

Company Number: 2102292

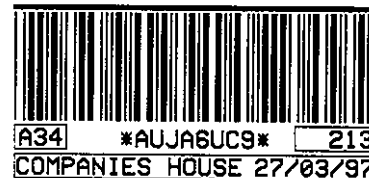
THE COMPANIES ACT 1985

Company Limited By Shares

Written Resolutions

of

M.L. ELECTRO-OPTICS LIMITED
(“the Company”)



Passed 14 March 1997

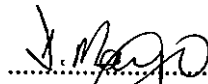
We, the undersigned, being all the members of the Company entitled to receive notice of and attend and vote at General Meetings of the Company HEREBY RESOLVE with the intent that the following Resolutions have effect as Special Resolutions:-

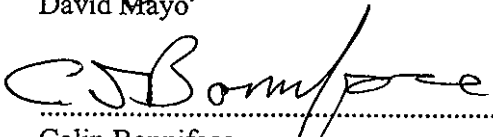
SPECIAL RESOLUTIONS

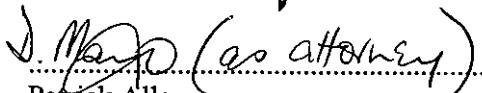
1. THAT for the purposes of Sections 155-158 inclusive of the Companies Act 1985 and having regard to the sworn statutory declaration of the Directors of the Company and the auditors report thereto (both the declaration and the attached auditors' report having been made available to the members of the Company and attached to this written resolution) and the Directors recommendations that the passing of the resolutions and the giving of financial assistance are for the commercial benefit of the Company. In connection with the acquisition ("the Acquisition") of the whole of the issued share capital of the Company by ComSci Limited ("ComSci") pursuant to an Acquisition Agreement ("the Acquisition Agreement"), to be made between David Mayo and Others ("the Vendors"), David Mayo and ComSci, the Company be and is authorised to give financial assistance for the purpose of the Acquisition (notwithstanding that the Company might be held to be giving financial assistance for the purposes of section 151 and 152 of the Companies Act 1985 provided that all and any such financial assistance is only given pursuant to and in connection with the provisions of Section 151 to 158 of the Companies Act 1985) by entering into each of the arrangements described below and by giving effect to the arrangements provided for therein in relation to the Company subject only to and conditional upon completion of the Acquisition in all material respects on the terms set out in the Acquisition Agreement:-
 - (i) the execution, delivery and performance by the Company of Accession Agreements ("the Deeds") in favour of The Governor and Company of the Bank of Scotland ("the Bank") whereby, inter alia, the Company is to guarantee the payment or discharge to the Bank on demand for all indebtedness, and liabilities owed and the discharge of all monies and liabilities which are for the time being due, or incurred by the Purchaser and its subsidiaries to the Bank (whether present, future, actual or contingent) together with interest and all costs and expenses in connection with the Deed.

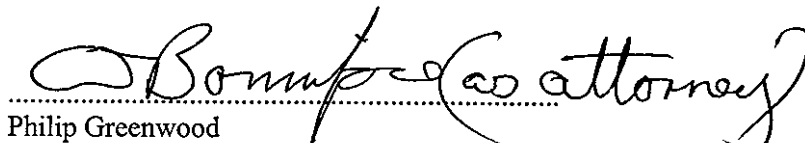
- (ii) the execution, delivery and performance by the Company of a Facility Agreement and a Mezzanine Loan Agreement between and among ComSci, the Bank and others ("the Facilities"); and
 - (iii) the execution, delivery and performance by the Company of debentures in favour of the Bank ("the Debentures") pursuant to which the Company charges by way of fixed and floating charges all its undertaking and property whether present or future for the repayment on demand for all moneys and liabilities owed or owing by the Company to the Bank (whether present, future, actual or contingent including its contingent liabilities in respect of the Purchaser) together with interest to the date of discharge and payment by the Company of all costs and expenses in connection therewith;
2. THAT each of the Directors of the Company is, notwithstanding any interest or duty which he may have which might be in conflict with his duties as a Director of the Company be and is authorised to vote as a director of the Company, shall be counted in the quorum at any meeting of the Company's Board of Directors on any Resolution relating to the financial assistance referred to in Resolution 1 above and any transaction or matter incidental thereto, any provisions of the Company's articles of association to the contrary being suspended to the extent required to give effect to this Resolution;
3. THAT the execution of the documents referred to in Resolution 1(i), (ii) and (iii) by the Company, are in the best interests of the Company and the approvals of the Company in Resolution 1 above are given notwithstanding that the Company might be held to be giving financial assistance for the purposes of Sections 151 and 152 of the Companies Act 1985 provided that all and any such financial assistance is only given pursuant to and in connection with provisions of Sections 151 to 158 of the Companies Act 1985;
4. THAT the Directors are authorised to execute on behalf of the Company the documents referred to in Resolution 1(i), (ii) and (iii) above as deeds of the Company in the forms of drafts initialled for the purposes of identification with such amendments as person authorised to execute the same may approve.

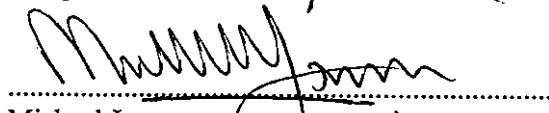
Dated 14 March 1997

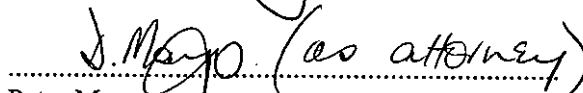

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David Mayo


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Colin Boniface


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Patrick Allen


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Philip Greenwood


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Michael Jones


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Peter Mayo