

Company No: 01911653

THE COMPANIES ACT 1985

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COMPANY LIMITED BY SHARES

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COMPUTING DEVICES COMPANY LIMITED  
("the Company")

BY RESOLUTION IN WRITING signed by or on behalf of the members of the Company in accordance with Sections 381A to 381C of the Companies Act 1985 the following resolution was duly passed on 11th September 1992 as a Special Resolution:

SPECIAL RESOLUTION

"THAT

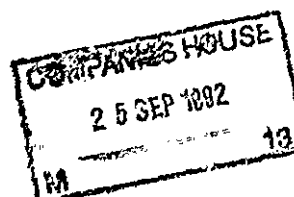
(a) the Regulations a copy of which are attached to this Resolution and are signed for the purposes of identification by the signatories hereto be and are hereby adopted as the new Articles of Association of the Company in substitution for the existing Articles of Association; and

(b) the 'A' Ordinary Shares of 50p each and the Deferred Ordinary Shares of 50p each be and they are hereby reclassified as Ordinary Shares of 50p ranking pari passu in all respects with the existing Ordinary Shares of 50p each."

SISEC LIMITED

By *A. De la*  
.....  
Secretary

3387y



THE COMPANIES ACTS 1948 TO 1983

and

THE COMPANIES ACT 1985

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COMPANY LIMITED BY SHARES

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AMENDED

MEMORANDUM

AND

ARTICLES OF ASSOCIATION

OF

COMPUTING DEVICES COMPANY LIMITED

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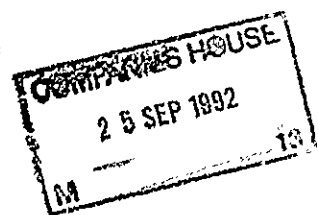
INCORPORATED ON 7th May 1985  
UNDER THE COMPANIES ACTS 1948 TO 1981

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Registered in England, Number 1911653

LOVELL WHITE DURRANT  
21 Holborn Viaduct  
London EC1A 2DY

Ref: RJLS/TP/4965L



THE COMPANIES ACTS 1948 TO 1983

and

THE COMPANIES ACT 1985

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COMPANY LIMITED BY SHARES

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MEMORANDUM OF ASSOCIATION

OF

COMPUTING DEVICES COMPANY LIMITED

\*1. The name of the Company is "COMPUTING DEVICES COMPANY LIMITED".

2. The registered office of the Company will be situate in England.

3. The objects for which the Company is established are:-

- (a) To carry on the business of a holding company in all its branches, to co-ordinate the policy and administration of any companies corporations or undertakings in which this Company is a member or participant or which are controlled by or associated with this Company in any manner, to assist financially, subsidise or enter into subvention agreements with any such companies, corporations or undertakings and to provide for them administrative, executive, managerial, secretarial and accountancy services or staff, office accommodation or social or welfare services and facilities, to act as secretaries, directors, registrars, managers and agents thereof and to do anything which will or may promote the efficiency and profitability of the businesses carried on by any such companies, corporations or undertakings;

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\* The name of the Company was changed on 1988 from Computing Devices Holdings Limited by a Special Resolution dated 1988.

