

PROCESS AUTOMATION & COMPUTER SYSTEMS LIMITED

Minutes of Extraordinary General Meeting of the Company held at Unit 6, Majestic Road, Nursling Industrial Estate, Southampton, on 24 May, 1999 at 10.00am

Mr Neve opened the meeting at 10.00am and proposed the following resolutions:

ORDINARY RESOLUTION

1. That the authorised share capital of the Company be hereby increased by the creation of 21,500,000 ordinary shares of 5p each;

All such shares ranking pari passu in all respects with the ordinary shares in the capital of the Company in issue on the date of passing of this resolution.

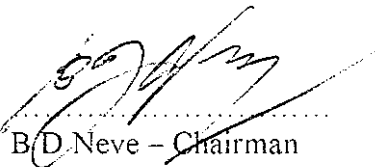
This resolution was approved unanimously

SPECIAL RESOLUTION

Approval of Share Allotment and exclusion of pre-emption rights

2. (a) That the Directors are unconditionally authorised for the purposes of Section 80 of the Companies Act 1985 to allot and dispose of or grant options over the Company's shares to such persons, on such terms and in such manner as they think fit, up to a total issued share capital in the Company of £2,000,000 at any time during the period of five years from the date hereof;
- (b) That by virtue of Section 95 (1) of The Companies Act 1985, Section 89(1) shall not apply to the allotment of shares pursuant of the authority conferred by the preceding paragraph of this Resolution.

This resolution was approved unanimously.


B.D. Neve - Chairman

Unit 6 Majestic Road
Nursling Industrial Estate
Southampton SO16 0YT

Dated 24 May 1999

Present Mr B D Neve (Chairman)
 Mr M Geary
 Mr M Brookes
 Mr G Woods

