

Company No. 955321

THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

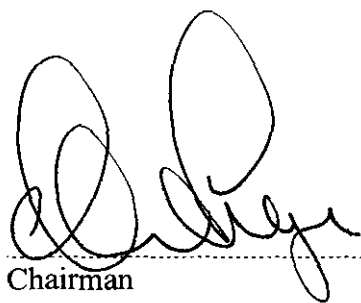
ORDINARY RESOLUTION
of
AMSTRAD PLC

(Passed 27th November 2001)

At a GENERAL MEETING of the above-named Company, duly convened and held at the Mary Green Manor Hotel, London Road, Brentwood, Essex CM14 5NR on 27th November 2001 at 11.00 a.m. the following resolution was passed as an Ordinary Resolution:-

RESOLUTION

That the directors be and are hereby generally and unconditionally authorised pursuant to section 80 of the Companies Act 1985 to exercise the power of the Company to allot relevant securities (within the meaning of section 80 of the Companies Act 1985) up to an aggregate nominal amount of £819,313 to such persons and at such times and on and subject to such terms as the directors shall determine provided that this authority shall unless renewed expire on the conclusion of the next Annual General Meeting of the Company after passing of this resolution, save that the Company may before such expiry make any 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 hereby had not expired.


Chairman

28/11/01
Date

