

THE COMPANIES ACTS 1985 AND 1989

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PRIVATE COMPANY LIMITED BY SHARES

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WRITTEN RESOLUTIONS

OF

M.L. ELECTRO-OPTICS LIMITED  
("the Company")

We, the undersigned, being all of the shareholders of the Company who would be entitled to attend and vote at a general meeting of the Company hereby pass the following resolutions as written resolutions, of which those numbered 1, 2 and 3 shall have effect as Ordinary Resolutions and that numbered 4 shall have effect as a Special Resolution in accordance with section 381A Companies Act 1985:-

ORDINARY RESOLUTIONS

- 1 That the share capital of the Company be hereby increased from £10,000 to £210,000 by the creation of 200,000 new preference shares of £1 each ("the Preference Shares") having the rights set out in resolution 2 below.
- 2 A Preference Share shall not entitle its holder to any dividends or other distribution and on a winding up or other return of capital shall entitle its holder to the return of the capital paid up on the share (in priority to returns of capital made in respect of other classes of Shares), but to no other or further return or share in the capital or profits of the Company. A Preference Share shall not entitle its holder to receive notice of and to attend or vote at any General Meeting of the Company.
- 3 That, in substitution for any previous authority, the directors be hereby generally and unconditionally authorised, in accordance with section 80 Companies Act 1985, to allot up to a maximum aggregate nominal amount of 200,000 Preference Shares and this authority will (unless renewed) expire five years from the date on which this resolution is passed, but the Company may before this authority expires make an offer or agreement which would or might require such shares to be allotted after this authority expires.



SPECIAL RESOLUTION

- 4 That the provisions contained in Article 2(b) of the Company's Articles of Association shall not apply to the allotment of the Preference Shares.

*↓ Mayo*  
.....  
David Mayo

Dated *14<sup>TH</sup> MARCH* 1997

*↓ Mayo as attorney*  
.....  
Patrick Allen

Dated *14<sup>TH</sup> MARCH* 1997

*↓ Mayo as attorney*  
.....  
Peter Mayo

Dated *14<sup>TH</sup> MARCH* 1997

*Michael Jones*  
.....  
Michael Jones

Dated *14 March* 1997

*CJ Bonniface*  
.....  
Philip Charles Greenwood  
*as attorney*

Dated *17<sup>th</sup> March* 1997

*CJ Bonniface*  
.....  
Colin John Bonniface

Dated *17<sup>th</sup> March* 1997