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**INNOVISION RESEARCH & TECHNOLOGY PLC
RESOLUTIONS PASSED AT THE EXTRAORDINARY GENERAL
MEETING ON 21ST FEBRUARY 2005**

Present: Directors: Mike Wroe
Barton Clarke
Ian Buckley-Golder
Pete Symons

Other Shareholders: None

At the extraordinary general meeting of Innovision Research & Technology plc (the "Company") held at 10.00 a.m. on 21 February 2005 at Ash Court, 23 Rose Street, Wokingham RG40 1XS the following resolutions were passed.

ORDINARY RESOLUTION

1. IT WAS RESOLVED THAT, conditional upon the passing of Resolution 2 and the Placing Agreement (as defined in the Circular to Shareholders of the Company dated 28 January 2005) becoming unconditional in all respects save only for the passing of the Resolution and Admission (as defined in the Circular) the Directors be and are generally unconditionally authorised for the purposes of section 80 of the Companies Act 1985 (as amended) (the "Act") to exercise all the powers of the Company to allot relevant securities (within the meaning of section 80(2) of the Act) up to an amount of £198,786.40. This authority shall expire at the conclusion of the Annual General Meeting of the Company to be held in 2006, save that the Company may before such expiry make any offer or agreement which would or might require relevant securities to be allotted after such expiry and the Directors may allot relevant securities in pursuance of any such offer or agreement as if the authority conferred hereby had not expired. This authority shall be in substitution for and shall replace any existing authority subject to the said section 80 to the extent not utilised at the date this resolution is passed.

SPECIAL RESOLUTION

2. IT WAS RESOLVED THAT, the Directors be and are hereby generally and unconditionally empowered to allot equity securities (as defined in section 94(2) of the Act) for cash pursuant to the authority granted to the Directors by this resolution as if section 89(1) of the said Act did not apply to any such allotment: (a) up to an aggregate nominal amount of £58,000, (b) otherwise than pursuant to (a) above, up to an aggregate value of £22,960.68 and this power shall expire at the conclusion of the Annual General Meeting of the Company to be held in 2006, save that the Company may before such expiry make any offer or agreement which would or might require equity securities to be allotted after such expiry and the Directors may allot equity securities in pursuance of such offer or agreement as if the power conferred hereby had not expired.

All resolutions having been passed and with no further business, the meeting closed at 10.02am.

Registered Office:
Ash Court,
23 Rose Street
Wokingham RG40 1XS

By Order of the Board
Company Secretary
Michael Wroe

21 February 2005

