

2357989

4

**Minutes of an Extraordinary General Meeting of the Members
of Focusrite Audio Engineering Ltd held at Lincoln Road, High
Wycombe on 11 December 1997 at 18:10**

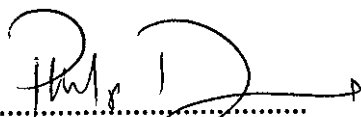
Present *P Dudderidge* *M Johnson*

Chairman *P Dudderidge*

At an Extraordinary General Meeting of the above-named Company duly convened and held the following resolutions were duly passed:

Special Resolutions

- a) That the authorised share capital of the Company be and hereby is increased to £1,105,000 by the creation of 50,000 Ordinary Shares of £1 each
- b) That the Directors from time to time of the Company be and are hereby generally and unconditionally authorised to exercise all powers of the Company to allot 7,950 Ordinary Shares of £1 each in the Company to Simon Blackwood Esq
- c) That the Directors from time to time of the Company are hereby empowered pursuant to Section 95 of the Companies Act 1985 to allot the above shares in the capital of the Company pursuant to the authority conferred by Resolution (b) above as if Sections 89(1) and 90(1) to (6) of the Companies Act 1985 did not apply to such allotment provided this power shall expire on 31 December 1999


.....
P S Dudderidge
Chairman

