

Company No. 2469592

THE COMPANIES ACT 1985

PRIVATE
COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION
OF
XAAR LIMITED

At an Extraordinary General Meeting of the above named Company duly convened and held at *Science Park, Milton Road, Cambridge* on *16 May* 1995 the following resolution was duly passed as a Special Resolution:

Special Resolution

THAT the Articles of Association of the Company be and they are hereby amended as follows:-

- 1 The following definitions shall be inserted in regulation 3 after the definition of "clear days":

""the EBT" means the Xaar Limited Employee Benefit Trust established by the Trust Deed;

"the EBT Trustees" means the trustees for the time being of the EBT;""

and the following definition shall be inserted after the definition of "secretary":



""the Trust Deed" means the deed made between the Company (1) and Xaar Trustee Limited (2) establishing the EBT (as from time to time amended or varied).""

- 2 The existing regulation 28.11 shall be deleted and replaced by the following new regulation 28.11:

"28.11 Any member who is an employee or director of the Company or any of its subsidiaries (a "Relevant Member") shall upon his ceasing to be (and no longer continuing as) a director and employee whether as a result of death or otherwise, be deemed to have served a transfer notice for the purposes of regulation 28.1 (a "**Deemed Transfer Notice**") on the date of such cessation in respect of all shares of whatever class held by him on the date of such cessation and any person who acquires shares of whatever class within three months after the date of such cessation and in pursuance of rights or interests obtained by such Relevant Member shall be deemed to have served a Deemed Transfer Notice on the date of such acquisition and subject to regulation 28.12, and insofar as the same are not inconsistent with the provisions hereinafter contained and provided that the provisions of regulation 28.6 shall not apply to a Deemed Transfer Notice, the foregoing provisions of this regulation shall apply."

- 3 The existing regulation 28.12 shall be renumbered as regulation 28.13 and the following new regulation 28.12 shall be inserted:

"28.12 Notwithstanding any other provision of these regulations the EBT Trustees shall be entitled to transfer any shares held by them from time to time to any of the Beneficiaries (as defined in the Trust

Deed) and the directors shall have no right to refuse to register any such transfer."

JR Holmes
Chairman