

Company Number 03280170

THE COMPANIES ACTS 1985 AND 1989
COMPANY LIMITED BY SHARES
CONSENT OF THE HOLDERS
OF
THE A PREFERENCE SHARES OF 0.1P EACH IN
DIGITAL PROJECTION INTERNATIONAL PLC

DATED 2 September 1999



We, being all the shareholders of Class 'A' Preference Shares of the above named Company entitled to attend and vote at a separate class meeting of the holders of such 'A' Preference Shares, duly convened **HEREBY RESOLVE** that the resolution set out below be and is hereby passed as a special resolution of the Company pursuant to Regulation 53 of Table A of the Company's Articles of Association:

WRITTEN RESOLUTION

THAT pursuant to the provisions of Section 53, Companies Act 1985, the Company be re-registered as a private limited company and that the Memorandum and Articles of Association of the Company be thereupon altered as follows:

- 1 by deleting the existing Clauses 1 and 2 of the Memorandum of Association and substituting therefor the following Clause to be numbered 1:

"1. The Company's name is Digital Projection International Limited;"
- 2 by renumbering the existing Clauses 3, 4, 5 and 6 of the Memorandum of Association as Clauses 2, 3, 4 and 5 respectively.
- 3 by deleting reference in the Articles of Association to Digital Projection International PLC and substituting therefor 'Digital Projection International Limited'.

.....
For and on behalf of
3i Group Plc



Paid at Manchester

.....
Canven CI Limited
For and on behalf of
Phildrew Nominees Limited
for Phildrew Ventures Fourth Fund

.....
Canven CI Limited
For and on behalf of
Phildrew Nominees Limited
for Phildrew Ventures Fourth Fund B

.....
Canven CI Limited
For and on behalf of
Phildrew Nominees Limited
for Phildrew Ventures Fourth Fund C

.....
For and on behalf of
Phildrew Nominees Limited
for Phildrew Ventures Fourth Fund D

BR [Signature] as partner of Attorney for
Richard Raworth

Company Number 03280170

**THE COMPANIES ACTS 1985 AND 1989
COMPANY LIMITED BY SHARES
CONSENT OF THE HOLDERS
OF
THE A PREFERENCE SHARES OF 0.1P EACH IN
DIGITAL PROJECTION INTERNATIONAL PLC**

DATED *2 September* 1999

We, being all the shareholders of Class 'A' Preference Shares of the above named Company entitled to attend and vote at a separate class meeting of the holders of such 'A' Preference Shares, duly convened **HEREBY RESOLVE** that the resolution set out below be and is hereby passed as a special resolution of the Company pursuant to Regulation 53 of Table A of the Company's Articles of Association:


WRITTEN RESOLUTION

THAT pursuant to the provisions of Section 53, Companies Act 1985, the Company be re-registered as a private limited company and that the Memorandum and Articles of Association of the Company be thereupon altered as follows:

- 1 by deleting the existing Clauses 1 and 2 of the Memorandum of Association and substituting therefor the following Clause to be numbered 1:

"1. The Company's name is Digital Projection International Limited;"

- 2 by renumbering the existing Clauses 3, 4, 5 and 6 of the Memorandum of Association as Clauses 2, 3, 4 and 5 respectively.
- 3 by deleting reference in the Articles of Association to Digital Projection International PLC and substituting therefor 'Digital Projection International Limited'.


