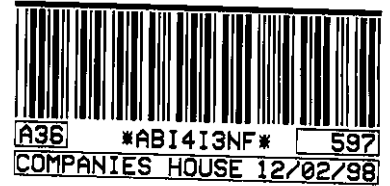


**COPY RESOLUTIONS OF  
QUADRAMATIC PLC**

Company number 02549191

PASSED 5<sup>th</sup> February 1998



NOTICE is hereby given that at the annual general meeting of the above named company held on 5<sup>th</sup> February 1998 the following resolutions were passed as ordinary and special resolutions of the Company as specified below:

**1. ORDINARY RESOLUTIONS**

THAT

- 1.1 The report of the Directors and the accounts of the Company for the twelve months ended 4<sup>th</sup> October 1997 together with the report of auditors be received.
- 1.2 A final dividend of 5.90pence per ordinary share be declared.
- 1.3 Mr Richard Williams who retires as a Director, in accordance with the Articles of Association, be re-appointed a director of the Company.
- 1.4 Price Waterhouse, Chartered Accountants, be re-appointed Auditors of the Company.
- 1.5 The Directors be and are hereby authorised to fix the remuneration of the Auditors for the ensuing year.
- 1.6 The Directors be and they are hereby generally and unconditionally authorised pursuant to section 80 of the Companies Act 1985 ("the Act") to exercise all the powers of the Company to allot relevant securities of the Company (which in this resolution shall have the meaning given to that term in section 80(2) of the Act) up to an aggregate nominal amount of £111,127 but so that:
  - 1.6.1 this authority shall (unless previously revoked or renewed) expire on the date being 15 months from the passing of this resolution or if earlier on the conclusion of the next Annual General Meeting of the Company.
  - 1.6.2 the Company may before such expiry make an offer, agreement or other arrangement which would or might require relevant securities to be allotted after such expiry and the Directors of the Company may allot relevant securities pursuant to any such offer, agreement or other arrangement as if the authority hereby conferred had not expired; and
  - 1.6.3 this authority shall be in substitution for all previous authorities under section 80 of the Act which are hereby revoked but without prejudice to any allotment, offer or agreement made or entered into prior to the date of this resolution.

**2. SPECIAL RESOLUTIONS**

- 2.1 the Directors be and they hereby are empowered pursuant to Section 95 of the Act to allot equity securities of the Company (which in this resolution shall have the meaning given to that term in section 94(2) of the Act) pursuant to the authority conferred by the resolution as if

section 89(1) of the Act did not apply to any such allotment provided that this power shall be limited:

- 2.1.1 to the allotment of equity securities in connection with a rights issue in favour of ordinary shareholders and holders of any other shares or securities of the Company that by their terms are entitled to participate in such rights issue where the equity securities respectively attributable to the interests of all ordinary shareholders and such holders are proportionate (as nearly as may be) to the respective number of ordinary shares held by them or into which their shares or securities are to be deemed converted in calculating the extent of their participation but subject to such exclusions as the Directors may deem fit to deal with fractional entitlements or problems arising in respect of any overseas territory, and
- 2.1.2 otherwise than pursuant to sub paragraph 2.1.1 above up to an aggregate nominal value of £73,940 and the authority given shall, unless revoked or renewed in accordance with section 95(3) of the Act expire on the date being 15 months from the passing of this resolution or if earlier on the conclusion of the next Annual General Meeting of the Company except that the Company may before the expiry of such period make an offer, agreement or other arrangement which would or might require equity securities to be allotted in pursuance of any such offer, agreement or arrangement as if the power hereby conferred had not expired.
- 2.2 That pursuant to Article 52(B) of the Company's Articles of Association, the Company is hereby generally and unconditionally authorised to make market purchases (within the meaning of section 163 of the Act) of the ordinary shares of 3 pence each in the capital of the Company ("ordinary shares") provided that:
- 2.2.1 the maximum price which may be paid for an ordinary share is an amount equal to 5% above the average of the middle market quotations derived from the London Stock Exchange Daily Official List for the 10 business days immediately preceding the day of purchase, exclusive of expenses;
- 2.2.2 the minimum price which may be paid for an ordinary share is 3 pence per ordinary share exclusive of expenses;
- 2.2.3 the maximum price which may be paid for an ordinary share is an amount equal to 5% above the average of the middle market quotations derived from the London Stock Exchange Daily Official List for the 10 business days immediately preceding the day of purchase, exclusive of expenses;
- 2.2.4 the authority hereby conferred shall expire at the conclusion of the next Annual General Meeting of the Company, unless such authority is renewed prior to such time; and
- 2.2.5 the Company may make a contract to purchase ordinary shares under this authority which will or may be executed wholly or partly after the expiry of such authority, and may make purchases of ordinary shares in pursuance of any such contract.

  
CHAIRMAN