

THE COMPANIES ACT 1985

PUBLIC COMPANY LIMITED BY SHARES

PremiSys Technologies plc (the "Company")

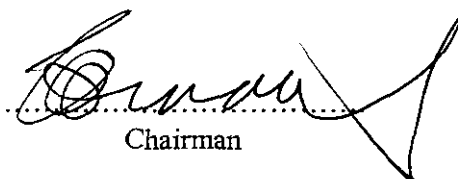
At an extraordinary general meeting of PremiSys Technologies plc duly convened and held on 14 January 2002, the following resolution was passed as a special resolution.

SPECIAL RESOLUTION

THAT the directors be and they are hereby empowered to allot equity securities (as defined for the purposes of section 95 of the Act) for cash as if section 89(1) of the Act did not apply in respect of:

- (a) the allotment of equity securities in connection with the issues of the holders of ordinary shares of 10p each in the capital of the Company ("**Ordinary Shares**") where the equity securities respectively attributable to the interest of such holders are proportionate (as nearly as may be practicable) to the respective numbers of Ordinary Shares held by them, subject to such exclusions or other arrangements as the directors may deem necessary or expedient to deal with any fractional entitlements or any legal or practical problems under the laws of, or the requirements of any regulatory body or any stock exchange in, any territory; and
- (b) the allotment of equity securities for cash (other than pursuant to sub-paragraph (a) above) having a nominal value of up to £456,503 representing approximately five per cent. of the nominal value of the issued ordinary share capital of the Company.

Such power to expire at the conclusion of the annual general meeting of the Company to be held in 2002 but so that this authority shall allow the Company to make offers or agreements before the expiry of this authority which would or might require relevant securities to be allotted after such expiry.


Chairman

Presented by: Ashurst Morris Crisp
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