.....
For and on behalf of
3i Group Plc

.....
Canven CI Limited
For and on behalf of
Phildrew Nominees Limited
for Phildrew Ventures Fourth Fund

.....
Canven CI Limited
For and on behalf of
Phildrew Nominees Limited
for Phildrew Ventures Fourth Fund B

.....
Canven CI Limited
For and on behalf of
Phildrew Nominees Limited
for Phildrew Ventures Fourth Fund C

.....
For and on behalf of
Phildrew Nominees Limited
for Phildrew Ventures Fourth Fund D

.....
Richard Raworth

Company Number 03280170

THE COMPANIES ACTS 1985 AND 1989
COMPANY LIMITED BY SHARES
CONSENT OF THE HOLDERS
OF
THE A ORDINARY SHARES OF 10P EACH IN
DIGITAL PROJECTION INTERNATIONAL PLC

DATED 2 September 1999

We, being all the shareholders of Class 'A' Ordinary Shares of the above named Company entitled to attend and vote at a separate class meeting of the holders of such 'A' Ordinary Shares, duly convened **HEREBY RESOLVE** that the resolution set out below be and is hereby passed as a special resolution of the Company pursuant to Regulation 53 of Table A of the Company's Articles of Association:

WRITTEN RESOLUTION

THAT pursuant to the provisions of Section 53, Companies Act 1985, the Company be re-registered as a private limited company and that the Memorandum and Articles of Association of the Company be thereupon altered as follows:

- 1 by deleting the existing Clauses 1 and 2 of the Memorandum of Association and substituting therefor the following Clause to be numbered 1 :

"1. The Company's name is Digital Projection International Limited;"
- 2 by renumbering the existing Clauses 3, 4, 5 and 6 of the Memorandum of Association as Clauses 2, 3, 4 and 5 respectively.
- 3 by deleting reference in the Articles of Association to Digital Projection International PLC and substituting therefor 'Digital Projection International Limited'.

.....
For and on behalf of
3i Group Plc

.....
Canven CI Limited
For and on behalf of
Phildrew Nominees Limited
for Phildrew Ventures Fourth Fund

.....
Canven CI Limited
For and on behalf of
Phildrew Nominees Limited
for Phildrew Ventures Fourth Fund B

.....
Canven CI Limited
For and on behalf of
Phildrew Nominees Limited
for Phildrew Ventures Fourth Fund C

.....
For and on behalf of
Phildrew Nominees Limited
for Phildrew Ventures Fourth Fund D

1
for B. R. Chitt as power of Attorney
Richard Raworth

Company Number 03280170

THE COMPANIES ACTS 1985 AND 1989
COMPANY LIMITED BY SHARES
CONSENT OF THE HOLDERS
OF
THE ORDINARY SHARES OF 3P EACH IN
DIGITAL PROJECTION INTERNATIONAL PLC

DATED 2 September 1999

We, being all the shareholders of Ordinary Shares of the above named Company entitled to attend and vote at a separate class meeting of the holders of such Ordinary Shares, duly convened **HEREBY RESOLVE** that the resolution set out below be and is hereby passed as a special resolution of the Company pursuant to Regulation 53 of Table A of the Company's Articles of Association:

WRITTEN RESOLUTION

THAT pursuant to the provisions of Section 53, Companies Act 1985, the Company be re-registered as a private limited company and that the Memorandum and Articles of Association of the Company be thereupon altered as follows:

1. by deleting the existing Clauses 1 and 2 of the Memorandum of Association and substituting therefor the following Clause to be numbered 1:

"1. The Company's name is Digital Projection International Limited;"

2. by renumbering the existing Clauses 3, 4, 5 and 6 of the Memorandum of Association as Clauses 2, 3, 4 and 5 respectively.
3. by deleting reference in the Articles of Association to Digital Projection International PLC and substituting therefor 'Digital Projection International Limited'.

for B. R. Cully as power of attorney
Richard Raworth

B. R. Cully as power of attorney for
Michael Blackburn

for B. R. Cully as power of Attorney
David Green

[Signature]
Dermot Quinn

for B. R. Cully as power of Attorney
Brenda Blaxtan

for B. R. Cully as power of Attorney
Michael Levi

[Signature]
Timothy Cronin

[Signature] B. R. Cully
For and on behalf of
Digital Projection Trustee Limited

Company Number 03280170

THE COMPANIES ACTS 1985 AND 1989
COMPANY LIMITED BY SHARES
CONSENT OF THE HOLDERS
OF
THE A ORDINARY SHARES OF 10P EACH IN
DIGITAL PROJECTION INTERNATIONAL PLC

