

Company number: 0955321

THE COMPANIES ACT 2006 (the "2006 Act")

COMPANY LIMITED BY SHARES

**WRITTEN RESOLUTIONS OF
THE MEMBERS OF
AMSTRAD LIMITED
(the "Company")**

The following written resolution having been duly proposed by the directors of the Company pursuant to section 288 of the 2006 Act was duly passed as a special resolution on 15th March 2010.

SPECIAL RESOLUTION

1. THAT,

- a the share capital of the Company be reduced from £8,359,465 90 to £16 by cancelling and extinguishing 83,594,499 issued ordinary shares of £0 10 each and crediting the amount so cancelled, being £8,359,449 90, to the Company's Retained Earnings Reserve; and
- b the share premium account of the Company be reduced and extinguished from £7,299,376.95 to £0 and the amount so cancelled, being £7,299,376 95, be credited to the Company's Retained Earnings Reserve,

such cancellation, extinguishment and reduction to take effect on the day on which the copy of this resolution (together with the documents which must accompany it under section 644(1) of the 2006 Act) is registered by the registrar in accordance with section 644(3) of the 2006 Act

Signed


Director

for and on behalf of Amstrad Limited

TUESDAY



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16/03/2010

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COMPANIES HOUSE