

Company No: 3987802

THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION

-of-

LIBERATA PLC



At an Extraordinary General Meeting of the above Company, duly convened and held at Downstream Building, No. 1 London Bridge, London SE1 9AJ on 13 December 2005 at 11.30am, the following Resolution was duly passed as a Special Resolution of the Company:-

SPECIAL RESOLUTION

THAT:


- (a) the share capital of the Company be increased by £70,000 by the creation of 20,000,000 Series A Convertible Participating Preference Shares of £0.001 each (the "Series A Shares") and 50,000,000 Series B Senior Cumulative Redeemable Convertible Participating Preferred Shares of £0.001 each (the "Series B Shares") having the rights and being subject to the restrictions and obligations set out in the articles of association adopted by this resolution;
- (b) new articles of association in the form contained in the draft articles of association produced to the meeting and initialled by the chairman for the purposes of identification be adopted as the articles of association of the Company in substitution for and to the exclusion of all previous articles of association;  
*Being processed separately*
- (c) the directors be generally and unconditionally authorised for the purposes of section 80 of the Companies Act 1985 (the "Act") (and in substitution for any existing authority to allot relevant securities) to exercise all the powers of the Company to allot relevant securities in an aggregate nominal amount of £278,117 in connection with the Funding as defined in the circular of the Company dated 16 November 2005 of which this notice forms part (the "Circular"), provided that this authority (unless previously revoked or renewed by the Company in general meeting) shall expire on 12 December 2010, save that the Company may before such expiry make an offer or agreement which would or might require relevant securities to be allotted after such expiry and the directors may allot relevant securities in pursuance of such offer or agreement as if the authority conferred by this resolution had not expired;
- (d) the directors be empowered to allot equity securities (as defined in section 94(2) of the Act) of the Company in connection with the Funding pursuant to the authority conferred by this resolution as if section 89(1) of the Act and article 4.8 of the articles of association of the Company did not apply to any such allotment. This power shall expire on 12 December 2010, save that the Company may before such expiry make an offer or agreement which would or might require equity securities to

be allotted after such expiry and the directors may allot equity securities in pursuance of such offer or agreement as if the power conferred hereby had not expired;

(e) a proportion (the "**Relevant Proportion**") of the number of issued ordinary shares of £0.001 each in the capital of the Company ("**Ordinary Shares**") held by each holder of Ordinary Shares be and are hereby converted and redesignated into the same number of Series A Shares having the rights and being subject to the restrictions set out in the new articles of association adopted by this resolution, the Relevant Proportion being that proportion (expressed as a percentage) of such shareholder's Guaranteed Allocation (as defined in the Circular) that such shareholder has irrevocably committed to subscribe for in connection with the Funding (as defined in the Circular);

(f) pursuant to the provisions of section 53 of the Act, the Company be re-registered as a private company under the name of Liberata Limited and that, in connection with such re-registration, the memorandum of association of the Company be amended as follows:

- (i) the words "HACKPLIMCO (NO. EIGHTY SEVEN) PUBLIC LIMITED COMPANY" in clause 1 be deleted and substituted with the words "LIBERATA LIMITED";
- (ii) clause 2 be deleted in its entirety; and
- (iii) by renumbering the remaining clauses accordingly.

  
Chairman