

13/11/01

We certify this to be
a true copy
Ashurst Morris Crisp
19 September

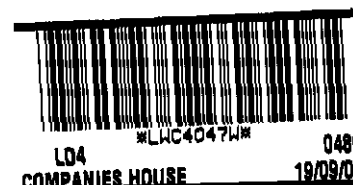
INNOVISION RESEARCH & TECHNOLOGY LIMITED
MEMBER'S WRITTEN RESOLUTION

We, the undersigned, being all the members of the Company who (at the date hereof) would have been entitled to vote upon the resolution set out below if it had been proposed at a general meeting at which we were present, hereby agree pursuant to Article 84 of the Company's Articles of Association to the passing of the resolution set out below (which would otherwise be required to be passed as a special resolution) by way of written resolution.

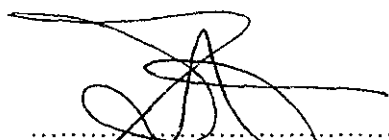
THAT:

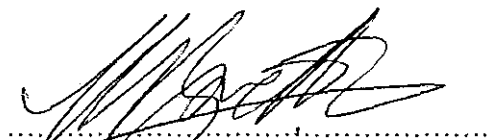
1. the authorised share capital of the Company be and it is hereby increased from £500,000 to £600,000 by the creation of 10,000,000 ordinary shares of 1p each identical to and ranking pari passu with the existing unissued ordinary shares of 1p each of the Company;
2. in substitution for all other existing authorities pursuant to section 80 of the Companies Act 1985, the directors be and are hereby generally and unconditionally authorised for the purposes of section 80 of the Companies Act 1985, to exercise all the powers of the Company to allot relevant securities (within the meaning of section 80(2) of the said Act) up to an aggregate nominal amount of £230,778, this authority to expire on the date of the annual general meeting of the Company in 2001 (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);
3. the directors be and are hereby empowered to allot equity securities (as defined in section 94 of the Companies Act 1985) for cash pursuant to the authority conferred by resolution 2 above as if section 89(1) of the said Act did not apply to any such allotment, provided that this power shall be limited to the allotment of equity securities:-
 - (a) in connection with the proposed placing of 9,900,990 Ordinary Shares the subject of an admission document to be issued on 30 March 2001;
 - (b) in connection with a rights issue in favour of ordinary shareholders where the equity securities are proportionate (as nearly as practicable) to the respective number of ordinary shares held by such holders but subject to such exclusions or other arrangements as the directors may deem necessary or desirable in relation to fractional entitlements or legal or practical problems arising in, or pursuant to, the laws of any territory or the requirements of any regulatory body or stock exchange in any territory; and
 - (c) otherwise than pursuant to (a) above, up to an aggregate nominal amount of £19,765

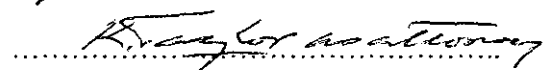
and this power shall expire on the date of the annual general meeting of the Company to be held in 2001 save that the Company may before such expiry make any offer or agreement which would or might require equity securities to be allotted after such expiry and

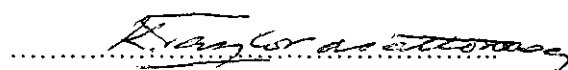


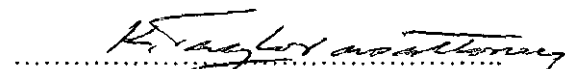
the directors may allot equity securities in pursuance of any such offer or agreement as if the power conferred hereby had not expired.

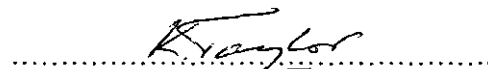

.....
Andrew White

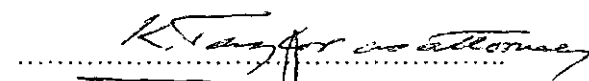

.....
Marc Borrett


.....
Paul Roy



.....
Michael Sperring


.....
Michael Marks

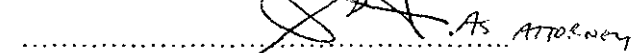

.....
Kenneth Taylor



.....
Check Low

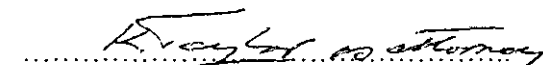

..... AS ATTORNEY
George Borrett

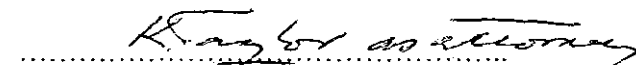

..... AS ATTORNEY
David White

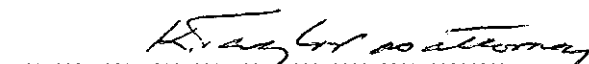

..... AS ATTORNEY
M.A. Curtis


..... AS ATTORNEY
Richard White


..... AS ATTORNEY
A. Snuggs


.....
Jonathan Taylor


.....
Richard Taylor


.....
James Taylor


..... AS ATTORNEY
Laura Pike

Dated: 29 March 2001