

Company No: 1015185

THE COMPANIES ACT 1985

and

THE COMPANIES ACT 1989

SPECIAL RESOLUTIONS

of

CUSTOM MICRO PRODUCTS LIMITED

Passed 16TH FEBRUARY 2001

At an EXTRAORDINARY GENERAL MEETING of the Company duly convened and held at 450 BLANDFORD ROAD, HAMWORTHY on the 16TH day of FEBRUARY 2001 the following resolutions were duly passed as Special Resolutions, namely:-

RESOLUTIONS

1. That the Memorandum of Association of the Company be amended by the insertion of the following clause 3 (K) in substitution for the existing clause 3 (K):-

“(K) To support and subscribe to any charitable or public object and to support and subscribe to any institution, society, or club which may be for the benefit of the Company or its Directors or employees. To give or award pensions, annuities, gratuities and superannuation or other allowances or benefits or charitable aid; to make payments towards insurance, and to set up, establish, make payments towards, support and maintain pension or superannuation and other funds or schemes (whether contributory or non-contributory); to provide or establish, manage, act as trustee of and fund any trusts, schemes, company or fund, including in particular employee share schemes, profit sharing schemes, employee trusts; for the benefit of the Directors, employees and former Directors and employees of the Company, or any company which is the Company’s holding company or a subsidiary of the Company’s holding company or a subsidiary of

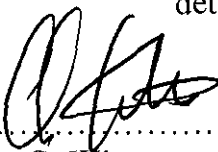


the Company or any company, firm or business in which the Company may be in any way interested, and to the spouses, widows, widowers, children, and other relatives and dependants of such persons and to lend money to any such employees or to trustees on their behalf to enable any such schemes or funds to be established or maintained.”

2. That the Articles of Association of the Company be amended by the deletion of Article 12(A) (10), and the insertion of “electronic mails” in place of “telexes” in Articles 15 and 22.
3. That the Articles of Association of the Company be amended by the insertion of new clauses 24 and 25 as set out below and the re-numbering of the existing clause 24 as clause 26:-

“24. Any Director may participate in a Meeting of Directors or a committee of Directors of which he is a member by means of a conference telephone or similar communicating equipment whereby all persons participating in the Meeting can hear one another and participation in a Meeting in this manner shall be deemed to constitute presence by such a person at such Meeting.

25. Subject to the Companies Act 1985 and so far as may be permitted by law, but without prejudice to any indemnity to which a Director may otherwise be entitled, every Director or other officer or auditor of the Company shall be entitled to be indemnified out of the assets of the Company against any and all costs, charges, losses, expenses and liabilities incurred by him in the execution and discharge of his duties or in relation thereto including without limitation any liability incurred by him in defending any proceedings, whether civil or criminal, in which judgement is given in his favour or in which he is acquitted or in connection with any application in which relief is granted to him by the court from liability for negligence, default, breach of duty or breach of trust in relation to the affairs of the Company. Regulation 118 of Table A shall not apply. The Company shall be entitled to purchase and maintain for any Director and other officer or auditor of the Company such insurance against any liability referred to in this Article as the Directors shall determine.”



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A. G. Witts
Chairman