

Special Resolution
Companies Act

Company Number: 4006012

Company Name: LOGIC ONE AUTOMATION LIMITED

At a General Meeting of the members of the above named company, duly convened and held at Temple Court, 107 Oxford Road, Oxford, OX4 2ER on the

1 day of June 2000

The following Special Resolution was duly passed:

That article 8 be replaced by the following:

"Any member wishing to transfer a share or shares in the Company must offer them for sale to existing members first, at fair value, being a price certified by the Company's auditors whose opinion shall be binding and conclusive.


A member wishing to transfer shares must notify the Company Secretary of his or her wish and the number of shares that are the subject of the transfer. The Company Secretary shall then inform all members by notice of the transfer and request offers for the shares. Such notice to be given within seven days of first being informed of the transfer by the transferor.

Members wishing to purchase the shares must make an offer in writing to the Company Secretary within 14 days of the notice.

All remaining shares not purchased by existing members may then be offered to third parties. However the Directors shall retain the right to refuse any transfer of shares to third parties.

The Directors must decide on whether to refuse to register the transfer within two months of the transfer being lodged with the Company, failing which they shall no longer be able to exercise their discretion.

This procedure applies to all employees owning shares in the Company and who subsequently leave the employ of the Company."

Signature: 
Chairman, Director, Secretary or other Officer of the Company

