

**THE COMPANIES ACT 1985
COMPANY LIMITED BY SHARES**

**SPECIAL RESOLUTIONS
OF
ELAN COMPUTING LIMITED**

PASSED 29th DECEMBER 1997



At an extraordinary general meeting of the above Company, duly convened and held at 93 Newman Street, London W1P 3LE the following resolutions were passed as special resolutions.

1. THAT:

- 1.1 each existing "A" ordinary share of 1 pence in the capital of the Company (including all such shares now in issue) be and hereby is redesignated as an ordinary share of 1 pence;
- 1.2 the authorised share capital of the company (as redesignated pursuant to paragraph 1.1 of this resolution) be and hereby is increased from £110,000 to £125,000 by the creation of an additional 1,500,000 ordinary shares of 1 pence each;
- 1.3 in substitution for any existing authority under that section, the Directors be and are hereby generally and unconditionally authorised for the purposes of section 80 of the companies Act 1985 ("the Act") to exercise all the powers of the Company to allot and make offers or agreements to allot relevant securities (as defined by section 80(2) of the Act) up to a maximum aggregate nominal amount of £20,000 provided that this power shall expire fifteen months from the date of the passing of this resolution or, if earlier, at the conclusion of the next annual general meeting of the Company after the passing of this resolution (unless and to the extent that such authority is renewed or varied prior to such date) but so that the Company may before the expiry of such authority make an offer or agreement which would or might require relevant securities to be allotted after the expiry of such authority and the Directors may allot relevant securities pursuant to such an offer or agreement as if the authority conferred hereby had not expired; and
- 1.4 in substitution for any existing power under that section the Directors be and are hereby empowered pursuant to section 95(1) of the Act to allot equity securities (as defined in section 94(2) of the Act) of the Company for cash pursuant to the general authority conferred on the Directors by paragraph 1.3 of this resolution as if section 89(1) of the Act did not apply to any such allotment provided that this power shall expire fifteen months from the date of the passing of this resolution or, if earlier, on the conclusion of the next annual general meeting of the Company held after the passing of this resolution except that the Company may, before such expiry, make an offer or agreement which would or might require equity securities to be allotted after such expiry and the Directors may allot equity securities in pursuance of such offer or agreement as if the power conferred hereby had not expired.

2. THAT:

- 2.1 each allotment by the Directors of shares in the capital of the Company made prior to the date of this resolution ("the Allotments") be and hereby is ratified, confirmed and approved; and
- 2.2 to the extent that the same is permissible at law:
- (i) the requisite authority to make the Allotments (pursuant to section 80 of the Companies Act 1985 ("the Act") or otherwise); and
 - (ii) the authority to make the Allotments for cash as if section 89 of the Act did not apply (pursuant to section 95 of the Act or otherwise)

be and hereby is granted or confirmed (as appropriate) to and upon the Directors in respect of the Allotments and to the extent that any of the Allotments may have been made in contravention of section 80 and/or section 89 of the Act the Company and each officer of the Company be and hereby is irrevocably and unconditionally released from all liabilities that it or he may have thereby incurred.

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Chairman