

COMPANY NO: 02311487

THE COMPANIES ACT 1985 AND 1989

PUBLIC COMPANY LIMITED BY SHARES

PRINT OF RESOLUTIONS

OF

DELCAM PLC ("the Company")

Passed on the 23rd day of April 2007

At an **EXTRAORDINARY GENERAL MEETING** of the Company duly convened and held at the offices of the Company at Talbot Way, Small Heath Business Park, Birmingham, West Midlands, B10 0HJ on 23 April 2007, the resolutions 1 and 2 were duly passed as ordinary resolutions and resolution 3 was duly passed as a special resolution

ORDINARY RESOLUTIONS

- (1) THAT the authorised share capital of the Company be and hereby is increased from £790,000 to £1,000,000 by the creation of 2,100,000 additional ordinary shares of 10p each.
- (2) THAT, subject to the passing of Resolution 1 and in addition to any existing authority, the Directors be and hereby are generally and unconditionally authorised in accordance with section 80 of the Companies Act 1985 ("Act") to exercise all the powers of the Company to allot 1,524,052 Ordinary Shares, such authority to expire at the conclusion of the next annual general meeting of the Company

SPECIAL RESOLUTION

- (3) THAT, subject to the passing of Resolutions 1 and 2 and in addition to any existing power, the Directors be and hereby are empowered pursuant to section 95 of the Act to allot equity securities (within the meaning of section 94(2) of the Act) for cash pursuant to the general authority conferred under Resolution 2 above as if sub-section 89(1) of the Act did not apply to any such allotment

Chairman

