

PremiSys Technologies plc

(Incorporated in England and Wales with registered number 2004015)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an extraordinary general meeting of the above named Company will be held at Maple House, 149 Tottenham Court Road, London W1P 9LL on 2 July 2001 at 9.30 a.m. for the purpose of considering the following resolutions, of which resolutions 1 and 2 will be proposed as ordinary resolutions and resolutions 3, 4 and 5 will be proposed as special resolutions.

ORDINARY RESOLUTIONS

1. THAT, subject to and upon the Placing and Open Offer substantially as described in the prospectus issued by the Company dated 7 June 2001, the authorised share capital of the Company be increased to £12,500,000 by the creation of 65,000,000 New Ordinary Shares identical to and ranking *pari passu* with the Existing Ordinary Shares.
2. THAT, subject to and upon the Placing and Open Offer substantially as described in the prospectus issued by the Company dated 7 June 2001, the Directors be generally and unconditionally authorised for the purposes of section 80 of the Act to exercise all the powers of the Company to allot relevant securities (within the meaning of section 80(2) of the Act up to an aggregate nominal amount of the authorised but unissued share capital of the Company. This authority shall expire on the date being five years after the passing of this resolution save that the Company may before such expiry make offers or agreements which would or might require relevant securities to be allotted after such expiry and the directors may allot relevant securities in pursuance of such offers or agreements as if the authority conferred hereby had not expired. This authority shall be in substitution for and shall replace any existing authority pursuant to the said section 80 to the extent not utilised at the date this resolution is passed.

SPECIAL RESOLUTIONS

3. THAT, the Memorandum of Association be amended with the addition of the following words to paragraph 4(m): "or enter into any guarantee or indemnity in respect of any obligations or liabilities of any other company or organisation"
4. THAT, subject to and upon the Placing and Open Offer substantially as described in the prospectus issued by the company dated 7 June 2001, the Directors be generally 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 to in resolution 2 above 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 in connection with a rights issue or other preemptive shares issue in favour of the holders of Ordinary Shares where the equity securities respectively attributable to the interests of all holders of Ordinary Shares are proportionate (as nearly as may be) to the respective numbers of Ordinary Shares held by them but subject to such exclusions or arrangements as the Directors may deem necessary or expedient to deal with fractional entitlements arising or any legal or practical problems under the laws of any overseas territory or the requirements of any regulatory body or exchange or otherwise; and
- (ii) the allotment of equity securities for cash up to an aggregate nominal amount of £444,977.

and this power shall expire 15 months from the date of passing of this resolution or, if earlier, at the conclusion of the annual general meeting of the Company to be held in 2002 save that the Company may before such expiry make an offer or agreement which would or might require relevant securities to be allotted after such expiry and the Directors may allot equity securities in pursuance of any such offer or agreement as if the power conferred hereby had not expired and further provided that this power shall be in substitution for and supersede and revoke any previous power granted to the Directors not previously utilised.

5. THAT the Company be and is hereby generally and unconditionally authorised to make market purchases (within the meaning of section 163 of the Acts) of any of its Ordinary Shares provided that:
 - (a) the maximum number of Ordinary Shares hereby authorised to be purchased is 13,300,000 Ordinary Shares;
 - (b) the minimum price which may be paid for each Ordinary Share is 10 pence, exclusive of the expenses of purchase;



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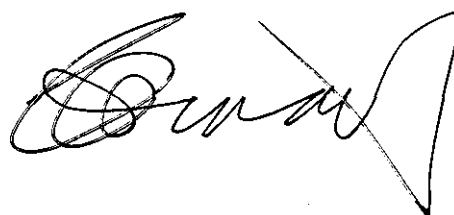
- (c) the maximum price which may be paid for each Ordinary Share is an amount equal to 105 per cent. of the average of the middle market quotations for the Ordinary Shares as derived from the Daily Official List of the London Stock Exchange for the five business days immediately preceding the day of purchase;
- (d) unless previously revoked or varied, the authority hereby conferred shall expire at the conclusion of the annual general meeting of the Company to be held in 2002; and
- (e) the Company may, before the expiry of this authority, conclude a contract to purchase Ordinary Shares which will or may be executed wholly or partly after such expiry and may make a purchase of Ordinary Shares pursuant to any such contract as if such authority had not expired.

Dated 7 June 2001

BY ORDER OF THE BOARD

Charles Woods

Director/Secretary



Registered office:
Maple House
149 Tottenham Court Road
London
W1P 9LL

Notes:

- 1 A member entitled to attend and vote at the Extraordinary General Meeting may appoint a proxy to attend and, on a poll, to vote on his behalf. A proxy need not be a member. Completion and return of the enclosed Form of Proxy will not preclude Shareholders from attending and voting at the Extraordinary General Meeting should they so wish.
2. To be valid, the Form of Proxy together with the power of attorney, if any, under which it is signed, or a notarially certified copy thereof, must be received at the office of the Company's registrars, Capita IRG Plc, not later than 48 hours before the time fixed for the Extraordinary General Meeting or any adjourned Extraordinary Meeting at which the proxy is to vote.
3. The Company pursuant to Regulation 34(1) of the Regulations, specifies that only those Shareholders registered in the register of members of the Company as at 9.30 a.m. on 30 June 2001 shall be entitled to attend or vote at the EGM in respect of the number of Ordinary Shares registered in their name at that time. Changes to entries on the relevant register of securities after 9.30 a.m. on 30 June 2001 shall be disregarded in determining the rights of any person to attend or vote at the EGM.