

Company No. 2589408

**THE COMPANIES ACT 1985**  
**Company Limited by Shares**  
**SPECIAL AND EXTRAORDINARY**  
**RESOLUTIONS**  
**of**  
**REGENT TECHNOLOGY LIMITED**  
**(Passed the 4<sup>th</sup> day of November 1996)**

At an Extraordinary General Meeting of the above-named Company duly convened and held on the 4<sup>th</sup> day of November 1996 the following Resolutions were passed as to Resolutions numbered 1. to 2. as Special Resolutions and as to Resolution numbered 6. as an Extraordinary Resolution:-

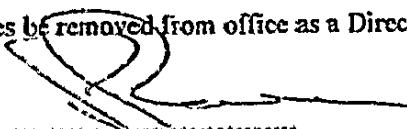
**SPECIAL RESOLUTIONS**

1. That:
  - (i) the Directors be and are hereby generally and unconditionally authorised pursuant to and in accordance with Section 80 of the Companies Act 1985 to exercise for a period from the date of the passing of this Resolution until 3<sup>rd</sup> November 2001 all the powers of the Company to allot relevant securities up to an aggregate nominal value of £90,000 and to make offers or agreements which would or might require relevant securities to be allotted after the expiry of the said period provided that such allotments will fall within the limit aforesaid if made during the said period; for the purposes of this Resolution words and expressions defined in or for the purposes of the said Section 80 shall bear the same meaning herein; and
  - (ii) the Directors be and are hereby authorised to make offers and agreements to allot equity securities (within the meaning of the Companies Act 1985) pursuant to and during the period of the authority contained in (i) above as if Section 89 (1) of the Companies Act 1985 did not apply to any such allotments.
2. That Article 79 of the Articles of Association of the Company be amended by the insertion of the following sentence as a new Article 79(A):

"79(A) Notwithstanding the provisions of Section 303 of the Companies Act 1985, the Company may by Extraordinary Resolution remove a Director (including a Managing Director) before the expiration of his period of office"

**EXTRAORDINARY RESOLUTION**

6. That John Richard Scholes be removed from office as a Director of the Company with immediate effect.

  
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CHAIRMAN  
PETER ROWELL  
8 NOVEMBER 1996

