

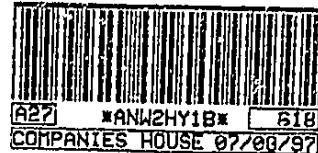
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- 8 JUN 1997

**KAAR LIMITED
ANNUAL GENERAL MEETING
MINUTES**

Date: 10 June 1997 Time: 10.35 am
at: Science Park, Cambridge



Present: Robert Hook (Chairman) Mark Shepherd
Graham Wylie Jonathan Lowe
Steve Temple Michael Geary
Arie Rosenfeld Richard King

The Shareholders

**WE HEREBY CERTIFY THIS TO
BE A TRUE AND COMPLETE
COPY OF THE ORIGINAL**

- The notice convening the meeting was taken as read.

Ordinary Resolutions

- The report of the directors and the audited accounts for the period ended 31 December 1996 were approved.
- The meeting approved the re-appointment of Arthur Andersen & Co as the auditors of the company until the conclusion of the next AGM and authorised the directors to fix their remuneration.
- The meeting approved the re-appointment of Jonathan Lowe as a Director of the Company.
- The meeting approved the re-appointment of Arie Rosenfeld as a Director of the Company.

Special Resolutions

- The meeting approved the empowerment of the Directors to allot, grant options over, offer or otherwise deal or dispose of equity securities according to the limitations set.
- The meeting approved the reduction of the share premium account of the Company by £3,249,038.

There being no other business the meeting was closed at approximately 11.00 am.

Chairman

Date

18 June 1997