



RETRODATA (the "Company")  
(Registered number 3777089)

# WRITTEN RESOLUTIONS OF ALL THE MEMBERS OF THE COMPANY

Written resolutions of the undersigned being the corporate representative of the holders of all of the issued shares of the Company, passed on the date set out next to the signatures below. The resolutions are passed pursuant to Regulation 53 of Table A to the Companies Act 1985 to the effect that such resolutions shall be deemed to be effective as if they had been passed in the case of resolutions 1, 2 and 4 as special resolutions and in the case of resolution 3 as an ordinary resolution at a general meeting of the Company duly convened and held.

- 1 THAT the articles of association in the form attached to these resolutions (the "New Articles") be and are hereby adopted in substitution for the existing articles of association of the Company.
- 2 THAT the unissued share capital of the Company consisting of 998 ordinary shares of £1 each be and are hereby subdivided into 9,980,000 shares of 0.01 pence each and that such shares of 0.01 pence each be and are hereby reclassified as A Shares, and that the two issued ordinary shares of £1 each in the capital of the Company and the 9,980,000 A Shares in the capital of the Company have attached to them the rights and be subject to the limitations applicable to the Ordinary Shares and the A Shares, respectively, as set out in the New Articles.
- 3 THAT, in substitution for all subsisting authority given to the Directors, the Directors of the Company be and are hereby generally and unconditionally authorised pursuant to section 80(1) of the Companies Act 1985 (the "Act"), to exercise all or any powers of the Company to allot relevant securities of the Company (which in this resolution shall have the meaning given to that term in section 80(2) of the Act) up to an aggregate nominal amount of £998 provided that:
  - 3.1 this authority shall (unless previously revoked or renewed) expire 5 years from the passing of this resolution; and
  - 3.2 the Company may before the expiry of such period make an offer, agreement or other arrangement which would or might require relevant securities to be allotted pursuant to such offer, agreement or other arrangement after such expiry and the Directors may allot relevant securities pursuant to such offer, agreement or other arrangement as if the authority hereby conferred had not expired.
- 4 THAT the Directors be and are hereby empowered pursuant to section 95 of the Act to allot equity securities of the Company (which in this resolution shall have the meaning

given to that term in section 94(2) of the Act) for cash pursuant to the authority conferred by resolution 3 as if section 89(1) of the Act did not apply to any such allotment provided that the authority given shall, unless revoked or renewed in accordance with section 95(3) of the Act, expire when the authority conferred by resolution 3 is revoked or expires, except that the Company may before the expiry of such period make an offer, agreement or other arrangement which would or might require equity securities to be allotted pursuant to such offer, agreement or other arrangement after such expiry and the Directors may allot equity securities pursuant to any such offer, agreement or other arrangement as if the power hereby conferred had not expired.

.....*[Signature]*.....

Corporate representative  
for Kroll O'Gara U.K. Limited

.....May 26, 1999.....

Date

.....*[Signature]*.....

Corporate representative  
for Kroll Associates U.K. Limited

.....May 26, 1999.....

Date

COMPANY NUMBER: 3777089

THE COMPANIES ACTS 1985 TO 1989

AN UNLIMITED COMPANY HAVING A SHARE CAPITAL

## ARTICLES OF ASSOCIATION

- OF -

## RETRODATA

### PRELIMINARY

1. The Regulations contained in 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 (such table being hereinafter referred to as "Table A" shall apply to the Company save in so far as they are excluded or varied hereby; that is to say, Regulations 3, 32, 34, 35 and 64 of Table A shall not apply to the Company; and in addition to the remaining Regulations of Table A, as varied hereby, the following shall be the Articles of Association of the Company.
2. The Company may by special resolution:-
  - (a) increase its share capital by such sum to be divided into shares of such amount as the resolution may prescribe;
  - (b) consolidate and divide all or any of its share capital into shares of a larger amount than its existing shares;
  - (c) subdivide its shares, or any of them, into shares of a smaller amount than its existing shares;
  - (d) cancel any shares which at the date of the passing of the resolution have not been taken or agreed to be taken by any person;
  - (e) reduce its share capital and any share premium account in any way.