- (b) To acquire by purchase, exchange, subscription or in any other manner, to invest any moneys belonging to the Company in and to hold the whole or any part of the shares, stocks, debenture or loan stocks, bonds, scrip, notes, options, mortgages, charges, obligations or other securities or interest of any kind or description in or issued or guaranteed by any company, corporation or undertaking of whatever nature and wherever constituted or carrying on business whether or not the same are fully paid, and to guarantee the subscription thereof and to exercise and enforce all rights and powers conferred by or incidental to the ownership thereof and to sell, transfer, or otherwise dispose thereof from time to time as may be considered expedient;
- (c) To construct, manufacture, invent, develop, design, integrate, test, operate, import, export, buy, sell, hire, let on hire, assemble, install, fit, service, repair, alter, improve, treat, convert, automate, and otherwise deal in navigation and data handling, processing and recording systems and equipment, topographical and other displays, testing, computing, calculating, telemetering, mechanical, sound and visual radio, signalling, transmission, photographic, optical, hydraulic, scientific, control, electrical, nucleonic, electronic and communication systems, devices and equipment, supplies, instruments, articles, accessories, parts, components, machinery, structures and apparatus of all kinds and descriptions, and to act as importers, agents, representatives, exporters, consultants and promoters in the development and distribution thereof; and to carry out and promote aerophysical research and research into any matter connected or related to the above;
- (d) To construct, manufacture, invest, develop, design, integrate, test, operate, import, export, buy, sell, hire, let on hire, assemble, install, fit, service, repair, alter, improve, treat, convert, automate, and otherwise deal in all apparatus, machines, materials, structures, and articles of all kinds

which are capable of being used for the purpose of the above mentioned businesses or any of them or likely to be used by the customers of any such business;

- (e) To carry on the business of merchants and traders generally and to buy, sell, hire, manufacture, repair, let on hire, alter, improve, treat and deal in all apparatus, machines, materials and articles of all kinds;
- (f) To carry on any other business or activity, whether trading, manufacturing, investing or otherwise;
- (g) To purchase, take on lease or in exchange, hire or otherwise acquire, hold deal in and otherwise dispose of all or any estate or interest in or over any lands, buildings, easements, rights, privileges, concessions, patents, patent rights, licences, secret processes, machinery, plant, stock-in-trade and any real or personal property (whether tangible or intangible) of any kind;
- (h) To receive money on deposit or loan from any person, firm or company;
- (i) To make advances to any person firm or company with or without security;
- (j) To guarantee, support or secure, whether by direct obligation or covenant or by mortgaging or charging all or any part of the undertaking, property and assets (present and future) and uncalled capital of the Company or by issuing any security of the Company by way of mortgage, or by any one or more or all of such methods or by any other method, the performance of any obligations or commitments and the repayment or payment of the principal amounts of, or the premiums, interest and dividends on any securities of any person, firm or company, including (without prejudice to the generality of the foregoing) any company which is for the time being a subsidiary company or holding company of the Company or is a subsidiary of such a holding company or which is otherwise directly or indirectly

associated with the Company in business or through shareholdings;

- (k) To establish and maintain or procure the establishment and maintenance of any share option or share incentive or profit sharing schemes or trusts or any non-contributory or contributory pension or superannuation schemes or funds for the benefit of, and to make or give or procure the making or giving of loans, donations, gratuities, pensions, allowances or emoluments whether in money or moneys worth to or to trustees on behalf of, any persons who are or were at any time in the employment or service of the Company, or of any company which is a subsidiary of the Company or is allied to or associated with the Company or with any such subsidiary company, or who are or were at any time directors or officers of the Company or of any such other company as aforesaid, or any persons in whose welfare the Company or any such other company as aforesaid is or has been at any time interested, and the wives, husbands, widows, widowers, families and dependants of any such persons, and to establish and subsidise or subscribe to any institutions, associations, clubs or funds calculated to be for the benefit of or to advance the interests and well-being of the Company or of any such other company as aforesaid, or of any such persons as aforesaid, and to make payments for or towards the insurance of any such persons as aforesaid, and to subscribe or guarantee money for charitable or benevolent objects or for any exhibition and for any public, general or useful object, and to do any of the matters aforesaid, either alone or in conjunction with any such other company as aforesaid;
- (l) To enter into any joint venture, partnership or joint-purse arrangement or arrangement for sharing profits, union of interests or co-operation with any person, firm or company and to subsidise or otherwise assist any person, firm or company;
- (m) To establish or promote or concur in establishing or promoting any other

company and to guarantee the payment of the dividends, interest or capital of any shares, stock or other securities issued by or any other obligations of any such company;

