

# NDS Group plc

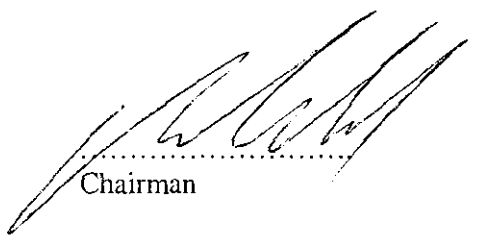
## Minutes of the Annual General Meeting of NDS Group plc Held at 1 London Road, Staines, Middlesex, United Kingdom On 6 October, 2000 at 10.00 am.

Present: A Peled (Chairman); C Carey, J Brodsky, P Powers, R Medlock

1. The Secretary confirmed that the two registered shareholders were present by proxy and therefore the meeting was quorate.
2. A Peled was elected Chairman of the Meeting and declared the meeting open. It was unanimously agreed that the notice convening the meeting should be taken as read.
3. The following resolutions were proposed, resolutions a to e as ordinary resolutions and resolution f as a special resolution:
  - a. The audited accounts for the year ended June 30, 2000, together with the directors' and auditors' reports, be received and adopted.
  - b. Julian A. Brodsky be elected as a director of the company.
  - c. Peter J. Powers be elected as a director of the company.
  - d. Arthur Andersen be re-appointed as auditors and the directors be authorised to fix their remuneration.
  - e. That:
    - (i) in accordance with article 6 of the Company's Articles of Association, the directors be authorised to allot relevant securities up to a maximum nominal amount of US\$474,260;
    - (ii) this authority shall expire on 5 October, 2005; and
    - (iii) all previous authorities under section 80 of the Companies Act 1985 be revoked.
  - f. That:
    - (i) in accordance with article 7 of the Company's Articles of Association, the directors be given power to allot equity securities for cash; and
    - (ii) this power shall expire on 5 October, 2005.

The Chairman demanded that a poll be taken on these resolutions, to be taken immediately. The secretary was appointed scrutineer. The result of the poll was that all the resolutions were carried unanimously. ✓

4. There being no further business, the meeting was declared closed at 10.15 am.

  
Chairman

