

Company number
1306335

The Companies Act 1985
Company Limited by Shares
Special Resolutions
of
VideoLogic Limited
(passed on 5th July, 1994)

An extraordinary general meeting of the company duly convened and held on 4th July, 1994, the following resolutions were duly passed as special resolutions of the company:

- 1 That:
- (1) the authorised share capital of the Company be increased by £4,677,642 to £8,777,642 by the creation of an additional 4,677,642 ordinary shares of £1 each ranking pari passu in all respects as one class of shares with the existing ordinary shares in the capital of the Company;
 - (2)
 - (a) the directors be generally and unconditionally authorised to exercise all powers of the Company to allot relevant securities (as defined for the purposes of section 80 of the Companies Act 1985) up to a maximum nominal amount of £ 4,677,642 ;
 - (b) this authority shall expire on 31st December, 1994;
 - (c) the Company may, before this authority expires, make an offer or agreement which would or might require relevant securities to be allotted under this authority after it expires;
 - (d) all previous authorities under section 80 of the Companies Act 1985 shall cease to have effect;
 - (3)
 - (a) the directors be given power to allot for cash equity securities (as defined for the purposes of section 95 of the Companies Act 1985) pursuant to the general authority under section 80 of that Act, conferred on them by this resolution as if section 89(1) of that Act did not apply to the allotment;
 - (b) this power shall expire on 31st December, 1994; and
 - (c) the Company may, before this power expires, make an offer or agreement which would or might require equity securities to be allotted after it expires; and



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- (4) the regulations set out in the printed document submitted to the meeting be adopted as the articles of association of the Company in substitution for all existing articles of association of the Company
- 2 That, conditionally upon the London Stock Exchange admitting the VideoLogic shares (as defined in the listing particulars of VideoLogic Group Plc dated 7th June, 1994) to the Official List and such admission becoming effective not later than 6th July, 1994, or such later date as may be agreed in writing between VideoLogic Group Plc and Avesco plc.
- (1) the authorised share capital of the Company be increased by £4,522,358 to £13,300,000 by the creation of an additional 4,522,358 ordinary shares of £1 each ranking pari passu in all respects as one class of shares with the existing ordinary shares in the capital of the Company;
- (2) (a) the directors be generally and unconditionally authorised to exercise all powers of the Company to allot relevant securities (as defined for the purposes of section 80 of the Companies Act 1985) up to a maximum nominal amount of £4,522,358 ;
- (b) this authority shall expire on 31st December, 1994;
- (c) the Company may, before this authority expires, make an offer or agreement which would or might require relevant securities to be allotted under this authority after it expires;
- (d) all previous authorities under section 80 of the Companies Act 1985 (including the authority granted under resolution 1 in the notice of extraordinary general meeting of the Company dated 4th July, 1994) shall cease to have effect; and
- (3) (a) the directors be given power to allot for cash equity securities (as defined for the purposes of section 95 of the Companies Act 1985) pursuant to the general authority under section 80 of that Act conferred on them by this resolution as if section 89(1) of that Act did not apply to the allotment;
- (b) this power shall expire on 31st December, 1994; and
- (c) the Company may, before this power expires, make an offer or agreement which would or might require equity securities to be allotted after it expires.

D. E. MacLaren

~~Barbara Russell~~

Director

Company No. 1306335

THE COMPANIES ACTS 1948-1976
COMPANY LIMITED BY SHARES
ARTICLES OF ASSOCIATION
OF
VIDEOLAGIC LIMITED

(Amended by Special Resolution passed on 5th July, 1994)

1. The Regulations contained or incorporated in Part II of Table A in the First Schedule to The Companies Act, 1948, shall apply to the Company save that Clause 10 in Part I and the proviso to Clause 79 in Part I of the said Table A shall not apply to the Company
2. The First Secretary of the Company shall be Patricia Parry.



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- (s) To sell or otherwise dispose of the whole or any part of the business or property of the Company, either together or in portions, for such consideration as the Company may think fit, and in particular for shares, debentures, or securities of any company purchasing the same.
- (t) To distribute among the Members of the Company in kind any property of the Company of any kind.
- (u) To procure the Company to be registered or recognised in any part of the world.
- (v) To do all or any of the things or matters aforesaid in any part of the world and either as principals, agents, contractors or otherwise and by or through agents or otherwise and either alone or in conjunction with others.
- (w) To do all such other things as may be deemed incidental or conducive to the attainment of the above objects or any of them.

The objects set forth in each sub-clause of this Clause shall not be restrictively construed but the widest interpretation shall be given thereto, and they shall not, except where the context expressly so requires, be in any way limited or restricted by reference to or inference from any other object or objects set forth in such sub-clause or from the terms of any other sub-clause or by the name of the Company. None of such sub-clauses or the object or objects therein specified or the powers thereby conferred shall be deemed subsidiary or ancillary to the objects or powers mentioned in any other sub-clause, but the Company shall have as full a power to exercise all or any of the objects conferred by and provided in each of the said sub-clauses as if each sub-clause contained the objects of a separate company.

4. The liability of the Members is limited.

5. *The Share Capital of the Company is £100 divided into 100 shares of £1 each.

* By an Ordinary Resolution passed on 28th September 1988 and by an Ordinary Resolution and a Special Resolution each passed on 31st March 1993, the authorised share capital has been increased to £4,100,000 divided into 100,000 ordinary shares of £1 each and 4,000,000 cumulative redeemable preference shares of £1 each.

- * By a Special Resolution passed on 6th June, 1994 each of the cumulative redeemable preference shares of £1 each in the Company were converted into and re-designated as ordinary shares of £1 each.
- * By Special Resolutions passed on 5th July, 1994, the authorised share capital was increased to £13,300,000 divided into 13,300,000 ordinary shares of £1 each.