- (n) To purchase or otherwise acquire and undertake all or any part of the business, property, assets, liabilities and transactions of any person, firm or company;
- (o) To sell, improve, manage, develop, turn to account, exchange, let on rent, royalty, share of profits or otherwise, grant licences, easements and other rights in or over and in any other manner deal with or dispose of the undertaking and all or any of the property and assets for the time being of the Company including without limitation, any such dealing or disposal on terms that are wholly or partly gratuitous or of a non-commercial nature;
- (p) To distribute among the Members in specie any property of the Company, or any proceeds of sale or disposal of any property of the Company, but so that no distribution amounting to a reduction of capital be made except with the sanction (if any) for the time being required by law;
- (q) To make known the businesses or any of them or the products or any of them of the Company or the businesses or products of any other person firm or company, in particular by advertising in the press, by circulars, by purchase and exhibition of works of art or interest, by publication in books and periodicals, and by granting prizes, rewards and donations, and by carrying on and conducting prize and competition schemes or any scheme or arrangement of any kind, either alone or in conjunction with any other person, firm or company, whereby the said businesses or any of them may be promoted or developed, or whereby the said products may be advertised and made known;
- (r) To enter into any arrangement with any government or authority, supreme, municipal, local or otherwise, of any

country, and to obtain from any such government or authority all legislation, orders, rights, concessions and privileges that may seem requisite;

- (s) To borrow or raise or secure the payment of money for the purposes of or in connection with the Company's business or businesses;
- (t) To mortgage and charge the undertaking and all or any of the real and personal property and assets, present or future, and all or any of the uncalled capital for the time being of the Company, and to issue in cash at par or at a premium or discount, or for any other consideration, debentures, mortgage debentures or debenture stock or other similar securities, payable to bearer or otherwise, and either Permanent or redeemable or repayable, and collaterally or further to secure any securities of the Company by a trust deed or other assurance;
- (u) To draw, make, accept, endorse, negotiate, discount and execute promissory notes, bills of exchange and other negotiable instruments;
- (v) To pay or otherwise give consideration for any property or rights acquired by the Company in any manner whatsoever and in particular but without limitation in cash or fully or partly paid-up shares, with or without preferred or deferred or guaranteed rights in respect of dividend or repayment of capital or otherwise, or by any securities which the Company has power to issue, or partly in one mode and partly in another;
- (w) To accept payment or other consideration for any property or rights sold or otherwise disposed of or dealt with by the Company in any manner whatsoever and in particular but without limitation in cash, whether by instalments or otherwise, or in fully or partly paid-up shares of any company or corporation, with or without deferred or preferred or guaranteed rights in respect of dividend or repayment of capital or otherwise, or in debentures or mortgage debentures or debenture stock,



mortgages or other securities of any company or corporation, or partly in one mode and partly in another, and to hold, dispose of or otherwise deal with any shares, stock or securities so acquired;

- (x) To amalgamate with any other company, whether by sale or purchase (for fully or partly paid-up shares or otherwise) of the undertaking, subject to the liabilities of this or any other such company as aforesaid, with or without winding-up or by sale or purchase (for fully or partly paid-up share's or otherwise) of all or a controlling interest in the shares or stock of this or any other such company as aforesaid, or by partnership, or any arrangement of the nature of partnership, or in any other manner;
- (y) To pay out of the funds of the Company all expenses which the Company may lawfully pay in respect of or incidental to the formation, registration and advertising of or raising money for the Company and the issue of its capital, including brokerage and commissions for obtaining applications for or taking, placing or under-writing shares, debentures or debenture stock, and to apply at the cost of the Company to Parliament for any extension of the Company's objects and powers;
- (z) To do all or any of the above things in any part of the world, and either as principals, agents, trustees, contractors or otherwise, and either alone or in conjunction with others, and either by or through agents, sub-contractors, trustees or otherwise; and
- (aa) To do all such other things as are in the opinion of the Company incidental or conducive to the above objects or any of them.

