

No 3161100

THE COMPANIES ACT 1985

PRIVATE COMPANY LIMITED BY SHARES

SPECIAL RESOLUTIONS

OF

AUTOSIGNS HOLDINGS PLC

Pursuant to resolutions in writing passed on the ~~15~~ day of December 2000 the following resolutions were duly passed as special and ordinary resolutions:-

ORDINARY RESOLUTIONS

- 1 That the share capital of the Company be increased to £220,000 by the creation of 10,000 additional ordinary shares of £1 each ranking pari passu in all respects with the existing ordinary shares in the capital of the Company.
- 2 That for the purposes of Section 80 of the Companies Act 1985 the directors be and they are hereby generally and unconditionally authorised to exercise all powers of the Company to allot relevant securities (within the meaning of the said Section 80) up to an aggregate nominal amount of £220,000. Provided that this authority shall expire on the day preceding the fifth anniversary of the passing of the resolution save that the Company may before such expiry make an offer or agreement which would or might require relevant securities to be allotted after such expiry and the Directors may allot the relevant securities in pursuance of such offer or agreement as if the authority conferred hereby had not expired.

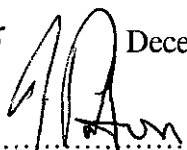
SPECIAL RESOLUTION

- 3 That the directors be and they are hereby empowered pursuant to Section 95 of the Companies Act 1985 to allot equity securities (within the meaning of Section 94 of the Act) 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 up to



an aggregate nominal value of £220,000 an shall expire on the day preceding the fifth anniversary of the passing of this resolution save that the Company may before such expiry make an 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.

DATED 15 December 2000

A handwritten signature in black ink, appearing to be 'J. A. ...', is written over a horizontal dotted line.

Chairman