

22 - 05 - 97


No 20682

NEWBRIDGE NETWORKS LIMITED

COPY OF SHAREHOLDERS RESOLUTIONS APPROVED

AT GENERAL MEETING ON 28TH APRIL 1997

1. Share Capital. It was resolved as an Ordinary Resolution that the authorised share capital of the Company be increased to £90,750,000 (Ninety Million Seven Hundred and Fifty Thousand Pounds) by the creation of an additional 10 million ordinary shares of £1 each ranking in pari passu in all respects with the ordinary shares of the capital of the Company in issue on the date of passing of this Resolution.
2. It was resolved as an Ordinary Resolution that with effect from the time of the passing of this Resolution the Directors be unconditionally authorised, pursuant to Section 80 of Companies Act 1985, to allot relevant securities (as defined in the Act) up to a maximum amount of the authorised capital at any time or times during a period of five years from the date hereof and at any time thereafter pursuant to any offer or agreement made by the Company before the expiry of this authority.
3. Disapplication of pre-emption rights. It is resolved as a Special Resolution that pursuant to Section 95 of the Companies Act 1985 the provisions of Section 89 (1) of that Act shall not apply to the allotment of any shares which at the time of passing of this Resolution the directors propose to allot provided that such allotment is limited to the authorised share capital as increased by the Ordinary Resolution passed at this meeting.


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Secretary

