

THE COMPANIES ACTS 1985 AND 1989
NOTICE OF EXTRAORDINARY GENERAL MEETING
of
ENVISIONAL SOLUTIONS PLC

NOTICE IS HEREBY GIVEN THAT an extraordinary general meeting of the Company will be held at the registered offices of the company at **6 Westbrook Centre, Milton Road, Cambridge CB4 1YG on Wednesday 24th July 2002 at 10:30 a.m.** for the purpose of considering and, if thought fit, passing the following resolutions which will be proposed as ordinary resolutions in respect of resolutions 1 and 2, and special resolutions in respect of resolutions 3 and 4:

RESOLUTIONS

1. Increase in Authorised Share Capital

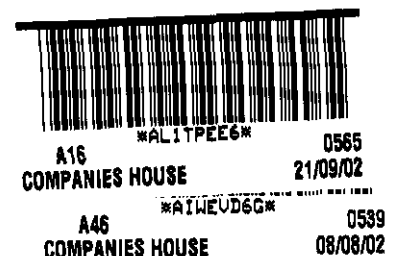
That the authorised share capital in the Company be increased from £120,000 divided into 1,200,000 ordinary shares of 10 pence each to £220,000 divided into 2,200,000 ordinary shares of ten pence each by the creation of 1,000,000 new ordinary shares of ten pence each.

2. Authority to Allot

That, in accordance with Section 80 of the Companies Act 1985 ("the Act"), the members authorise the directors to allot, dispose of, or grant options over 1,400,000 of the authorised but unissued ordinary shares of ten pence each to such persons, on such terms and in such manner as they think fit subject to the provisions of the Articles of Association during a period of 12 months commencing with the date of these resolutions.

3. Dis-application of Pre-emption Rights

That previous authorisations given by the Company in the Company's Articles in general meeting or otherwise pursuant to Section 80 of the Act be and are hereby revoked and the directors be and are hereby empowered pursuant to Section 95(1) of the Act to allot the shares referred to in the resolutions above pursuant to the authority conferred by resolution 2 as if Section 89(1) did not apply to the allotment of shares provided that such power shall expire 12 months after the date of these resolutions.



4. Re-registration

4.1 That the Company be re-registered as a private company under section 53(1)(a) of the Companies Act 1985 ("**the Act**") with the name Envisional Solutions Limited;

4.2 That subject to and upon the issue by the Registrar of Companies of a certificate of incorporation stating that the Company is a private limited company and pursuant to section 53(2) of the Act:

4.2.a the memorandum of association be amended by deleting existing clauses 1, 2 and 6, and inserting new clauses 1, 2 and 6 as follows:

"1. The Company's name is Envisional Solutions Limited.

2. The Company is a private company.

6. The Company's share capital is £220,000 divided into 2,200,000 ordinary shares of 10 pence each."

4.2.b the regulations contained in the printed documents now produced to the meeting and, for the purpose of identification, signed by the Chairman of the meeting, be and are hereby adopted as the articles of association of the Company in substitution for, and to the exclusion of, the existing articles of association.

By order of the Board

Eldon Allison
Company Secretary

Registered Office:

Westbrook Centre, Milton Road, Cambridge CB4 1YB

Note:

A member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and, on a poll, vote instead of him. A proxy need not be a member of the Company.