

**KINETIC IMAGING LIMITED ("the Company")**

**WRITTEN SHAREHOLDERS' RESOLUTIONS**

**WE**, the undersigned, being all the members of the Company for the time being entitled to attend and vote at general meetings of the Company, hereby unanimously agree that the resolutions numbered 1 and 3 below be and they are hereby passed as Ordinary Resolutions and the resolutions numbered 2 and 4 below be and they are hereby passed as Special Resolutions:

**ORDINARY RESOLUTION**

1. **THAT** the authorised share capital of the Company be increased from £5,000 to £305,000 by the creation of an additional 150,000 ordinary shares of £1 each and by the creation of 150,000 redeemable convertible preference shares of £1 each, having attached thereto the rights set out in Article 3(B) of the Articles of Association of the Company as adopted pursuant to Resolution 2 below.

**SPECIAL RESOLUTION**

2. **THAT**, subject to the passing of Resolution 1, the regulations set out in the document attached to this written resolution and marked "A" be and they are hereby approved and adopted as the Articles of Association of the Company in substitution for and to the exclusion of the existing Articles of Association of the Company.

**ORDINARY RESOLUTION**

3. **THAT**, subject to the passing of Resolution 2, the directors be and they are hereby specifically and unconditionally authorised for the purposes of Section 80 of the Companies Act 1985 to exercise all the powers of the Company:



- (i) simultaneously to allot 149,934 redeemable convertible preference shares of £1 each in the capital of the Company to the persons whose names are set out below in the numbers set out opposite their respective names by way of capitalisation of loans made by them to the Company:

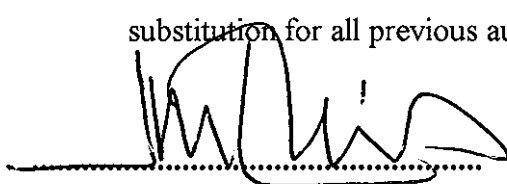
<u>Name</u>	<u>Number of shares allotted</u>
Jonathan Ellis	902
Benin Limited	29,936
Rothschild Trust Jersey Limited, as Trustee of the Jonathan Ellis Overseas Settlement dated 15 March 1991	28,807
Ian Hetherington	902
Tuvalu Limited	29,936
Rothschild Trust Jersey Limited, as Trustee of the Ian Hetherington Overseas Settlement dated 15 March 1991	28,807
Mark Anthony Browne	11,323
David John Joyner	10,958
Charles Vyvyan Howard	8,363;

- (ii) to allot 149,934 ordinary shares of £1 each in the capital of the Company to the aforementioned persons in the numbers set out opposite their names upon the conversion of their redeemable convertible preference shares of £1 each in the capital of the Company into ordinary shares of £1 each in the capital of the Company in accordance with the Articles of Association of the Company (but not otherwise),

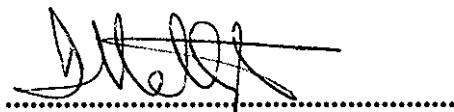
such authorities to expire not later than the day preceding the fifth anniversary of the passing of this Resolution; and that these authorities shall be in substitution for all previous authorities given to the directors in that regard.

**SPECIAL RESOLUTION**

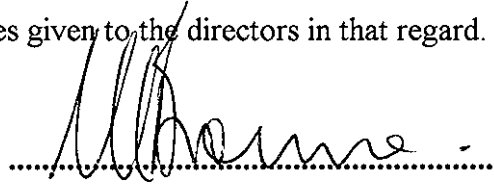
4. **THAT**, subject to the passing of Resolution 3, the directors be and they are hereby empowered pursuant to Section 95 of the Companies Act 1985 to allot equity securities (within the meaning of Section 94 of that Act) pursuant to the authorities conferred by the said resolution (but not otherwise) as if sub-section (1) of Section 89 of that Act did not apply to any such allotment; and that this authority shall be in substitution for all previous authorities given to the directors in that regard.



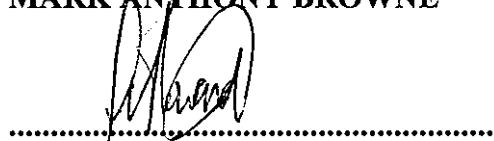
**JONATHAN MICHAEL ELLIS**



**IAN HETHERINGTON**



**MARK ANTHONY BROWNE**



**DR CHARLES VYVYAN HOWARD**

Dated ..... *28 February* ..... 1995