

No. 02357989

The Companies Act 1985

Company limited by shares

Written resolution

of

Foucsrite Audio Engineering Limited

(the "Company")

(passed on 18 May 2004)

All the members of the Company entitled to attend and vote at an **extraordinary general meeting** of the Company, agreed in accordance with section 381A of the Companies Act 1985 to the following resolution in writing, which would otherwise be required to be passed as a special resolution:

Amendment to the Articles of Association (the "Articles")

That the following amendments to the Articles be and are hereby approved and adopted as forming part of the Articles:

1. Article 5.6 be deleted and replaced as follows:

"5.6 Redemption by the Company:

5.6.1 Notwithstanding any Redemption Date, the Company may redeem at any time for cash at par the whole or any part of the Cumulative Preference Shares or Redeemable Preference Shares then outstanding by serving notice of such redemption upon the Cumulative Preference Shareholders or Redeemable Preference Shareholders (as the case may be) specifying a date upon which redemption is to take place being not less than 1 day and not more than 2 days from the date of such notice PROVIDED THAT in the event of a partial redemption, the Company may redeem in multiples of 10. The provisions of Article 5.4.2 to 5.4.5 shall have effect mutatis mutandis to such redemption save that the Redemption Date shall be that specified in the said notice.

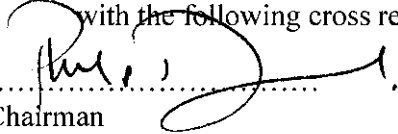
5.6.2 The Company may redeem the whole of the Preference Shares for cash at par, immediately prior to:

- (i) a Listing; or
- (ii) a Sale.



The provisions of Article 5.4.2 to 5.4.5 shall have effect mutatis mutandis to such redemption save that the Redemption Date shall be the date immediately prior to such Listing or Sale and any failure to do any act by a Cumulative Preference Shareholder or Redeemable Preference Shareholder (as the case may be) shall not prejudice due and proper redemption hereunder.

2. **Article 6 be amended** to delete and replace the reference to "5.2(ii)" in the third line with the following cross reference "5.2(i)".


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Chairman

Date: 18 MAY 2004