

Company No. 3428888

## Earthport plc

The following special resolutions amending the Company's articles of association were passed at:

### **1. The Extraordinary General Meeting held on 29<sup>th</sup> July 2005**

THAT the Company's articles of association be hereby altered as follows:

- a. Article 106.2 shall be amended by deleting the words "an amount equal to three times the Adjusted Capital and Reserves" and replacing them with "£30,000,000";
- b. Deleting Article 106.4 and replacing it with " A certificate or report by the auditors as to the amount of Monies Borrowed or to the effect that the limit imposed by the Article has not been or will not be exceeded at any particular time or times shall be conclusive evidence of such amount or fact for the purposes of this Article.";
- c. Deleting the definition of "Adjusted Capital and Reserves" in Article 106.6

### **2. The Annual General Meeting held on 23rd December 2005**

THAT the Company's articles of association be amended by:

- a. The deletion of article 157 and insertion of a new article 157 as follows:

"157.1 Subject to the provisions of the Statutes but without prejudice to any indemnity to which he may otherwise be entitled, every person who is or was a director or other officer of the Company (other than any person engaged by the Company as auditor) may be indemnified (subject to such exclusions or limitations as the Board at its absolute discretion may determine from time to time) out of the assets of the Company against all costs, charges, expenses, losses and liabilities incurred by him from time to time (whether in connection with any negligence, default, breach of duty or breach of trust by him or otherwise) in relation to the affairs of the Company or any other member of the Group or the actual or purported execution and/or discharge of the duties of his office and/or the exercise or purported exercise of his powers or discretions, including any liability suffered or incurred by him in disputing, defending, investigating or providing evidence in connection with any actual, threatened or alleged claims, demands, investigations or proceedings, whether civil or criminal, or in connection with any application for relief under the Act.

157.2 The directors may also, subject to the provisions of the Companies Acts, provide funds to any director or other officer of the Company (other than any person engaged by the Company as auditor) to meet expenditure incurred or to be incurred by him (or do anything to enable a director to avoid incurring expenditure) in defending any criminal or civil proceedings or in connection with any application for relief under the Act in each case in relation to the affairs of

the Company or any other member of the Group or the actual or purported execution and/or discharge of his duties of his office and/or the exercise or purported exercise of his powers or discretions.”

b. The insertion of a new definition in article 2 as follows:

2. “Group” means the Company and its subsidiaries.

c. The insertion of a new article 125.1.7 as follows:

“125.1.7 the provision to him of indemnities which are consistent with, or no more onerous than, the provisions of these Articles and/or the provision of funds in connection with defending proceedings against him or the doing of any other thing to enable him to avoid incurring such expenditure”.