

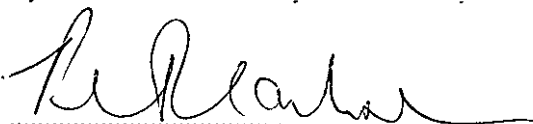
Quadramatic plc

Copy of a resolution of Quadramatic plc (Company number 02549191)

NOTICE IS HEREBY GIVEN that at an Extraordinary General Meeting of the Company held at 10.00 am on 9 December 1998 at 29 Cloth Fair, London, EC 1A 7JQ, the following resolution was passed as an ordinary resolution:

ORDINARY RESOLUTION

That the sale by Instruments Holdings Limited of the entire issued share capital of Comark Limited, CAL Controls Limited and Datapaq Limited under the terms and conditions of an agreement dated 20 November 1998 between (1) the Company, (2) Instruments Holdings Limited, and (3) Shelfco (No 1561) Limited, details of which are set out in the circular sent to the Shareholders of the Company on 23 November 1998 and all acts, other agreements, arrangements and indemnities necessary or, in the opinion of the Directors, desirable to effect or implement such sale be approved and the Directors of the Company be authorised to do all such matters as they may consider to be necessary or desirable to implement such agreement and sale and to agree such amendments or variations to such agreement of a non-substantial nature as may be considered necessary or desirable by them.



Peter Clarkson
Secretary

Registered office

Coin House
New Coin Street
Royton, Oldham
Lancashire OL2 6JZ

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