

Company number: 4325633

**THE COMPANIES ACTS 1985 AND 1989
COMPANY LIMITED BY SHARES
WRITTEN RESOLUTIONS
OF
INSTRUMENTEL LIMITED (the Company)**



We being the all the members of the Company entitled to receive notice of and to attend and vote at general meetings of the Company **UNANIMOUSLY PASS** the following resolutions of the Company pursuant to regulation 53 of Table A to the Companies Act 1985 (as amended) (the Act):

ORDINARY RESOLUTION

- 1 THAT the directors be and are hereby generally and unconditionally authorised pursuant to Section 80A of the Companies Act 1985 to exercise all the powers of the Company to allot relevant securities (within the meaning of Section 80 of this said Act) up to an aggregate nominal amount of £200 at any time or times and upon such terms as they think fit provided that this authority shall expire on the earlier of the date falling fifteen months from the passing of this resolution and the date of the next annual general meeting after the passing of this resolution save that the board may before the expiry of the authority granted by this resolution make a further offer or agreement which would or might require relevant securities to be allotted after such expiry and the board may allot relevant securities in pursuance of such an offer or agreement as if the authority conferred by this resolution had not expired.

SPECIAL RESOLUTIONS

- 2 THAT pursuant to Section 95 of the Companies Act 1985 the provisions of Section 89(1) of the said Act shall not apply to the allotment of any shares which at the time of passing of this resolution the directors propose to allot is limited to equity securities up to an aggregate nominal of £200 provided that this authority shall expire on the earlier of the date falling fifteen months from the passing of this resolution and the date of the next annual general meeting after the passing of this resolution save that the board may before the expiry of the authority granted by this resolution make a further offer or agreement which would or might require relevant securities to be allotted after such expiry and the board may allot relevant securities in pursuance of such an offer or agreement as if the authority conferred by this resolution had not expired and
- 3 THAT the provisions of Article 3.2 of the Articles of Association shall not apply to the proposed allotment of 667 ordinary shares of 10 pence each to White Rose Technology Limited and 1,333

ordinary shares of 10 pence each to Sound Ceilings Limited provided that such allotment in made within one month of the date hereof.

Signed
Gregory Douglas Horler

Date: 21st September 2004.

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Leeds University

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White Rose Technology Limited

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