

Company No: 2838846

**NOTICE OF A SPECIAL RESOLUTION OF
AMG SYSTEMS LIMITED
PASSED AT AN EXTRAORDINARY GENERAL MEETING
ON 17th February 2005**

The following resolutions were duly passed:

Special Resolution One

It was resolved that the authorised share capital of the company be altered from 24,613 Ordinary 'A' £1.00 shares and 24,612 Ordinary £1.00 Shares, to 2,461,300 Ordinary 'A' £0.01 shares and 2,461,200 Ordinary £0.01 shares.

The 9,845 Ordinary £1.00 shares currently held by Dr Alan Hayes are to be reclassified as 984,500 Ordinary £0.01 shares, the 9,845 Ordinary £1.00 shares currently held by Dr Allen Mabbitt are to be reclassified as 984,500 Ordinary £0.01 shares, and the 8,438 Ordinary 'A' £1.00 Shares currently held by Strathdon Investments Limited are to be reclassified as 843,800 Ordinary 'A' £0.01 Shares.

Special Resolution Two

It was resolved that the authorised share capital of the company be changed from 2,461,300 Ordinary A shares of £0.01 each and 2,461,200 Ordinary shares of £0.01 each, to 2,461,300 Ordinary A shares of £0.01 each, 1,230,600 Ordinary B shares of £0.01 each, and 1,230,600 Ordinary C shares of £0.01 each.

The 984,500 Ordinary shares currently held by Dr Alan Hayes are to be reclassified as Ordinary B shares and the 984,500 Ordinary shares currently held by Dr Allen Mabbitt are to be reclassified as Ordinary C shares.

The rights attached to the Ordinary B shares and Ordinary C shares shall be identical to the rights currently existing for the Ordinary shares, with the exception that the directors shall have the right to declare different levels of dividends between each class.


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COMPANY DIRECTOR

