

PREMISYS GROUP PLC

At an extraordinary general meeting of the Company held on 22 March 2000, the following resolution was duly passed as a special resolution:-

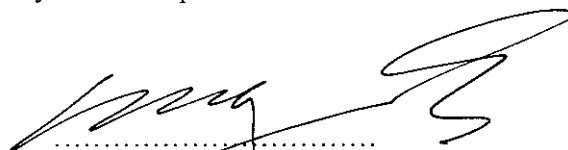
SPECIAL RESOLUTION

THAT:-

- (a) the authorised share capital of the Company be increased from £4,000,000 to £6,000,000 by the creation of an additional 20,000,000 ordinary shares of 10p each in the capital of the Company;
- (b) the directors be and are hereby generally and unconditionally authorised for the purposes of section 80 of the Companies Act 1985 ("the Act") and in substitution for any existing authority to exercise all the powers of the Company to allot relevant securities (as defined in section 80(2) of the Act) up to an aggregate nominal amount of £2,785,178.30 provided that this authority shall expire (unless previously revoked, varied or renewed by the Company in general meeting) on the day preceding the fifth anniversary of the passing of this resolution save that the Company may before such expiry make offers or agreements before the expiry of this authority which would or might require relevant securities to be allotted after such expiry and the directors may allot relevant securities in pursuance of such an offer or agreement as if the authority conferred hereby had not expired; and
- (c) the directors be and are hereby empowered pursuant to section 95 of the Act to allot equity securities (as defined in section 94(2)) of the Act) for cash pursuant to the authority conferred under paragraph (b) of this resolution as if section 89(1) of the Act did not apply to such allotment provided that this power shall be limited to:
 - (i) the allotment of equity securities up to an aggregate nominal amount of £1,515,869.40;
 - (ii) the allotment of equity securities in connection with a rights issue in favour of ordinary shareholders where the equity securities are proportionate (as nearly as practicable) to the respective number of ordinary shares held by such holders but subject to such exclusions or other arrangements as the directors may deem necessary or desirable in relation to fractional entitlements or legal or practical problems arising in, or pursuant to, the laws of any territory or the requirements of any regulatory body or stock exchange in any territory; and
 - (iii) the allotment (otherwise than pursuant to sub-paragraphs (i) and (ii) above) of equity securities up to an aggregate nominal amount of £197,452.30,

provided further that such power shall expire on the day preceding the fifth anniversary of the passing of this resolution save that the Company may before such expiry make offers or agreements which would or might require equity securities to be allotted after such expiry

and the directors may allot equity securities in pursuance of such an offer or agreement as if the power conferred hereby had not expired.



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Chairman