

Company Number 3611347

THE COMPANIES ACT 1985  
COMPANY LIMITED BY SHARES

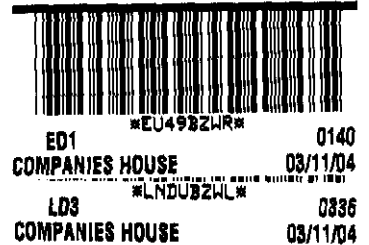
JONES DAY  
21 TUDOR STREET  
LONDON EC4A 3DF

SPECIAL RESOLUTIONS

Of

QUILLER HOLDINGS LIMITED

Dated: 29 October 2004



We being all the members of the above Company hereby resolve in writing as Special Resolutions the following:-

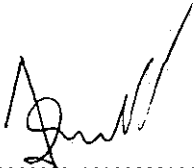
1. THAT the Articles of Association of the Company be amended by adding the following paragraph as a new **Article 3.6:-**
  - 3.6 Notwithstanding anything contained in these Articles, the directors shall not decline to register any transfer of shares where such transfer is executed by or in favour of any bank or institution to whom such shares have been charged or mortgaged (or by or in favour of any nominee of such bank or institution), nor may the directors suspend registration of any member which is a bank or institution (or nominee thereof) to whom such shares have been charged or mortgaged. A certificate by any official of such bank or institution that the relevant shares are so charged or mortgaged shall be conclusive evidence of such facts.
2. THAT upon the recommendation of the Directors of the Company, the Company be authorised to give the financial assistance for the purpose of the acquisition (the "Acquisition") of shares in the Company as described in the declaration sworn by the Directors of the Company and to execute and deliver all the documents contemplated thereby (the provision of such financial assistance being in the best interests and for the commercial benefit and advantage of the Company).
3. THAT the giving of financial assistance (within the meaning of Section 152 of the Act) by the Company's subsidiary, Quiller Electronics Limited, for the purpose of the Acquisition, taking the form and having the principal terms described in Form 155(6)b of today's date (a copy of which has been supplied to each member of the Company together with the relevant auditors' report required to be annexed to it by Section 156(4) of the Act) in the form required by Section 155(6) of the Act and complying with Section 156 of the Act be and is hereby approved for the purposes of Section 155(5) of the Act.

We each acknowledge that:

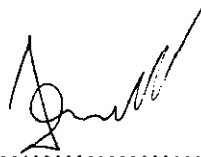
- (i) each of the documents listed in the statutory declarations referred to in paragraphs 2 and 3 above; and

- (ii) the documents referred to in section 157(4)(a) of the Companies Act 1985 (as amended)

have been supplied to us.



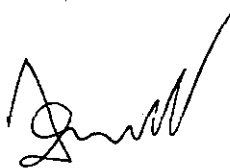
.....  
Gerald Baker and Joyce Baker  
by their attorney, Deltron Electronics plc  
(acting by Derek O'Neill, director)



.....  
Trevor John Baker  
by his attorney, Deltron Electronics plc  
(acting by Derek O'Neill, director)



.....  
David Howard Rees Brace  
by his attorney, Deltron Electronics plc  
(acting by Derek O'Neill, director)



.....  
James Richard Clarke  
by his attorney, Deltron Electronics plc  
(acting by Derek O'Neill, director)

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**THE COMPANIES ACTS 1985 TO 1989  
COMPANY LIMITED BY SHARES**

**MEMORANDUM AND  
ARTICLES OF ASSOCIATION  
OF  
QUILLER HOLDINGS LIMITED**