

THE COMPANIES ACTS 1985

COMPANY LIMITED BY SHARES

WRITTEN RESOLUTIONS OF
VIGLEN LIMITED

pursuant to Section 381A of the Companies Act 1985 ("the Act")
(passed on 13th OCTOBER 1995)

We, the undersigned members of the above named company being all the members who at the date hereof would be entitled to attend and vote at a general meeting of the Company hereby resolve as follows such resolutions to take effect as Elective Resolutions pursuant to section 379A of the Act.

ELECTIVE RESOLUTIONS

That the Company hereby elects:-

- (i) to dispense with the laying of accounts and reports before the Company in General Meeting in accordance with Section 252 of the Act;
- (ii) to dispense with the holding of Annual General Meetings in accordance with Section 366A of the Act;
- (iii) to dispense with the obligation to appoint auditors annually in accordance with Section 386 of the Act;

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For and on behalf of
Amstrad plc

.....
For and on behalf of
Amstrad plc

Dated 13 OCTOBER 1995

We being the auditors of the above Company hereby:-

- (a) acknowledge that a copy of the above resolutions have been sent to us; and
- ~~(b) notify the Company that in our opinion the above resolutions do not concern us as auditors;~~
- * (c) notify the Company that in our opinion the above resolutions do concern us as auditors but need not be considered by the Company in general meeting.

.....
Grant Thornton
Auditors