The above objects specified in each of the paragraphs of this Clause shall not, except where the context expressly so requires, be in any way limited or restricted by the terms of any other paragraph and shall be construed as separate, distinct and independent objects capable of being performed and carried out separately, distinctly and independently of each other.

4. The liability of the Members is limited.

\*5. The share capital of the Company is £2,105,263 divided into 4,210,526 shares of 50p each.

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\* The authorised share capital of the Company on incorporation was £200,000 divided into 2,000,000 shares of 10p each. As a result of changes effected since incorporation, the authorised capital of the Company as at 11th September 1992 is as stated in paragraph 5 above.

WE, the several persons whose names and addresses are subscribed, are desirous of being formed into a Company in pursuance of this Memorandum of Association, and we respectively agree to take the number of shares in the capital of the Company set opposite our respective names.

NAMES ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS	Number of shares taken by each subscriber
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MARTIN ANDREW ROWLAND Saxons New Road Ridgewood Uckfield Sussex	10
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Accountant

WILLIAM JAMES UTTLEY-MOORE 110 Fairlight Road Hastings Sussex	10
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Managing Director

CHRISTOPHER DUCKLING Many Oaks Collington Lane Bexhill on Sea Sussex	10
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Company Director

RODNEY DAVID CAREW-JONES Rosewood 15 Brittany Road St Leonards-on-Sea East Sussex	10
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Engineering Manager

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Dated this 17th April 1985

WITNESS to the above signatures

PHYLLIS ANDREWS  
11 Essex Road  
St Leonards-on-Sea  
East Sussex TN38 9QH

Personal Assistant to Managing Director

Company No. 1911653

THE COMPANIES ACT 1948

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THE COMPANIES ACTS 1985 AND 1989

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PRIVATE COMPANY LIMITED BY SHARES

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ARTICLES OF ASSOCIATION  
of  
COMPUTING DEVICES COMPANY LIMITED

Incorporated 7th May, 1985

As adopted by special resolution passed on  
11th September, 1992, subject to typographical corrections

LOVELL WHITE DURRANT  
65 Holborn Viaduct  
London EC1A 2DY

Telephone: 071-236 0066

Ref: F1/4961L

Company No. 1911653

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THE COMPANIES ACTS 1985 AND 1989

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PRIVATE COMPANY LIMITED BY SHARES

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ARTICLES OF ASSOCIATION

of

COMPUTING DEVICES COMPANY LIMITED

Incorporated 7th May, 1985

Adopted by special resolution  
passed on 11th September, 1992

PRELIMINARY

1. (A) The regulations contained in Table A in the Schedule to the Companies (Table A to F) Regulations 1985 (as amended) ("Table A") apply to the Company except to the extent that they are excluded or modified by these articles. No other regulations contained in any statute or subordinate legislation apply as the regulations or articles of association of the Company.
- (B) The regulations of Table A numbered 24, 38, 60, 61, 64, 73, 74, 75, 76, 77, 78, 80, 81, 90, 94, 95, 96, 97, 98, 115 and 118 do not apply. The regulations of Table A numbered 37, 46, 53, 57, 59, 62, 65, 66, 67, 68, 72, 79, 88, 110, 112 and 116 are modified. Subject to these exclusions and modifications, and in addition to the remaining regulations of Table A, the following are the articles of association of the Company.
- (C) Where an ordinary resolution of the Company is expressed to be required for any purpose, a special or extraordinary resolution is also effective for that purpose, and where an extraordinary resolution is expressed to be required for any purpose, a special resolution is also effective for that purpose.

#### PRIVATE COMPANY

2. The Company is a private company limited by shares and accordingly any invitation to the public to subscribe for any shares or debentures of the Company is prohibited.

#### SHARE CAPITAL

3. The authorised share capital of the Company on the effective date of adoption of these articles is £2,105,263 divided into 4,210,526 Ordinary Shares of 50p each.
4. (A) Subject to the Act, the directors have general and unconditional authority to allot (with or without conferring rights of renunciation), grant options over, offer or otherwise deal with or dispose of any unissued shares of the Company (whether forming part of the original or any increased share capital) to such persons, at such times and on such terms and conditions as the directors may decide but no share may be issued at a discount.  
  
