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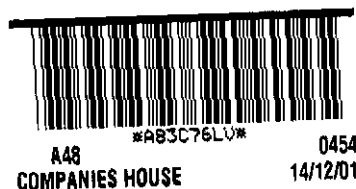
THE COMPANIES ACT 1985

PUBLIC COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION

OF

EUROPLUS TECHNOLOGIES PLC



PASSED 29/12 NOVEMBER 2001

AT an Extraordinary General Meeting of the above-named Company, duly convened, and held on 29/12 November, the following Resolution was duly passed as a Special Resolution:

SPECIAL RESOLUTION

THAT the Articles of Association of the Company be altered by the deletion of Article 7.4 and the substitution therefor of the following new Article 7.4:

"Right to refuse to register a transfer and rights of pre-emption

- 7.4 (A) The Board may in its absolute discretion and without assigning any reason for its actions refuse to register any transfer of any share which is not a fully paid share or of any share on which the Company has a lien.

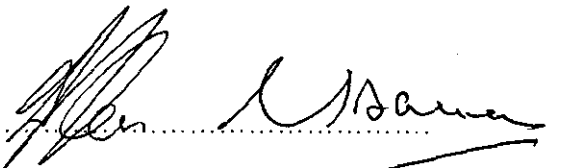
- (B) Any person (hereinafter called "the proposing transferor") proposing to transfer any shares shall give notice in writing (hereinafter called the transfer notice") to the Company that he desires to transfer the same and specifying the price per share which in his opinion constitutes the fair value thereof. The transfer notice shall constitute the Company the agent of the proposing transferor for the sale of all (but not some of) the shares comprised in the transfer notice to any Member or Members willing to purchase the same (hereinafter called "the purchasing Member") at evidence of forfeiture.
- (C) The shares comprised in any transfer notice shall be offered to the Members (other than the proposing transferor) as nearly as may be in proportion to the number of shares held by them respectively. Such offer shall be made by notice in writing (hereinafter called "the offer notice") within seven days after the receipt by the Company of the transfer notice. The offer notice shall state the price per share specified in the transfer notice and shall limit the time in which the offer may be accepted, not being less than twenty one days nor more than forty two days after the date of the offer notice, provided that if a certificate of fair value is requested under paragraph (D) below the offer shall remain open for acceptance for a period of fourteen days after the date on which notice of the fair value certified in accordance with that paragraph shall have been given by the Company to the Members or until the expiry of the period specified in the offer notice whichever is the later. For the purpose of this Article an offer shall be deemed to be accepted on the day on which the acceptance is received by the Company. The offer notice shall further invite each Member to state in his reply the number of additional shares (if any) in excess of his proportion which he desires to purchase and if all the Members do not accept the offer in respect of their respective proportions in full the shares not so accepted shall be used to satisfy the claims for additional shares as nearly as may be in proportion to the number of shares already held by them respectively, provided that no Member shall be obliged to take more shares than he shall have applied for. If any shares shall not be capable without fractions of being offered to the Members in proportion to their existing holdings, the same shall be offered to the Members, or some of them, in such

proportions or in such manner as may be determined by lots drawn in regard thereto, and the lots shall be drawn in such manner as the Directors may think fit.

- (D) Any Member may, not later than eight days after the date of the offer notice, serve on the Company a notice in writing requesting that the Auditor for the time being of the Company (or at the discretion of the Auditor, a person nominated by the President for the time being of the Institute of Chartered Accountants in the Country of the situation of its Registered Office) certify in writing the sum which in his opinion represents the fair value of the shares comprised in the transfer notice as at the date of the transfer notice and for the purpose of this Article reference to the Auditor shall include any person so nominated. Upon receipt of such notice the Company shall instruct the Auditor to certify as aforesaid and the costs of such valuation shall be apportioned among the proposing transferor and the purchasing members or borne by any one or more of them as the Auditor in his absolute discretion shall decide. In certifying the fair value as aforesaid the Auditor shall disregard the fact that the shares may constitute a minority interest and shall be considered to be acting as an expert and not as an arbitrator or arbiter and accordingly any provisions of law or statute relating to arbitration shall not apply. Upon receipt of the certificate of the Auditor, the Company shall by notice in writing inform all Members of the fair value of each share and of the price per share of the shares comprised in the transfer notice. This shall be the lower of the price specified in the transfer notice and the fair value of each share.
- (E) If purchasing Members shall be found for all the shares comprised in the transfer notice within the appropriate period specified in paragraph (C) above, the Company shall not later than seven days after the expiry of such appropriate period give notice in writing (hereinafter called "the sale notice") to the proposing transferor specifying the purchasing members and the proposing transferor shall be bound upon payment of the price due in respect of all the shares comprised in the transfer notice to transfer the shares to the purchasing Members.

- (F) If in any case the proposing transferor after having become bound as aforesaid make default in transferring any shares the Company may receive the purchase money on his behalf, and may authorise some person to execute a transfer of such shares in favour of the purchasing Member. The receipt of the Company for the purchase money shall be a good discharge to the purchasing Member. The Company shall pay the purchase money into a separate bank account.
- (G) The Company shall be entitled to give a sale notice to the proposing transferor in respect of any shares for which no purchasing Members are found and purchase those shares itself. The Company shall give its notice within the time mentioned in sub-clause (E) above. The price shall be the same as if a purchasing Member had been found.
- (H) If the Company shall not give a sale notice to the proposing transferor within the time specified in paragraph (E) above, he shall, during the period of thirty days next following the expiry of the time so specified, be at liberty subject to paragraph (A) above to transfer all or any of the shares comprised in the transfer notice to any person or persons for a price not less than the lower of the price specified in the transfer notice and the fair value of each share (where determined in accordance with paragraph (D)).
- (I) For the purposes of this Article a transfer notice shall be deemed to have been served upon the Company upon the death, bankruptcy or mental incapacity of a Member (being an individual) by his personal representatives trustee in bankruptcy or receiver as appropriate and upon the liquidation (other than for reconstruction or amalgamation) of a Member (being a company) by its liquidator. Such transfer notice shall be deemed to specify the sum which shall on the application of the Directors be certified in writing by the Auditors of the Company in accordance with paragraph (D) of this Article as the fair value thereof.
- (J) Where a Member of the Company who is also an employee of the Company (whether or not a Director) ceases to be so employed the Directors may at any time within one month of the termination of his employment resolve that such Member retire from membership of the

Company. Thereupon he shall be deemed to have served a transfer notice specifying the sum which shall on the application of the Directors be certified in writing by the Auditors of the Company in accordance with paragraph (D) of this Article as the fair value thereof."

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Chairman of the Meeting