

Company number 06406086

WRITTEN RESOLUTION OF INSTEC SOLUTIONS LIMITED (Company)

CIRCULATION DATE:

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose that the resolution below is passed as a special resolution of the Company
(Resolution)

SPECIAL RESOLUTION

THAT the Articles of Association of the Company be amended by renumbering the existing Article 5 as Article 9 and inserting the following provisions as Articles 5 to 8

- “5 If a third party who is not connected with a Member of the Company (and for these purposes whether a person is connected or otherwise will be determined by reference to the provisions of section 839 of the Income and Corporation Taxes Act 1988) (the "Offeror") makes an offer to purchase 51% or more of the issued share capital of the Company at a price and on terms (the "Offer") which are accepted by Members holding not less than 51% of the Ordinary Shares of the Company ("Accepting Members") within 30 days of the Offer being made, the Accepting Members may complete the sale of their shares in accordance with the Offer only if the Offeror has made a further irrevocable and unconditional offer (the "Further Offer") in writing to the other Members (the "Non-Accepting Members") to acquire their shares at a price per share and on terms equivalent to the Offer prior to the expiry of the aforementioned 30 day period
- 6 Upon the making of the Further Offer to the Non-Accepting Members, each Non-Accepting Member shall
- (A) be deemed to have accepted the same in respect of all shares held by him in accordance with the terms of the Further Offer and to have irrevocably waived any pre-emption rights which he may have in relation to the transfer of any such shares, and



(B) become obliged to deliver up to the Offeror or his nominee an executed transfer of such shares and the certificate(s) in respect of the same together with an executed waiver of all such pre-emption rights

7 If following the making of the Further Offer any such Non-Accepting Member shall not within 14 days of becoming obliged to do so under Article 6 execute the transfers in respect of the shares held by such Non-Accepting Member, together with the relevant pre-emption waivers, then the Directors shall be entitled to and shall authorise and instruct such person as they think fit to execute the necessary transfer(s) and waiver(s) on his behalf and against receipt by the Company (on trust for such Member) of the purchase monies payable for the relevant shares, deliver such transfer(s) and waiver(s) to the Offeror or his nominee and register the Offeror or his nominee as the holder thereof and after the Offeror or his nominee has been so registered as the holder, the validity of such proceedings shall not be questioned by any Non-Accepting Member whose shares are transferred by operation of this Article 7

8 The provisions of Articles 6 and 7 shall apply, mutatis mutandis, to the Offer as if references to "Non Accepting Members" were to "Accepting Members" and references to "Further Offer" were to the "Offer" "

AGREEMENT

Please read the notes at the end of this document before signifying your agreement to the Resolution

The undersigned, persons entitled to vote on the Resolution on 20 December 2007 hereby irrevocably agree to the Resolution



Christopher John Pullan



Michelle Margaret Blackemore

NOTES

1 If you agree to the Resolution, please indicate your agreement by signing and dating this document where indicated above and returning it to the Company using one of the following methods

- **By Hand** delivering the signed copy to Russell Bateman of Hall Smith Whittingham solicitors, 1 Dysart Buildings, Nantwich, Cheshire, CW5 5DP
- **Post** returning the signed copy by post to Russell Bateman of Hall Smith Whittingham solicitors (address as above)
- **Fax** faxing the signed copy to 01270 610443 marked "For the attention of Russell Bateman"
- **E-mail** by attaching a scanned copy of the signed document to an e-mail and sending it to RBateman@hswsolicitors.co.uk Please enter "Written resolution dated December 2007" in the e-mail subject box

If you do not agree to the Resolution, you do not need to do anything you will not be deemed to agree if you fail to reply

2 Once you have indicated your agreement to the Resolution, you may not revoke your agreement

3 Unless, by 28 days of circulation, sufficient agreement has been received for the Resolution to pass, it will lapse. If you agree to the Resolution, please ensure that your agreement reaches the Company before or during this date

4 In the case of joint holders of shares, only the vote of the senior holder who votes will be counted by the Company. Seniority is determined by the order in which the names of the joint holders appear in the register of members

5 If you are signing this document on behalf of a person under a power of attorney or other authority please send a copy of the relevant power of attorney or authority when returning this document