### SHARES

3. The authorised share capital of the Company at the date of adoption of these Articles is £1,000 divided into:
  - (a) 2 ordinary shares of £1 each (the "Ordinary Shares"); and

- (b) 9,980,000 "A" Shares of 0.01p each (the "A Shares").
- 4. Subject to the provisions of the Act and these Articles any shares may be issued with such rights or restrictions as the Company may by special resolution determine. Regulation 2 of Table A shall not apply.
- 5. Subject to the provisions of the Act and these Articles any shares may be issued on terms that they are to be redeemed, or they are liable to be redeemed at the option of the Company or the holder thereof on such terms and in such manner as may be provided by the Articles. Regulation 3 of Table A shall not apply.
- 6. Subject to the provisions of these Articles the Directors may unconditionally exercise the power of the Company to allot relevant securities (within the meaning of section 80 of the Act) and the general authority conferred by this Article shall:
  - (a) extend to all relevant securities of the Company from time to time unissued during the currency of such authority up to the amount of the authorised share capital of the Company as at the date of adoption of these Articles;
  - (b) expire on the fifth anniversary of the date of adoption of these Articles unless varied or revoked or renewed by the Company in general meeting; and
  - (c) entitle the Directors to make at any time before the expiry of such authority an offer or agreement which will or may require relevant securities to be allotted after the expiry thereof.
- 7. **A Shares**

The special rights and restrictions attached to and imposed upon the A Shares are as follows:-

(a) **Income**

Out of the profits available for distribution and resolved to be distributed, the holders of the A Shares as a class shall be entitled, in priority to any payment of dividend to the holders of any other class of shares to be paid, in respect of each financial year or other accounting period of the Company a non-cumulative preferential dividend at the rate of 3 months LIBOR applied to £12.5 million (exclusive of any associated tax credit available to shareholders) and also a dividend equal in aggregate to 1% of any dividend declared on the Ordinary Shares.

(b) **Capital**

In the event of a winding up of the Company or other return of capital the assets of the Company remaining after payment of its debts and liabilities shall be applied in the following manner and order of priority:

- (i) first, in paying to the holders of the A Shares the amount subscribed or in the case of a subscription for a consideration other than cash the amount treated as subscribed for such shares; and

(ii) secondly, in distributing the balance to the holders of the Ordinary Shares.

(c) **Meetings and Voting**

The holders of the A Shares shall be entitled to receive notice of, attend and vote at general meetings of the Company, save that they may not vote if a resolution is to be proposed concerning the payment of dividends, for the winding up of the Company or redemption of the A Shares and, in the event that they are entitled to vote, the number of votes which may be cast by the holders of the A Shares as a class shall be one less than the number of votes which may be cast by the holders of the Ordinary Shares as a class.

(d) **Redemption**

The A Shares shall be redeemable at market value, on and subject to the provisions of these Articles at the option (the "Redemption Option") of the Company or of the holder of an A Share (an "A Shareholder").

The Redemption Option may, subject as provided below, be exercised by the Company at any time or times and in respect of such number, or all, of the A Shares held by such of the A Shareholders, or all of them, as the Directors may by resolution determine, provided that not less than two week's notice in writing of the Company's intention to exercise the Redemption Option is given to the relevant A Shareholder(s) specifying the number of such shares to be redeemed and the date on which they shall be redeemed.

Any A Shareholder wishing to exercise the Redemption Option may do so, in respect of all but not some only of the A Shares held by such A Shareholder, by giving not less than two week's notice in writing to the Company of the date on which such A Shareholder wishes his A Shares to be redeemed. Such redemption date may be any week day after one month, but not later than 2 years following the allotment and issue to such A Shareholder of the A Shares in respect of which the A Shareholder wishes to exercise such option.

On or prior to the date on which the Redemption Option is to be exercised by the Company or an A Shareholder the registered holder of the shares shall deliver to the Company at its registered office the share certificates for the A Shares which are the subject of the Redemption Option. The Company shall pay to such holder (or in the case of joint holders to the holder whose name stands first in the register of members in respect of such shares) the amount due to him in respect of such redemption and shall issue a new share certificate in respect of any unredeemed A Shares comprised in the certificate delivered to him.

8. **Ordinary Shares**

The special rights and restrictions attached to and imposed upon the Ordinary Shares are as follows:

(a) **Income**

Subject to the provisions of Regulations 102 to 108 of Table A, the holders of Ordinary Shares shall be entitled to such dividends as may be declared thereon.

(b) **Capital**

In the event of a winding up of the Company or other return of capital the assets of the Company remaining after payment of its debts and liabilities shall be applied in the following manner and order of priority:

- (i) first, in paying to the holders of the A Shares the nominal amount, if any, paid up or credited as paid up on such shares;
- (iv) secondly, in distributing the balance to the holders of the Ordinary Shares.

(c) **Meetings and Voting**

The holders of the Ordinary Shares shall be entitled to receive notice of, attend and vote at all general meetings of the Company. The provisions of Table A shall apply save that a quorum shall consist of not less than two holders of Ordinary Shares or their proxies or, being corporations, their duly authorised representative and provided that the quorum may be one person where a proxy or duly authorised representative of a corporation is appointed by each of two holders of Ordinary Shares and Regulation 40 shall be amended accordingly.

