

Company No. 2648289

THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

SPECIAL RESOLUTIONS

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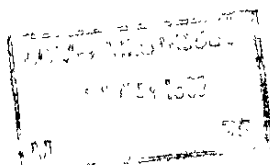
PLANMATICS PLC

At an EXTRAORDINARY GENERAL MEETING of the Company held at 1 The Billings, Walnut Tree Close, Guildford, Surrey GU1 4YD on 1st November 1991 the following Resolutions were passed as Special Resolutions.

SPECIAL RESOLUTIONS

1. THAT the authorised capital of the Company be increased to £150,000 by the creation of 50,000 Ordinary shares of £1 each such shares ranking pari passu with the existing Ordinary shares of £1 each of the Company.
2. THAT new Articles of Association of the Company in the form of the draft annexed hereto and initialled by the Chairman for the purpose of identification be and are hereby adopted in substitution for and to the exclusion of the existing Articles of Association of the Company.
3. THAT the directors are generally and unconditionally authorised pursuant to Section 80 of the Companies Act 1985 to allot and issue up to 134,998 Ordinary shares of £1 each provided that the authority hereby conferred shall expire on 31st October 1996 save that the Company may before such expiry make an offer or agreement which would or might require relevant securities of the Company to be allotted after such expiry and the Directors may allot relevant securities in pursuance of such offer or agreement as if the authority conferred had not expired and the Directors shall have the power to exercise the authority hereby conferred upon them to allot such shares to such persons and on

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such conditions as they may in their discretion determine as if
Section 89(1) of the Companies Act 1985 did not apply thereto.

Panwiczak

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Chairman