharge to the Company in respect thereof.
 - (v) If the Company exercises its right to redeem some only of the A Shares, it shall issue to the registered holders thereof a new certificate (for no payment) in respect of the balance of A Shares held by such person.
- (d) The Company may by ordinary resolution redesignate any Ordinary Share as an A Share or any A Share as an Ordinary Share.
- (e) Shares which are comprised in the authorised share capital with which the Company is incorporated shall be under the control of the Directors who may (subject to paragraph (i) below), allot, grant options over or otherwise dispose of the same, to such persons, on such terms and in such manner as they think fit.
- (f) Subject to the provisions of the Companies Act 1985, Companies Act 2006 and every other statute for the time being in force concerning companies and affecting the Company (together in each such case with any orders, regulations or other subordinate legislation made under them and any statutory modification or re-enactment of them for the time being in force) and without prejudice to any rights attached to any existing shares, any share may be issued with such rights or restrictions as the Company may by ordinary resolution determine. Regulation 3 of 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 shall be modified accordingly.
- (g) After the first allotment of shares by the Directors any further shares proposed to be issued shall first be offered to the Members in proportion as nearly as may be to the number of the existing shares held by them respectively unless the Company shall by Special Resolution otherwise direct. The offer shall be made by notice specifying the number of shares offered, and limiting a period (not being less than fourteen days) within which the

offer, if not accepted, will be deemed to be declined. After the expiration of that period, those shares so deemed to be declined shall be offered in the proportion aforesaid to the persons who have, within the said period, accepted all the shares offered to them; such further offer shall be made in like terms in the same manner and limited by a like period as the original offer. Any shares not accepted pursuant to such offer or further offer as aforesaid or not capable of being offered as aforesaid except by way of fractions and any shares released from the provision of this Article by such Special Resolution as aforesaid shall be under the control of the Directors, who may (subject to paragraph (d) below) allot, grant options over or otherwise dispose of the same to such persons, on such terms, and in such manner as they think fit, provided that, in the case of shares not accepted as aforesaid, such shares shall not be disposed of on terms which are more favourable to the subscribers therefor than the terms on which they were offered to the Members.

- (h) In accordance with Section 91 of the Companies Act 1985 Sections 89(1) and 90 of the said Act shall not apply to the Company.
- (i) The Directors are generally and unconditionally authorised for the purposes of Section 80 of the Companies Act 1985 to exercise any power of the Company to allot and grant rights to subscribe for or convert securities into shares of the Company up to the amount of the authorised share capital with which the Company is incorporated at any time or times during the period of five years from the date of incorporation and the Directors may after that period, allot any shares or grant any such rights under this authority in pursuance of an offer or agreement so to do made by the Company within that period. The authority hereby given may at any time (subject to the said Section 80) be renewed, revoked or varied by Ordinary Resolution.

ORDINARY RESOLUTIONS

- 2. THAT the authorised share capital of the Company be increased from £2,750,000 to £3,025,000 by the creation of 275,000 redeemable, non-voting 'A' shares of £1 each ranking as provided in the amended Article 3.
- 3. THAT, in accordance with section 80 of the Companies Act 1985, the Directors be generally and unconditionally authorised to allot such unissued shares in the Company provided that this authority shall, unless renewed, varied or revoked by the Company, expire on 13 July 2010, save that the Company may, before such expiry, make an offer or agreement which would or might require shares to be allotted and the Directors may allot shares in pursuance of such offer or agreement notwithstanding that the authority conferred by this resolution has expired.

This authority is in substitution for all previous authorities conferred on the Directors in accordance with section 80 of the Companies Act 1985.

SPECIAL RESOLUTION

- 4. THAT, subject to the passing of resolutions 2 and 3 above, the pre-emption rights contained in amended Article 3(h) in connection with such allotment of shares be disappplied.


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Director/Secretary