(B) The directors have general and unconditional authority, pursuant to section 80 of the Act, to exercise all powers of the Company to allot relevant securities for a period expiring on the fifth anniversary of the date of adoption of this article unless previously renewed, varied or revoked by the Company in general meeting.  
  
(C) The maximum amount of relevant securities which may be allotted pursuant to the authority conferred by paragraph (B) is the amount of the authorised but as yet unissued share capital of the Company at the date of adoption of this article or, where the authority is renewed, at the date of that renewal.  
  
(D) By the authority conferred by paragraph (B) or by any renewal of the authority, the directors may before the authority expires make an offer or agreement which would or might require relevant securities of the Company to be allotted after it expires and may allot relevant securities in pursuance of that offer or agreement.
5. The pre-emption provisions of section 89(1) of the Act and the provisions of sub-sections (1) to (6) inclusive of section 90 of the Act do not apply to any allotment of the Company's equity securities.

#### TRANSFERS

6. The directors may, in their absolute discretion and without giving any reason, refuse to register the transfer of a share to any person, whether or not it is a fully-paid share or a share on which the Company has a lien.

#### GENERAL MEETINGS

7. Regulations 37 of Table A shall be modified by the deletion of the words "eight weeks" and the substitution for them of the words "28 days".

#### NOTICE OF GENERAL MEETINGS

8. An annual general meeting and an extraordinary general meeting called for the passing of a special resolution or an elective resolution shall be called by at least 21 clear days' notice. All other extraordinary general meetings shall be called by at least 14 clear days' notice but a general meeting, other than a meeting called for the passing of an elective resolution, may be called by shorter notice if it so agreed:

- (a) in the case of an annual general meeting, by all the members entitled to attend and vote thereat; and
- (b) in the case of any other meeting, by a majority in number of the members having a right to attend and vote, being (i) a majority together holding not less than such percentage in nominal value of the shares giving that right as has been determined by elective resolution of the members in accordance with the Act, or (ii) if no such elective resolution is in force, a majority together holding not less than 95 per cent, in nominal value of the shares giving that right.

#### PROCEEDINGS AT GENERAL MEETINGS

9. A poll may be demanded by the chairman or by any member present in person or by proxy and entitled to vote and regulation 46 of Table A is modified accordingly.
10. Regulation 53 of Table A is modified by the addition at the end of the following sentence: "If a resolution in writing is described as a special resolution or as an extraordinary resolution, it has effect accordingly."

#### VOTES OF MEMBERS

11. Regulation 57 of Table A is modified by the inclusion after the word "shall" of the phrase ", unless the directors otherwise determine,".
12. Regulation 59 of Table A is modified by the addition at the end of the following sentence "Deposit of an instrument of proxy does not preclude a member from attending and voting at the meeting or at any adjournment of it,".
13. An instrument appointing a proxy shall be in writing in any usual form or in any other form which the directors may approve and shall be executed by or on behalf of the appointor.

14. Regulation 62 of Table A shall be modified by the deletion in paragraph (a) of the words "deposited at" and by the substitution for them of the words "left at or sent by post or by facsimile transmission to", by the substitution in paragraph (a) of the words "at any time" in place of "not less than 48 hours" and by the substitution in paragraph (b) of the words "at any time" in place of "not less than 24 hours".

#### NUMBER OF DIRECTORS

15. Unless otherwise determined by ordinary resolution, the number of directors (other than alternate directors) is not subject to any maximum and the minimum number is one.

#### ALTERNATE DIRECTORS

16. A director may appoint any person willing to act, whether or not he is a director of the Company, to be an alternate director and such person need not be approved by resolution of the directors, and regulation 65 is modified accordingly.
17. An alternate director who is absent from the United Kingdom shall be entitled to receive notice of all meetings of directors and meetings of committees of directors and regulation 66 of Table A is modified accordingly.
18. Regulation 68 of Table A is modified by the addition at the end of the following sentence: "Any such notice may be left at or sent by post or facsimile transmission to the registered office or such other place as may be designated for the purpose by the directors."

