

Number of Company: SC201025

THE COMPANIES ACT 1985  
COMPANY LIMITED BY SHARES  
SPECIAL AND ORDINARY RESOLUTIONS  
of  
HOMELINK TECHNOLOGIES LIMITED

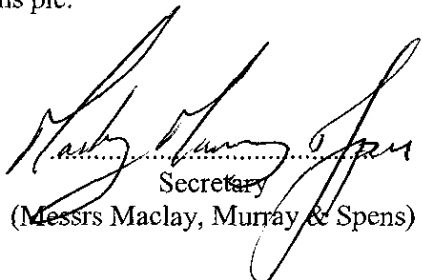
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Passed on 12 November 2002  
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At an Annual General Meeting of the above named Company, duly convened and held at 151 St Vincent Street, Glasgow G2 5NJ on the 12 day of November 2002 the subjoined Resolutions were duly passed Resolutions 1 – 3 and 7 - 8 as Special Resolutions and Resolution 4 to 6 as Ordinary Resolutions:-

1. That Article 2.2 of the Company's Articles of Association be amended by deleting the figure "35" so that Article 35 of Table A shall apply to the Company for the purposes of the Company's entry into the Contract referred to in Special Resolution 3 below.
2. That Article 13 of the Company's Articles of Association be and is hereby waived insofar as is required to effect the proposed Contract authorised by Special Resolution 3 below.
3. That for the purposes of Section 165 of the Companies Act 1985 (as amended) (the "Act") the terms of the Contract proposed to be made between (1) David Gordon and (2) the Company for the purchase by the Company of 243,972 B Shares of £1 each in the capital of the Company from David Gordon (being his entire shareholdings in the Company), which terms are set out in the copy of the proposed Agreement produced to this meeting and for the purpose of identification signed by the Chairman hereof, be and are hereby approved.
4. That for the purposes of Section 320 of the Act the buy back of shares from David Gordon by the Company in the form of the proposed Contract referred to in Special Resolution 3 above be and is hereby approved



5. That the authorised share capital of the Company be increased from £3,122,354.50 to £3,172,354.50 by the creation of 500,000 B Shares of 10 pence each;
6. That, in substitution for any existing power under Section 80 of the Act in respect of B Shares the Directors be and they are hereby generally and unconditionally authorised to exercise all powers of the Company to allot relevant securities (within the meaning of Section 80(2) of the Act) up to an aggregate amount of 550,000 B Shares of 10 pence each in the capital of the Company provided that such authority shall expire at the next Annual General Meeting of the Company save 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 as if the authority conferred thereby had not expired.
7. That, in substitution for any existing power in respect of B Shares under Section 95 of the Act the Directors be and are hereby empowered pursuant to Section 95 of the Act to allot equity securities (within the meaning of Section 94 of the Act) for cash pursuant to the authority conferred by Resolution 6 above as if Section 89(1) of the Act did not apply to any such allotment provided that this power shall be limited to the allotment of equity securities in connection with the Offer as that term is more particularly defined in a Letter from the Chairman of the Company to its B Shareholders dated 14 October 2002 and so that the authority hereby conferred shall expire at the conclusion of the next Annual General Meeting of the Company save that the power conferred by this Resolution shall enable the Company to make an offer or agreement before the expiry of the said power and the Board may allot equity securities in pursuance of any such offer or agreement notwithstanding the expiry of such power.
8. That Article 12 of the Company's Articles of Association shall not apply to the allotments of shares in the share capital of the Company in connection with the proposed offer of B Shares of 10 pence each pursuant to clause 6 of the subscription agreement dated 7 March 2002 and entered into between David Gordon and another, the Company and British Telecommunications plc.

  
Secretary  
(Messrs Maclay, Murray & Spens)

**Certified a true copy**

**THIS AGREEMENT** is made

*Maclay Murray & Spens, London*  
**Maclay Murray & Spens, London** 18.11.02.

**BETWEEN:**

- (1) **DAVID HYMAN GORDON** residing at 18 Clarence Gardens, Glasgow G3 7JN (hereinafter called the "Vendor");
- (2) **HOMELINK TECHNOLOGIES LIMITED** incorporated under the Companies Acts 1985 (as amended) with company registration number SC20125 and having its Registered Office at 4 Somerset Place, Glasgow G3 7TJ (hereinafter called the "Purchaser").

