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Company No. 955321

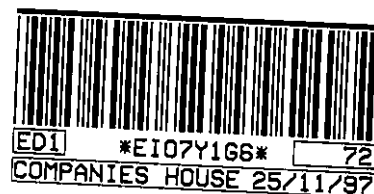
THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

RESOLUTIONS

of

BETACOM PLC



(Passed 25 November, 1997)

At the ANNUAL GENERAL MEETING of the above-named Company, duly convened and held at the Marygreen Manor Hotel, London Road, Brentwood, Essex CM14 4NR on 25 November, 1997 at 10.00 am the following resolutions were passed as Ordinary and Special Resolutions (as indicated):-

ORDINARY RESOLUTIONS

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 £1,125,113 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 the 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.

THAT:

- (a) the Betacom 1997 Performance Related Share Option Scheme ("the Scheme"), the principal features of which are summarised in the Chairman's letter to shareholders of the Company dated 21st October, 1997 and the rules of which are produced to the Meeting and signed by

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the Chairman for the purpose of identification, be and are hereby approved and adopted; and

- (b) the directors be authorised to do all acts and things which they may consider necessary or expedient to establish and carry into effect the Scheme, including the making of any alterations necessary to obtain the approval of the Inland Revenue to Part 1 of the Scheme pursuant to the Income and Corporation Taxes Act 1988.

SPECIAL RESOLUTIONS

That the directors be and they are hereby further empowered pursuant to section 95 of the Companies Act 1985 to allot equity securities (within the meaning of section 94 of the Act) pursuant to the authority referred to in resolution 8 of the notice of this Meeting as if section 89(1) of the Companies Act 1985 did not apply to such allotment provided that this power shall be limited;

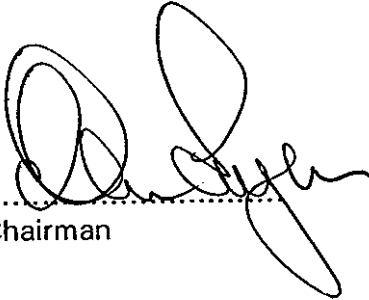
- (a) to the allotment of equity securities in connection with an invitation or offering by way of rights in favour of holders of equity securities and any other persons entitled to participate in such issue or offering where the equity securities respectively attributable to the interests of such holders and persons are proportionate (as nearly as maybe) to the respective numbers of equity securities held by or deemed to be held by them on the record date of such allotment subject only to such exclusions or other arrangements as the directors may consider necessary or expedient to deal with fractional entitlements or legal or practical problems under the laws of, or requirements of any recognised regulatory body in, in any territory; and
- (b) to the allotment (otherwise than pursuant to sub-paragraph (a) above of equity securities (as aforesaid) up to an aggregate nominal value not exceeding £384,358

provided that the authority hereby conferred shall unless renewed expire on the conclusion of the next annual general meeting of the Company after the passing of this resolution, save that the Company may before such expiry make an offer or agreement which would or might require equity securities (as aforesaid) to be allotted after such expiry and the directors may allot equity securities (as aforesaid) in pursuance of such an offer or agreement as if the power conferred hereby had not expired.

That, subject to the consent of the Registrar of Companies, the name of the Company be changed to Amstrad plc.

That, pursuant to section 9 of the Companies Act 1985, the Articles of Association of the Company be deleted in their entirety and the regulations contained in the document submitted to the Meeting and for the purpose of identification signed by the Chairman, the principal features of which are summarised in the Chairman's letter to shareholders of the Company dated 21st October, 1997 be approved and adopted as the Articles of Association of the

Company, with effect from the end of this Meeting, in substitution for and to the exclusion of the existing Articles of Association of the Company.



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Chairman