#### DELEGATION OF DIRECTORS' POWERS

19. Regulation 72 is modified by the addition at the end of the regulation of the following sentence: "Where a provision of the articles refers to the exercise of a power, authority or discretion by the directors and that power, authority or discretion has been delegated by the directors to a committee, the provision shall be construed as permitting the exercise of the power, authority or discretion by the committee."

#### APPOINTMENT AND REMOVAL OF DIRECTORS

20. The directors are not subject to retirement by rotation. Regulations 73, 74 and 75 of Table A do not apply, and reference in any other regulation to retirement by rotation shall be disregarded.
21. The Company may by ordinary resolution appoint a person who is willing to act to be a director either to fill a vacancy or as an additional director.



22. A person appointed by the directors to fill a vacancy or as an additional director is not required to retire from office at the annual general meeting next following his appointment and the last two sentences of regulation 79 of Table A are deleted.
23. The holder or holders of not less than half in nominal value of the shares giving the right to attend and vote at general meetings of the Company may remove a director from office and appoint a person to be a director, but only if the appointment does not cause the number of directors to exceed a number fixed by or in accordance with the articles as the maximum number of directors. The removal or appointment is effected by notice to the Company signed by or on behalf of the holder or holders. The notice may consist of several documents in the like form each signed by or on behalf of one or more holders and shall be left at or sent by post or facsimile transmission to the office or such other place designated by the directors for the purpose. The removal or appointment takes effect immediately on deposit of the notice in accordance with the articles or on such later date (if any) specified in the notice.

#### DISQUALIFICATION AND REMOVAL OF DIRECTORS

24. The office of a director is vacated if:
- (a) he ceases to be a director by virtue of any provision of the Act or he becomes prohibited by law from being a director; or
  - (b) he becomes bankrupt or makes any arrangement or composition with his creditors generally; or
  - (c) he becomes, in the opinion of all his co-directors, incapable by reason of mental disorder of discharging his duties as director; or
  - (d) he resigns his office by notice to the Company; or
  - (e) he is for more than six consecutive months absent without permission of the directors from meetings of directors held during that period and his alternate director (if any) shall not during such period have attended any such meetings instead of him, and the directors resolve that his office be vacated; or
  - (f) he is removed from office by notice addressed to him at his last-known address and signed by all his co-directors; or
  - (g) he is removed from office by notice given by a member or members under article 23.

#### REMUNERATION OF DIRECTORS

25. A director who, at the request of the directors, goes or resides abroad, makes a special journey or performs a special service on

behalf of the Company may be paid such reasonable additional remuneration (whether by way of salary, percentage of profits or otherwise) and expenses as the directors may decide.

#### PROCEEDINGS OF DIRECTORS

26. Regulation 88 of Table A is modified by the exclusion of the third sentence and the substitution for it of the following sentences:  
"Every director shall receive notice of a meeting, whether or not he is absent from the United Kingdom. A director may waive the requirement that notice be given to him of a board meeting, either prospectively or retrospectively."
27. A director or his alternate may validly participate in a meeting of the directors or a committee of directors through the medium of conference telephone or similar form of communication equipment if all persons participating in the meeting are able to hear and speak to each other throughout the meeting. A person participating in this way is deemed to be present in person at the meeting and is counted in a quorum and entitled to vote. Subject to the Act, all business transacted in this way by the directors or a committee of directors is for the purposes of the articles deemed to be validly and effectively transacted at a meeting of the directors or of a committee of directors although fewer than two directors or alternate directors are physically present at the same place. The meeting is deemed to take place where the largest group of those participating is assembled or, if there is no such group, where the chairman of the meeting then is.
28. If and for so long as there is a sole director, he may exercise all the powers conferred on the directors by the articles by resolution in writing signed by him, and regulations 88, 89, 91, 92 and 93 of Table A and article 27 do not apply.
29. Without prejudice to the obligation of any director to disclose his interest in accordance with section 317 of the act, a director may vote at a meeting of directors or of a committee of directors on any resolution concerning a matter in which he has, directly or indirectly, an interest or duty. The director shall be counted in the quorum present at a meeting when any such resolution is under consideration and if he votes his vote shall be counted.