**WHEREAS:**

- (A) The Purchaser has an authorised share capital of £3,122,354.50 divided into:

- 1,180,014 A Shares of £1 each;
- 995,891 B Shares of £1 each;
- 1,964,495 B Shares of 10p each; and
- 750,000 Preference Shares of £1 each

of which

- 983,338 A Shares of £1 each;
- 788,871 B Shares of £1 each;
- 1,505,584 B Shares of 10p each; and
- 750,000 Preference Shares of £1 each

are issued and fully paid.

- (B) The Vendor is the legal and beneficial owner of 243,972 B shares of £1 each in the issued share capital of the Purchaser;
- (C) The Vendor has entered into a letter of indemnity on 20 November 2001 (the "Letter of Indemnity"), granting the Purchaser an indemnity, inter alia, in relation to its liability to pay the Inland Revenue, PAYE and NIC in relation to payments made to the Vendor as set out in the Letter of Indemnity;

- (D) The Vendor has agreed to sell 243,972 B shares of £1 each (being his entire shareholding in the Company hereinafter called the "Vendor's Shares") of the Vendor's shares in the Purchaser to the Purchaser for the consideration and otherwise upon the terms and conditions set out below.

**THEREFORE** the Parties hereby CONTRACT and AGREE as follows:

- 1.1 Subject to Clause 1.3 of this Agreement, the Vendor as legal and beneficial owner shall sell and the Purchaser shall purchase the Vendor's Shares on the date of this Agreement together with all rights attaching thereto on or after the date of this Agreement with full title guarantee free from all liens, charges and encumbrances for the price specified in Clause 2 and upon and subject to the terms and conditions of this Agreement.
- 1.2 The phrase "full title guarantee" set out in Clause 1.1 above shall bear the meaning set out in the Law of Property (Miscellaneous Provisions) Act 1994 of England and Wales, save that the covenant in section 3(1) shall not in any context of this Agreement include the words "other than any charges which that person does not and could not reasonably be expected to know about" and the whole of section 6(2) shall not apply.
- 1.3 This Agreement shall be conditional upon the satisfactory completion of the Rights Issue (referred to in the letter to the shareholders of the Purchaser on or around 19 August 2002) and the passing of special resolutions by the shareholders of the Purchaser more particularly set out in the Notice of Extraordinary General Meeting attached hereto (the "Resolutions").
2. The consideration for the sale and purchase of the Vendor's Shares shall be the sum of £202,361.
3. On the date of this Agreement the Vendor shall deliver or cause to be delivered to the Purchaser a duly executed transfer in favour of the Purchaser of the Vendor's Shares together with the relative Share Certificate in respect of the said Shares and all such other documents, duly executed, which may be required to give good title to the Vendor's Shares. Subject to and as soon as practicable after the date on which this Agreement becomes unconditional the purchaser shall pay, and the Vendor hereby irrevocably authorises the purchaser to pay on his behalf, the sum of £202,361 or such smaller sum including interest and penalties as the Vendor owes to the Inland Revenue in respect of payments made to the Vendor as set out in the Letter of Indemnity and any balance remaining thereafter shall be paid to the Vendor.

4. The parties to this Agreement hereby undertake to execute all documents and to do all acts and things necessary, expedient or desirable to give full force and effect to the provisions of this Agreement and the spirit and intent of the arrangements hereby contemplated.
5. This Agreement shall be governed by and construed in accordance with the laws of Scotland.

**SUBSCRIBED** in Glasgow on the                      day of                      2002

by the said                      )

**DAVID HYMAN GORDON** )

in the presence of: .....

Witness Signature: .....

Witness Name: .....

Address: .....

.....

.....

Occupation: .....

**SUBSCRIBED** in Glasgow on the                      day of                      2002

by                      )

)

for and on behalf of                      )

**HOMELINK**                      )

**TECHNOLOGIES LIMITED** )

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Certified a true copy

HOMELINK TECHNOLOGIES LIMITED

Macley Murray & Spens, London

18.11.02

NOTICE IS HEREBY GIVEN that an ANNUAL GENERAL MEETING of the Company will be convened at 151 St Vincent Street, Glasgow G2 5NJ on Tuesday, 12 November 2002 at 12.00 noon for the purpose of transacting the following business:-

Ordinary Business

1. To receive the Accounts of the Company as at 31 March 2002 and the Reports of the Directors and Auditors thereon.
2. To re-appoint Messrs PKF as Auditors and fix their remuneration.

