

**LING DYNAMIC SYSTEMS LIMITED**  
**(Registered in England No. 1539186)**

**WRITTEN RESOLUTION**

Pursuant to section 381A of the Companies Act 1985 the following Resolution is hereby passed as  
a Special Resolution :

**SPECIAL RESOLUTION**

That the Purchase Contract expressed to be made between J H Rutherford and  
others (1) and the Company (2) and to provide for the purchase by the Company  
of 1,684,380 Ordinary Shares of 5p each and 58,073 Deferred Shares of £1 each  
of the Company, a final draft whereof marked "A" is attached to this Resolution be  
and the same is hereby approved and the Directors be and they are hereby  
authorised to procure the Company to enter into such Purchase Contract.

Signed by all the members of the Company who at the date of the Resolution (being the date  
when the Resolution is signed by or on behalf of the last member to sign) would be entitled to  
attend and vote at a general meeting of the Company had the Resolution been put to such a  
meeting :

Signature :

..... *H.S. Holdsworth* .....

Name :

..... H.S. Holdsworth .....

Date :

..... 24/2/95 .....

