

THE COMPANIES ACT 1985

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTIONS

of the members of

POCKET WATCH PROJECTS LIMITED ("the Company")

Company Number SC 209623



WE, the undersigned, being all the Ordinary Shareholders of the Company for the time being entitled to attend and vote at General Meetings of the Company HEREBY RESOLVE that the following resolutions be passed by way of written resolutions, numbers 1 and 3 being passed as ordinary resolutions and number 2 being passed as a special resolution:-

1. Increase of the authorised share capital

"That the authorised share capital be and is hereby increased from £100 divided into 10,000 Shares of £0.01 each to £2,600 divided into 10,000 Ordinary Shares of £0.01 each and £2,500 Redeemable Preference Shares of £1.00 each, such shares having the rights and being subject to the conditions attached to them respectively by the articles of association to be adopted pursuant to special resolution numbered 2 in the notice convening this meeting."

2. Adoption of new articles of association

"That the articles of association in the form annexed and signed by Keith David Roy Winton, a Director of the Company, for the purposes of identification be adopted as the articles of association of the Company in substitution for and to the exclusion of the existing articles of association of the Company."

3. Section 80 authority for private company

"That

(a) the directors of the Company be and are hereby generally and unconditionally authorised for the purposes of section 80 of the Companies Act 1985 (as amended) (the "Act") to allot and issue such number of relevant securities (as defined in that section) and on such terms and conditions as they may in their discretion think fit subject always to the following conditions and to the articles of association of the Company:-

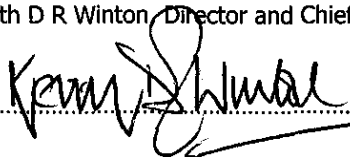
- (i) the maximum nominal amount of additional relevant securities to be allotted in pursuance of this authority shall be the entire unissued share capital of the Company for the time being;
- (ii) this authority shall expire, unless sooner revoked or altered by the Company in general meeting, within one month from the date of the passing of this resolution, and provided further that the Company may before the expiry of this authority make an offer or agreement which would or might require relevant securities to be allotted after the expiry of this authority and the directors may allot relevant securities in

pursuance of any such offer or agreement as if the authority conferred hereby had not expired; and

- (b) all other authorities conferred on the directors prior to the date of passing of this resolution to allot relevant securities are hereby revoked."

For and on behalf of Edinburgh Technology Fund Ltd

Dr Keith D R Winton, Director and Chief Executive


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Date : 7 Sep '00