

03 - 02 - 96

ELAN COMPUTING LIMITED

COMPANY NUMBER: 2114287

At an Extraordinary General Meeting of the Company held on 15th January 1996 the following resolutions were passed as Ordinary Resolutions:-

IT WAS RESOLVED "That the Authorised Share Capital of the Company be altered as follows:-

The previous Authorised Share Capital of £110,000, made up of 10,000,000 "A" ordinary shares of £0.01 each and 1,000,000 "B" ordinary shares of £0.01 each, be amended to 11,000,000 "A" ordinary shares of £0.01 each, all "B" ordinary shares being converted to "A" ordinary shares. The rights attached to the 1,000,000 "A" ordinary shares of £0.01 converted from "B" ordinary shares, shall now rank parri passu with the rights attached to the other 10,000,000 "A" ordinary shares of £0.01."

IT WAS RESOLVED "That the existing clause five of the Memorandum of Association be deleted and that the following new clause five be inserted in its place:-

The share capital of the company is £110,000, divided into 11,000,000 "A" ordinary shares of £0.01 each. Subject and without prejudice to any special rights or privileges attached to any special class of issued shares, any of the shares in the original capital of the Company for the time being unissued and any new shares from time to time created, may be issued with any preference, whether in respect of dividend or of repayment of capital, or both, with any other special privilege or advantage over any other shares previously issued, or then about to be issued, and with any special or restricted rights or without any right of voting or otherwise, and generally on such terms and subject to such conditions and provisions as may, from time to time be determined by the Company."



03 - 02 - 96

IT WAS RESOLVED "That the existing clause six of the Articles of Association be deleted and the following new clause six be inserted in its place:-

Any share may be transferred by a member to his or her spouse or lineal descendant and any share of a deceased member may be transferred to any such relations as aforesaid of the deceased member. Save as aforesaid, if holders of "A" ordinary shares of £0.01 wish to sell all or part of their shareholding they will be obliged to offer the shares to any person or persons or body or bodies as specified by the Board of Directors of the Company and in such proportion as the Directors may decide. The offer price shall be determined on the same basis as the original acquisition cost of the shares to the shareholder, as adjusted by the change in the value of the company during the period when the shares were held, such revised value at the offer date to be advised by the auditors of the Company, who shall be entitled to obtain and rely upon other professional valuations in respect of properties which may be owned by the Company. If all or any part of the offer is not taken up by the person or persons or body or bodies specified within a period of 6 months from the date of the offer then the relevant unsold shares may be offered to another party or parties of the shareholder's choice."



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Company Secretary