DATED 2 September 1999

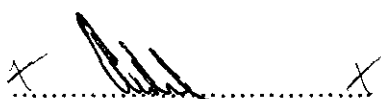
We, being all the shareholders of Class 'A' Ordinary Shares of the above named Company entitled to attend and vote at a separate class meeting of the holders of such 'A' Ordinary Shares, duly convened **HEREBY RESOLVE** that the resolution set out below be and is hereby passed as a special resolution of the Company pursuant to Regulation 53 of Table A of the Company's Articles of Association:

WRITTEN RESOLUTION

THAT pursuant to the provisions of Section 53, Companies Act 1985, the Company be re-registered as a private limited company and that the Memorandum and Articles of Association of the Company be thereupon altered as follows:

- 1 by deleting the existing Clauses 1 and 2 of the Memorandum of Association and substituting therefor the following Clause to be numbered 1 :

"1. The Company's name is Digital Projection International Limited;"
- 2 by renumbering the existing Clauses 3, 4, 5 and 6 of the Memorandum of Association as Clauses 2, 3, 4 and 5 respectively.
- 3 by deleting reference in the Articles of Association to Digital Projection International PLC and substituting therefor 'Digital Projection International Limited'.



For and on behalf of
3i Group Plc

.....
Canven CI Limited
For and on behalf of
Phildrew Nominees Limited
for Phildrew Ventures Fourth Fund

.....
Canven CI Limited
For and on behalf of
Phildrew Nominees Limited
for Phildrew Ventures Fourth Fund B

.....
Canven CI Limited
For and on behalf of
Phildrew Nominees Limited
for Phildrew Ventures Fourth Fund C

.....
For and on behalf of
Phildrew Nominees Limited
for Phildrew Ventures Fourth Fund D

.....
Richard Raworth

Company Number 03280170

THE COMPANIES ACTS 1985 AND 1989
COMPANY LIMITED BY SHARES
CONSENT OF THE HOLDERS
OF
THE B PREFERENCE SHARES OF 0.1P EACH IN
DIGITAL PROJECTION INTERNATIONAL PLC

DATED 2 September 1999

We, being all the shareholders of Class 'B' Preference Shares of the above named Company entitled to attend and vote at a separate class meeting of the holders of such 'B' Preference Shares, duly convened **HEREBY RESOLVE** that the resolution set out below be and is hereby passed as a special resolution of the Company pursuant to Regulation 53 of Table A of the Company's Articles of Association:

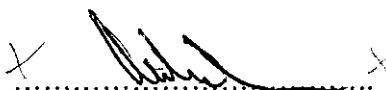
SPECIAL RESOLUTION

THAT pursuant to the provisions of Section 53, Companies Act 1985, the Company be re-registered as a private limited company and hat the Memorandum and Articles of Association of the Company be thereupon altered as follows:

1. by deleting the existing Clauses 1 and 2 of the Memorandum of Association and substituting therefor the following Clause to be numbered 1:

"1. The Company's name is Digital Projection International Limited;"

2. by renumbering the existing Clauses 3, 4, 5 and 6 of the Memorandum of Association as Clauses 2, 3, 4 and 5 respectively.
3. by deleting reference in the Articles of Association to Digital Projection International PLC and substituting therefor 'Digital Projection International Limited'.



For and on behalf of
3i Group Plc

.....
Canven CI Limited
For and on behalf of
Phildrew Nominees Limited
for Phildrew Ventures Fourth Fund

.....
Canven CI Limited
For and on behalf of
Phildrew Nominees Limited
for Phildrew Ventures Fourth Fund B

.....
Canven CI Limited
For and on behalf of
Phildrew Nominees Limited
for Phildrew Ventures Fourth Fund C

.....
Canven CI Limited
For and on behalf of
Phildrew Nominees Limited
for Phildrew Ventures Fourth Fund D