Special Business

To consider and, if thought fit, pass the following resolutions 3 to 5, 9 and 10 as Special Resolutions and resolutions 6 to 8 as Ordinary Resolutions:-

3. That Article 2.2 of the Company's Articles of Association be amended by deleting the figure "35" so that Article 35 of Table A shall apply to the Company for the purposes of the Company's entry into the Contract referred to in Resolution 5 below.
4. That Article 13 of the Company's Articles of Association be and is hereby waived insofar as is required to effect the proposed Contract authorised by Special Resolution 5 below.
5. That for the purposes of Section 165 of the Companies Act 1985 (as amended) (the "Act") the terms of the Contract proposed to be made between (1) David Gordon and (2) the Company for the purchase by the Company of 243,972 B Shares of £1 each in the capital of the Company from David Gordon (being his entire shareholdings in the Company), which terms are set out in the copy of the proposed Agreement produced to this meeting and for the purpose of identification signed by the Chairman hereof, be and are hereby approved.

6.

That for the purposes of Section 320 of the Act the buy back of shares from David Gordon by the Company in the form of the proposed Contract referred to in Resolution 5 above be and is hereby approved

7.

That the authorised share capital of the Company be increased from £3,122,354.50 to £3,172,354.50 by the creation of 500,000 B Shares of 10 pence each;

8.

That, in substitution for any existing power under Section 80 of the Act in respect of B Shares the Directors be and they are hereby generally and unconditionally authorised to exercise all powers of the Company to allot relevant securities (within the meaning of Section 80(2) of the Act) up to an aggregate amount of 550,000 B Shares of 10 pence each in the capital of the Company provided that such authority shall expire at the next Annual General Meeting of the Company save that the Company may before such expiry make an offer or agreement which would or might require relevant security to be allotted after such expiry as if the authority deferred thereby had not expired.

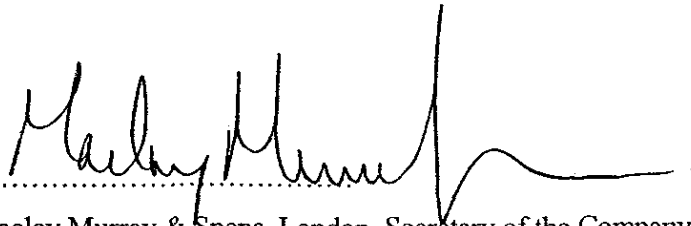
9.

That, in substitution for any existing power in respect of B Shares under Section 95 of the Act the Directors be and are hereby empowered pursuant to Section 95 of the Act to allot equity securities (within the meaning of Section 94 of the Act) for cash pursuant to the authority conferred by Resolution 7 above as if Section 89(1) of the Act did not apply to any such allotment provided that this power shall be limited to the allotment of equity securities in connection with the Offer as that term is more particularly defined in a Letter from the Chairman of the Company to its B Shareholders dated 14 October 2002 and so that the authority hereby conferred shall expire at the conclusion of the next Annual General Meeting of the Company save that the power conferred by this Resolution shall enable the Company to make an offer or agreement before the expiry of the said power and the Board may allot equity securities in pursuance of any such offer or agreement notwithstanding the expiry of such power.

10.

That Article 12 of the Company's Articles of Association shall not apply to the allotments of shares in the share capital of the Company in connection with the proposed offer of shares pursuant to clause 6 of the subscription agreement dated 7 March 2002 and entered into between David Gordon and another, the Company and British Telecommunications plc.

BY ORDER OF THE BOARD

A handwritten signature in black ink, appearing to read 'Maclay Murray & Spens', is written over a horizontal dotted line.

Maclay Murray & Spens, London, Secretary of the Company

Date: 14 October 2002

Registered Office

4 Somerset Place, Glasgow G3 7JT

Note:

A member entitled to attend and vote at the above mentioned Meeting is entitled to appoint one or more proxies to attend and, on a poll, to vote instead of him or her and such proxies need not be members of the Company.