#### DIVIDENDS

30. The directors may deduct from a dividend or other amounts payable to a person in respect of a share any amounts due from him to the Company on account of a call or otherwise in relation to a share.

#### CAPITALISATION OF PROFITS

31. The directors may, with the authority of an ordinary resolution of the Company, resolve that any shares allotted under regulation 110 of Table A to any member in respect of a holding by him of any partly-paid shares rank for dividend, so long as such shares

remain partly paid, only to the extent that such partly-paid shares rank for dividend and regulation 110 of Table A is modified accordingly.

#### NOTICES

32. Regulation 112 of Table A is modified by the deletion of the last sentence and the substitution for it of the following: "A member whose registered address is not within the United Kingdom is entitled to have notices given to him at that address".
33. A notice sent to a member (or another person entitled to receive notices under the articles) by post to an address within the United Kingdom is deemed to be given:

- (a) 24 hours after posting, if prepaid as first class, or
- (b) 48 hours after posting, if prepaid as second class.

A notice sent to a member (or other person entitled to receive notices under the articles) by post to an address outside the United Kingdom is deemed to be given 72 hours after posting, if prepaid as airmail. Proof that an envelope containing the notice was properly addressed, prepaid and posted is conclusive evidence that the notice was given. A notice not sent by post but left at a member's registered address is deemed to have been given on the day it was left.

34. Regulation 116 of Table A is modified by the deletion of the words "within the United Kingdom".

#### INDEMNITY

35. Subject to the provisions of the Act, but without prejudice to any indemnity to which he may otherwise be entitled, every officer of the Company shall be indemnified out of the assets of the Company against all costs, charges, losses and liabilities incurred by him in the execution of his duties or the exercise of his powers, authorities and discretions including (without prejudice to the generality of the foregoing) a liability incurred:
- (a) defending proceedings (whether civil or criminal) in which judgment is given in his favour or in which he is acquitted, or which are otherwise disposed of without a finding or admission of material breach of duty on his part, or
  - (b) 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.
36. The directors may exercise all the powers of the Company to purchase and maintain insurance for the benefit of a person who is

an officer or employee, or former officer or employee, of the Company or of a company which is a subsidiary of the Company or in which the Company has an interest (whether direct or indirect), or who is or was trustee of a retirement benefits scheme or another trust in which an officer or employee or former officer or employee is or has been interested, indemnifying him against liability for negligence, default, breach of duty or breach of trust or another liability which may lawfully be insured against by the Company.

Company No: 01911653

THE COMPANIES ACT 1985

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COMPANY LIMITED BY SHARES

---

COMPUTING DEVICES COMPANY LIMITED  
("the Company")

BY RESOLUTION IN WRITING signed by or on behalf of the members of the Company in accordance with Sections 381A to 381C of the Companies Act 1985 the following resolution was duly passed on 11th September 1992 as an Ordinary Resolution

SPECIAL RESOLUTION

THAT the net cash dividend of £180,000 recommended by the Directors for payment to holders of the 'A' Ordinary Shares on the register at the close of business on Thursday, 10th September 1992 pro-rata to the amount paid up on such shares (save that if any shareholder shall have waived his entitlement to such dividend the amount so waived shall not be retained for the benefit of the Company but instead be divided among the remaining holders of 'A' Ordinary Shares on the register on such date pro-rata to the amount paid up on their shares) be and is hereby approved and declared.

SISEC LIMITED

By.....

Secretary

3375y

