

Company Number 2469592

THE COMPANIES ACTS 1985 TO 1989

COMPANY LIMITED BY SHARES

XAAR TECHNOLOGY LTD

ELECTIVE RESOLUTIONS

**WRITTEN RESOLUTIONS OF THE SOLE MEMBER OF THE COMPANY
PASSED PURSUANT TO AND IN ACCORDANCE WITH SECTIONS 381A
AND 379A OF THE COMPANIES ACT 1985**

The following resolutions have been agreed to, pursuant to and in accordance with sections 381A and 379A of the Companies Act 1985, by the undersigned, being the sole member of the Company:

Elective Resolutions

1. To Dispense with AGM

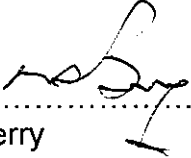
THAT the Company elects, pursuant to and in accordance with sections 366A and 379A of the Companies Act 1985, to dispense with the holding of annual general meetings of the Company.

2. To Dispense with Annual Election of Auditors

THAT the Company elects, pursuant to and in accordance with sections 386 and 379A of the Companies Act 1985, to dispense with the obligation to appoint auditors annually.

3. To Dispense with Laying of Accounts Before General Meeting

THAT the Company elects, pursuant to and in accordance with sections 252 and 379A of the Companies Act 1985, to dispense with the laying of accounts and reports before the Company in general meeting.


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N A Berry
For and on behalf of
Xaar plc

7 October 2002

