

No. 2908585

The Companies Act 1985
The Companies Acts 1985 and 1989
Company Limited by Shares
Resolution

MFT Computer Holdings Limited

At an extraordinary general meeting of the above named Company duly convened and held at Sovereign House, South Parade, Leeds on Monday 2nd October 1995 the following resolution was duly proposed and passed as a special resolution:

Resolution

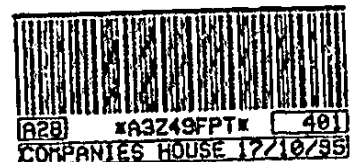
That MFT Computer Systems Limited be authorised to give the financial assistance described in the Form 155(6)(b) Statutory Declaration made by all the directors of the Company in the form submitted to the meeting.


Chairman of the Meeting

Presented by:

Booth & Co. (Reference IWM/27074-1)
Sovereign House
South Parade
Leeds
LS1 1HQ

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"REPORT OF THE AUDITORS TO THE DIRECTORS OF MFT COMPUTER HOLDINGS LIMITED PURSUANT TO SECTION 156(4) OF THE COMPANIES ACT 1985.

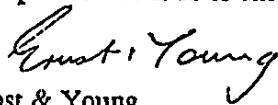
We have examined the attached statutory declaration of the directors dated 2 October 1995 in connection with the proposed financial assistance to be given by MFT Computer Systems Limited ("the Company") for the purchase by MFT Computer Holdings Ltd of 20,000 preferred ordinary shares of £1 each of its share capital from Midland Enterprise Fund for Yorkshire and Humberside.

Basis of opinion

We have enquired into the state of affairs of the Company, so far as is necessary for us to review the bases for the statutory declaration.

Opinion

We are not aware of anything to indicate that the opinion expressed by the directors in the attached declaration as to any of the matters mentioned in Section 156(2) of the Companies Act 1985 is unreasonable in all the circumstances".



Ernst & Young
Chartered Accountants
Registered Auditor
Leeds

2 October 1995