

XAAR LIMITED
No. 2469592

The Companies Act 1985
Company Limited by Shares

At an Extraordinary General Meeting of the 'A' ordinary shareholders of the above named Company duly convened and held on the 4 July 1996, the following resolution was duly passed as a special resolution of the Company:

SPECIAL RESOLUTION

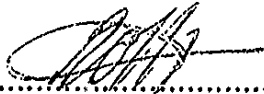
THAT

- (a) the authorised share capital of the Company be increased from £4,315,000 to £5,562,072 by the creation of an additional 1,247,072 'A' ordinary shares of £1 each;
- (b) the directors be, and they are hereby authorised, generally and unconditionally pursuant to Section 80 Companies Act 1985 ("the Act") to exercise all the powers of the Company to allot, grant options over, offer or otherwise deal or dispose of relevant securities (within the meaning of Section 80 of the Act) on and subject to such terms as the directors may determine up to a maximum aggregate nominal amount of the authorised but unissued share capital of the Company as it is immediately after passing this Resolution, to such persons, at such times and upon such terms and conditions as they may determine, subject to the articles of association of the Company, provided that this authority shall expire (unless previously renewed, revoked and varied) on the fifth anniversary of this Resolution being passed;
- (c) the directors be, and they are hereby, empowered pursuant to Section 95 of the Act to allot, grant options over, offer or otherwise deal or dispose of equity securities (within the meaning of Section 94 of the Act) pursuant to the authority conferred by paragraph (b) above, as if Section 89(1) of the Act did not apply to any such allotment, grant of options over, offer, or other dealing with securities provided that this power shall be limited to:-
 - (i) the allotment of up to 900,000 'A' ordinary shares in connection with a private placing of the Company's shares; and
 - (ii) the allotment of equity securities pursuant to agreements, deeds and documents entered by the Company prior to the date of this Resolution; and
 - (iii) the allotment, grant of options over, offering or otherwise dealing or disposing of equity securities up to an aggregate nominal amount of £401,985.30; and

provided further that, subject to paragraph (d) below, this power shall expire (unless previously renewed, revoked, or varied) on the date of the next annual general meeting of the Company following passing this Resolution;



- (d) the authorities and powers contained in this Resolution, paragraph (b) and paragraph (c) above shall allow the Company to make any offer or agreement before the expiry of the relevant authority and power which will, or may, require securities, the subject of the authority and power, to be allotted or granted options over, offered or otherwise dealt with after the same has expired or been revoked and the directors may allot, grant options over, offer or otherwise deal with such relevant securities pursuant to any such offer or agreement as if the relevant authority and power hereby conferred had not expired or been revoked;
- (e) the authorities and powers previously conferred to allot, grant options over, offer or otherwise deal or dispose of securities be revoked, but without prejudice to the allotment, grant of options over, offer or other dealing with securities already made pursuant to such authorities and powers;
- (f) the Articles of Association of the Company be and are hereby amended by the deletion of Article 28.11 and the consequential renumbering of all following Articles.



.....
CHAIRMAN