

Company No. 3984290

THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

ELECTIVE RESOLUTIONS

of

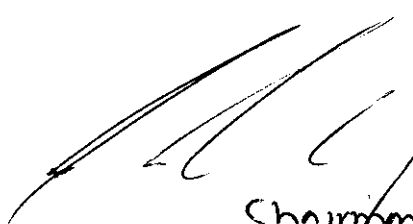
LANSYS LIMITED

passed on 5 July, 2000 pursuant to Section 379A Companies Act 1985

At an Annual General Meeting of the members of the above named company duly convened and held on 5 July, 2000 the following resolutions were duly passed as Elective Resolutions:

ELECTIVE RESOLUTIONS

- a) THAT the Company hereby elects pursuant to Section 80A(1) of the Companies Act 1985 ("the Act") that the provisions of Section 80A of the Act shall apply, instead of the provisions of Section 80(4) & (5) of the Act, in relation to the giving or renewal hereafter of an authority under that Section for the allotment of relevant securities.
- b) THAT, pursuant to Section 366A of the Companies Act 1985, the Company hereby elects to dispense with the holding of annual general meetings for the current year and all subsequent years.
- c) THAT, pursuant to Section 386 of the Companies Act 1985, the Company hereby elects to dispense with the obligation to appoint auditors annually.
- d) THAT, pursuant to Section 252 of the Companies Act 1985, the Company hereby elects to dispense with the laying of accounts and reports before the Company in general meeting for the current financial year and all subsequent financial years.
- e) THAT, pursuant to Section 369(4) and Section 378(3) of the Companies Act 1985, the Company hereby elects that the said sub-sections shall have effect in relation to the Company as if for the references in those Sections to 95 per cent there were substituted reference to 90 per cent.


Chairman