**GENERAL MEETINGS**

- 9. (a) Clause 38 of Table A shall be read and construed as if the words "at least seven days' notice" were substituted for the words "at least fourteen clear days' notice".
- (b) A notice convening a General Meeting shall in the case of special business specify the general nature of the business to be transacted; and Clause 38 of Table A as altered by Sub-Article (a) hereof shall be modified accordingly.
- 10. All business shall be deemed special that is transacted at an Extraordinary General Meeting, and also all that is transacted at an Annual General Meeting, with the exception of declaring a dividend, the consideration of the accounts, balance sheets, and the reports of the Directors and Auditors, the election of Directors in the place of those retiring and the appointment of, and the fixing of the remuneration of, the Auditors.
- 11. Clause 41 of Table A shall be read and construed as if the last sentence ended with the words ", and if at the adjourned Meeting a quorum is not present within half an hour from the time appointed for the Meeting, the Meeting shall be dissolved".

## DIRECTORS

12. Unless and until the Company in General Meeting shall otherwise determine there shall not be any limitation as to the number of Directors. If and so long as there is a sole Director, he may exercise all the powers and authorities vested in the Directors by these Articles or Table A; and Clause 89 of Table A shall be modified accordingly.
13. If the resolution or instrument by which a Director is appointed so provides, he shall not be subject to retirement by rotation; and clauses 73 to 5 (inclusive) of Table A shall not apply to any such Director.
14. The Directors may exercise all the powers of the company to borrow money, and to mortgage or charge its undertaking, property, and uncalled capital, or any part thereof, and to issue Debentures, Debenture Stock, and other securities whether outright or as security for any debt, liability or obligation of the company or of any third party.
15. A Director may vote as a Director on any resolution concerning any contract or arrangement in which he is interested or upon any matter arising thereout, and if he shall so vote his vote shall be counted and he shall be reckoned in estimating a quorum when any such contract or arrangement is under consideration; and clause 94 of Table A shall be modified accordingly.

## INDEMNITY

16. Subject to the provisions of the Act and in addition to such indemnity as is contained in Clause 118 of Table A, every Director, officer or official 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.

## TRANSFER OF SHARES

17. The Directors may, in their absolute discretion, and without assigning any reason therefor, decline to register any transfer of any Ordinary Share, whether or not it is fully paid; and Regulation 24 of Table A shall be modified accordingly.
18. The Directors may, in their absolute discretion, and without assigning any reason therefor, decline to register any transfer of any A Share unless such transfer is made in favour of a holder of Ordinary Shares or a company which is the holding company or a subsidiary company of a holder of Ordinary Shares.

## PARENT COMPANY RIGHTS

19. Whenever any company (the "Parent Company"), or any subsidiary undertaking of the Parent Company, shall be the holder of at least 51 per cent of the issued ordinary shares of the Company, the following provisions shall apply and, to the extent that these provisions are inconsistent with any other provision of these Articles, the following provisions shall prevail:-
  - (a) the Parent Company may at any time and from time to time appoint any person to be a Director or remove from office any Director (whether or not

initially appointed by the Parent Company). If such person has been appointed to an executive office which will automatically cease when he is removed by the Parent Company such removal shall be treated as an act of the Company and shall take effect without restricting or limiting in any way any claim for damages for breach of any contract of service between him and the Company which that person may have;

- (b) no unissued shares shall be issued or agreed to be issued or put under option without the prior consent of the Parent Company;
- (c) any or all powers of the Directors may be restricted in such respects and to such extent as the Parent Company may by notice to the Company at any time and on any occasion prescribe.

20. Any appointment, removal, consent or notice made or given under Article 14 shall be in writing, signed on behalf of the Parent Company by any two of its Directors or by any one of its Directors and its Secretary or some other authorised person, and shall be sent or delivered to the Company at its registered office. No person dealing with the Company shall be required to see or enquire as to whether the powers of the Directors have been in any way restricted under these Articles or as to whether any requisite consent of the Parent Company has been obtained. No obligation incurred or security given or transaction effected by the Company to or with any third party shall be invalid or ineffective unless the third party had, at the time, express notice that the incurring of such obligation or the giving of such security or the effecting of such transaction exceeded of the powers of the Directors.



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NAMES AND ADDRESSES OF SUBSCRIBERS

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SEVERNSIDE SECRETARIAL LIMITED	ONE
Aspect House	
135 City Road	
London	
EC1V 1JB	

SEVERNSIDE NOMINEES LIMITED	ONE
Aspect House	
135 City Road	
London	
EC1V 1JB	

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DATED the 20th day of May, 1999

WITNESS to the above Signatures:-

Jane Bhatti  
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135/137 City Road  
London  
EC1V 1JB