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D. Hunt for CMS Cameron McKenna LLP
DATE *23/09/07*
CMS Cameron McKenna LLP
Mitre House, 160 Aldersgate Street
London EC1A 4DD

THE COMPANIES ACTS

SPECIAL AND ORDINARY RESOLUTIONS

of

LUMINAR PLC

(the "Company")

MONDAY



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AT AN EXTRAORDINARY GENERAL MEETING of the Company duly convened and held at the offices of CMS Cameron McKenna LLP at Mitre House, 160 Aldersgate Street, London EC1A 4DD at 9 45 a m on 28 September 2007, the following resolutions were duly passed

SPECIAL RESOLUTION

That

- (A) the Directors of the Company be and are hereby authorised to take all such action as they may consider necessary or appropriate for carrying the Scheme of Arrangement dated 4 September 2007 in its original form or with or subject to any modification, addition or condition approved or imposed by the Court (the "Scheme") proposed to be made between the Company and the Scheme Shareholders (as defined in the Scheme) into effect
- (B) for the purpose of giving effect to the Scheme
- (a) the issued share capital of the Company be reduced by cancelling and extinguishing the Existing Ordinary Shares (as defined in the Scheme);
- (b) forthwith and contingently upon such reduction of capital taking effect
- (i) the authorised share capital of the Company be increased to its former amount by the creation of such number of New Luminar Ordinary Shares (as defined in the Scheme) as shall be equal to the aggregate nominal amount of the Existing Ordinary Shares cancelled pursuant to paragraph (B)(a) of this Resolution, and
- (ii) the Company shall apply the credit arising in its books of account as a result of such reduction of capital in paying up in full, at par, such New Luminar Ordinary Shares which shall be allotted and issued, credited as fully paid, to New Luminar (as defined in the Scheme) and/or its nominee or nominees, and
- (iii) the Directors of the Company be and they are hereby generally and unconditionally authorised, for the purposes of section 80 of the Companies Act 1985, to allot such New Luminar Ordinary Shares provided that (a) the maximum aggregate nominal amount of the shares which may be allotted hereunder shall be £26,500,000, (b) this

authority shall expire on 19 October 2007 (or such later date by when the Court (as defined in the Scheme) has allowed the Scheme to become effective), and (c) this authority shall be in addition to any subsisting authority conferred on the Directors of the Company pursuant to the said section 80,

- (C) the Articles of Association of the Company be amended by the adoption and inclusion of the following new Article as Article 157

157(A) For the purpose of this Article 157, references to the "Scheme" are to the scheme of arrangement between the Company and the Shareholders dated 4 September 2007 under section 425 of the Companies Act 1985 in its original form or with or subject to any modification, addition or condition approved or imposed by the Court. Terms defined in the Scheme shall have the same meanings in this Article

157(B) If any Existing Ordinary Shares in the Company are allotted and issued to any person (a new member) other than New Luminar and/or its nominee or nominees after the time at which this Article becomes effective they will:

- (i) if allotment and issue is prior to the confirmation by the Court of the reduction of capital provided for under the Scheme, be allotted and issued subject to the terms of the Scheme and shall be Existing Ordinary Shares for the purposes thereof and the new member, and any subsequent holder other than New Luminar and/or its nominee or nominees, shall be bound by the terms of the Scheme, and
- (ii) if allotment and issue is after the Scheme has become effective, be immediately transferred to New Luminar and/or its nominee or nominees in consideration of and conditional on the issue or transfer to the new member of one New Ordinary Share for every one Existing Ordinary Share in the Company so transferred. The New Ordinary Shares issued pursuant to this Article 157(B)(ii) to the new member will be credited as fully paid and will rank equally in all respects with all New Ordinary Shares in issue at the time and be subject to New Luminar Articles

157(C) The number of New Ordinary Shares to be issued or transferred to the new member under this Article 157 may be adjusted by the Directors of the Company in such manner as the Company's auditors may determine on any reorganisation of or material alteration of the share capital of either the Company or of New Luminar or any other return of value to holders of New Ordinary Shares effected after the Scheme Effective Date, provided always that any fractions of a New Ordinary Share shall be disregarded and shall be aggregated and sold for the benefit of the relevant Shareholders and the proceeds of the sale will be distributed to those Shareholders pro rata to their fractional entitlements (save that individual fractional entitlements not exceeding £3.00 shall be donated to charities chosen by the Board)

157(D) In order to give effect to any such transfer required by this Article 157, the Company may appoint any person to execute and deliver a form of transfer on behalf of the new member in favour of New Luminar and/or its nominee or nominees and to agree for and on behalf of the new member to become a member of New Luminar

Pending the registration of New Luminar as a holder of any share to be transferred pursuant to this Article 157, New Luminar shall be empowered to appoint a person nominated by the Directors of the Company to act as attorney on behalf of any holder of such share in accordance with such directions as New Luminar may give in relation to any dealings with or disposal of such share (or any interest therein), exercising any rights attached thereto or receiving any distribution or other benefit accruing or payable in respect thereof and any holder of such share shall exercise all rights attached thereto in accordance with the directions of New Luminar but not otherwise ”

ORDINARY RESOLUTION

That the rules of the New Luminar 2007 Performance Share Plan (the “New Luminar PSP”) summarised in paragraph 6.12 of Part 6 of the circular to the Company’s shareholders dated 4 September 2007, and produced in draft to this meeting and, for the purposes of identification, initialled by the Chairman, be and are hereby approved and the Board be authorised to

- (a) make such modifications to the New Luminar PSP as they may consider appropriate to take account of the requirements of best practice and for the implementation of the New Luminar PSP and to adopt the New Luminar PSP as so modified and to do all such other acts and things as they may consider appropriate to implement the New Luminar PSP, and
- (b) establish further plans based on the New Luminar PSP but modified to take account of local tax, exchange control or securities laws in overseas territories, provided that any shares made available under such further plans are treated as counting against the limits on individual or overall participation in the New Luminar PSP

Dated 28 September 2007


Chairman

Presented by
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