

Company No.: 166753

THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

WRITTEN RESOLUTIONS

of

NORSON GROUP LIMITED

passed on ^{28th} August 1996

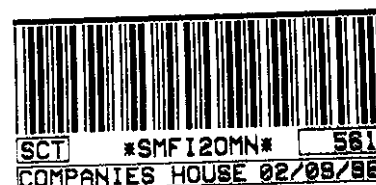
Pursuant to Section 381A of The Companies Act 1985 the following Resolutions were passed as Resolutions of the Company:-

SPECIAL RESOLUTIONS

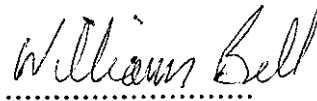
1. "That the authorised Share Capital of the Company be and is hereby increased from £150,000 to £1,950,000 by the creation of 1,550,000 Preference Shares of £1 each and 250,000 'A' Ordinary Shares of £1 each with rights as set out in the Articles of Association of the Company."
2. "That the Regulations contained in the printed document submitted to this meeting and, for the purpose of identification subscribed by the Chairman hereof, be approved and adopted as the new Articles of Association of the Company in substitution for and to the exclusion of all the existing Articles thereof."

ORDINARY RESOLUTIONS

3. "That the Directors of the Company be and are hereby generally and unconditionally authorised to exercise all the powers of the Company to allot relevant securities (within the meaning of Section 80 of the Companies Act 1985) up to a maximum of the authorised share capital of the Company as increased by the foregoing Resolution during the period of 7 days from the date of the passing of this Resolution, after which such authority will expire, provided that the Company may, before such expiry make an offer or agreement which would or might require relevant securities to be allotted after such expiry, and the Directors of the Company may allot relevant securities in pursuance of such offer or agreement as if the authority conferred hereby had not expired."



4. "That the Company hereby approves and consent to and ratifies the actions of the Directors of the Company in agreeing to creating, granting, approving, executing and delivering the Guarantee in favour of Clydesdale Bank PLC in the form attached to this Resolution."

A handwritten signature in cursive script, reading "William Bell". The signature is written in dark ink and is positioned above a horizontal dotted line.

William Bell
Chairman