

Company Number 03071231

THE COMPANIES ACT 2006
SPECIAL AND ORDINARY RESOLUTIONS OF
1... LIMITED
PASSED ON 20 AUGUST 2008

At an ANNUAL GENERAL MEETING of the above-named Company duly convened and held at The offices of the Company at St Johns Innovation Centre, Cowley Road, Cambridge CB4 0WS on 20 August 2008 the following Resolutions were duly passed as Ordinary and Special Resolutions of the Company

ORDINARY RESOLUTIONS

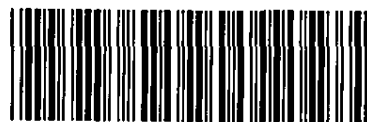
- 1 To increase the authorised share capital of the Company from £5,500 to £20,000 by the creation of 5,800,000 Ordinary shares of £0 0025 each ranking pari passu in all respects with the existing Ordinary shares in the capital of the Company
- 2 To authorise the directors generally and unconditionally pursuant to section 80 of the Companies Act 1985 to exercise any power of the Company to allot and grant rights to subscribe for or to convert securities into shares of the Company up to a maximum nominal amount equal to the nominal amount of the authorised but unissued share capital at the date of the passing of this resolution Provided that the authority hereby given shall expire 5 years after the passing of this resolution unless previously renewed or varied save that the directors may, notwithstanding such expiry, allot any shares or grant any such rights under this authority in pursuance of an offer or agreement so to do made by the Company before the expiry of this authority

SPECIAL RESOLUTIONS

- 3 That the pre-emption rights on the allotment of shares as set out in article 2(b) of the Articles of Association of the Company ("the Articles") be and are hereby disapplied for the purpose of the allotment and issue of ordinary shares of £0 0025 each in the capital of the Company pursuant to the exercise of conversion rights in respect of loans created and issued under Convertible Loan Agreements between the Company and Sussex Research Limited, the conversion of the Company's Secured Convertible Loan Notes 2008 together with accrued interest into ordinary shares of £0 0025 each, the allotment of ordinary shares of £0 0025 each to the Company's existing shareholders to satisfy applications under the Company's offer for shares made by Chairman's letter dated 11 July 2008 (the "Chairman's Letter") and to satisfy the conversion of any of the Company's Secured Convertible Loan Notes 2011 on the terms set out in the Chairman's Letter
- 4 That the name of the Company be changed to Cambridge Mechatronics Limited"


Secretary

TUESDAY



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COMPANIES HOUSE