

No. 2311487

THE COMPANIES ACT 1985 to 1989

C O M P A N Y L I M I T E D B Y S H A R E S

SPECIAL RESOLUTION

of

DELCAM INTERNATIONAL PLC

Passed on 19th October 1992

AT AN EXTRAORDINARY GENERAL MEETING of the above named Company duly convened and held at Small Heath Business Park on 19th October 1992 the following Resolution was passed as a SPECIAL RESOLUTION:

SPECIAL RESOLUTION

THAT the Company's Articles of Association be amended as follows :

1. By the deletion from the existing Article 31(A) of the words "published and subsisting as at the date of the Transfer Notice" appearing in the 10th and 11th lines of that Article and the addition after the word "consultant" on the 3rd line of the words "or members of the immediate family (as defined in 31B) of an employee, director or consultant."



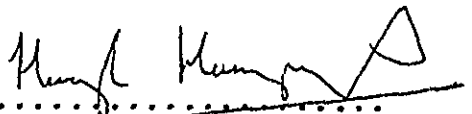
2. By the inclusion in Article 31(B), in the fifth line thereof and following the word "Company" the words "or members of the immediate family of the member and for the purposes of this Clause 31(B) the definition of the "immediate family" shall be determined from time to time by the Board in its absolute discretion".
3. By the inclusion of Article 31(C), in the fourth line thereof, following the word "Company" of the words "or members of the immediate family of the leaving member (as defined in (B) above)".
4. By the deletion of Articles 32(B), (C) and (D), and the replacement thereof by the following new Articles 32(B)(i), (B)(ii), (C) and (D):

32(B)(i) where a leaving member being an employee or Director of or consultant to the Company wishes to sell any or all of his shares in the capital of the Company but thereafter is to remain an employee or director of or consultant to the Company, or where the leaving member is a member of the immediate family or an employee or Director of or consultant to the Company the Transfer Price shall be the value per share of the issued "A" Ordinary Shares as agreed between that leaving member and the Specified Transferee(s);

32(B)(ii) where the leaving member ceases, to be an employee or Director of or consultant to the Company, the Transfer Price shall be equal to 80% of the fair value of the "A" Ordinary Shares comprised in the Transfer Notice and (determined in accordance with Article 32(C) below) or such amount as is agreed between the leaving member and the Specified Transferee(s);

32(C) for the purposes of enabling a Transfer Price to be agreed and for guidance only, but subject only to Articles (B)(ii) and (B)(iii) above, the Auditors shall at the request of the leaving member or the Specified Transferee(s) certify in writing the price which in their opinion is the fair value of the "A" Ordinary Shares comprised in the Transfer Notice ("Auditors Certificate") determined by reference to the amount which, in their opinion, a willing buyer would offer to a willing seller for the whole of the issued share capital of the Company;

32(D) the cost of obtaining an Auditors Certificate pursuant to this Article shall be borne equally by the leaving member and the Specified Transferee(s).


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Chairman