

Dated

2<sup>nd</sup> February

2012

**OPTALIS LIMITED**

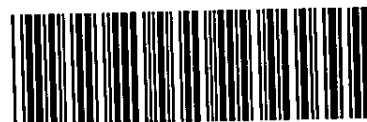
- and -

076 30156

**WOKINGHAM BOROUGH COUNCIL**

**Written Resolutions**

THURSDAY



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A04

23/02/2012

#128

COMPANIES HOUSE

**Written resolution under section 288 of the Companies Act 2006**

**Optalis Limited**

**Company Number : 07630156**

The member of the above named company hereby resolves that the Articles of Association be amended by way of a written resolution as follows

**SPECIAL RESOLUTION**

1. At Article 1. "Defined Terms" to insert or substitute where appropriate the following definitions namely

"managing director"	means any person regardless of title or description appointed by the Company for the purposes of managing the operations of the Company and who need not be a director
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- 2 Insert the words "unless the Articles permit otherwise." at the end of Article 15 Declaration of director's interest

3. a. To insert the following new provisions at Article 16 Conflicts of interest , namely .

"(4)

(d) as an employee , director , a member, an agent or representative of the Local Authority Member or one of its subsidiary companies except where the conflict of interest in that particular case is likely to lead to unlawful conduct or legal challenge, and

(e) contracts or arrangements with the Local Authority Member which , in that particular case , do not contravene the Local Authority Member's policies , procedures and rules or that could lead to unlawful conduct or legal challenge "

- b Delete the word "and" at the end of Article 16 (4) (b)

4 To insert the following provisions after Article 17 namely ·

**"17A Confidentiality**

There shall be no duty of confidentiality appertaining to the directors in respect of company information or matters arising in the directors meetings when dealing with the Local Authority Member "

5 To make the following amendments at Article 18 Director's Appointment

- a to correct the numbering after paragraph (4) which should follow with (5)
- b to insert a new paragraph number (6) before the words "The directors may enter into an agreement . "
- c to delete the words "to the office of" and substitute the words "as a" and to delete the words "executive office" substituting the word "role" in the statement which reads "to the office of managing director or any other executive office under the Company . " in the Article formerly numbered as 18 (6)

6 To make the following amendments at Article 21 Directors' remuneration and expenses

- a delete the words "(excluding the managing director)" at paragraph (2)
- b. delete Article 21 (7) and insert the following new provisions in the Articles at Article 21 namely

"(7) Members may by ordinary resolution restrict or limit the remuneration and or the benefits to any director or non-director roles including senior level appointments such as a Managing Director

(8) In any event , the Company is not permitted, without first obtaining the consent of the Local Authority Member, to enter into any agreement, arrangement or otherwise where any person is to receive or could receive remuneration , financial benefits , bonuses or any other benefits in kind including pension arrangements in any one year of a value exceeding £100, 000

7 To make the following amendments at Article 32A Alteration of Share Capital

- a insert the word "only" after the words "to any existing shares,"
- b insert the following

"(e) For the avoidance of doubt the Company is not permitted to alter the Share Capital without the approval of the Local Authority Member "

**8 To make the following amendments at Article 32B Pre-emption Rights**

- a at Article 32B (1) (a) insert the words "of the whole" after the words "an offer" and delete the words "each person" substituting the words "the Local Authority Member" in the statement that reads " (a) it has made an offer to each person who holds ordinary shares in the company to allot to him".
- b at Article 32B (1) (a) in the preceding statement above delete the word "him" and replace with "it".
- c. at Article 32B (1) (a) delete the words "a proportion of" and the words "proportion in" in the statement that reads " a proportion of those securities that is as nearly as practicable equal to the proportion in nominal value".
- d at Article 32B (2) delete the word "his" and substitute with the word "its" in "his right to their allotment"

- 9 To correct utilise adopt or amend any numbering in the Articles as required or to renumber the document where appropriate to ensure that the numbering runs sequentially and that the intended amendments are effected
- 10 THAT Optalis are directed pursuant to the provisions of Article 4(1) of the Company's articles of association to appoint Azhar Ghose as their legal advisor and Company Secretary upon terms of business as may be agreed

**ORDINARY RESOLUTION**

- 11. THAT Clive Dove-Dixon be and he is hereby removed as a director of the Company in accordance with the provisions of Article 18 of the Company's articles of association
- 12 THAT Peter Martin (Chair), Matt Marsden and Azhar Ghose be and are hereby appointed as directors of the Company (subject to them consenting so to act) in accordance with the provisions of Article 18 of the Company's articles of association

By signing this document the member of the company hereby agrees to the above written resolution which may not be revoked

Dated this 2<sup>nd</sup> day of February 2012

Signed : 

Authorised Shareholder Representative  
On behalf of Wokingham Borough Council