

Company No. 1306335

THE COMPANIES ACTS 1948-1976
COMPANY LIMITED BY SHARES
ORDINARY RESOLUTION
AND
SPECIAL RESOLUTION
OF
VIDEOLOGIC LIMITED

Passed 31st March 1993

These resolutions, of which Resolution No.1 is an Ordinary Resolution and Resolution No.2 is a Special Resolution, having been signed by all the members for the time being entitled to receive notice of attend and vote at General Meetings of the Company shall be as valid and effective as if the same had been passed at a General Meeting of the Company duly convened and held, namely that

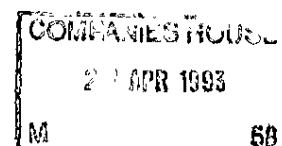
1. The authorised share capital be increased from £100,000 to £4,100,000 by the creation of 4,000,000 cumulative redeemable preference shares of £1 each having the rights and privileges and being subject to the restrictions set out in new Article 3 to be adopted pursuant to Resolution No.2 below as part of the Articles of Association of the Company
2. The Articles of Association of the Company be and are hereby amended by the adoption of a new Article 3 as follows

PREFERENCE SHARE RIGHTS

3. The Preference Shares shall carry and be subject to the following rights privileges and restrictions namely:

3.1 Dividends

The profits of the Company which it shall from time to time resolve to distribute in respect of any year or other period shall be applied firstly in paying to the holders of the Preference Shares a fixed cumulative Preferential Dividend (excluding the amount of any associated tax credit) at the rate of 5 per centum per annum on the amount of the paid up nominal capital such dividend to accrue on a daily basis and to be paid in arrears on 15th April in each year (and any amount not so paid shall be carried forward and subject to the provisions of the Companies Act 1985 including any statutory modification or re-enactment thereof for the time being in force (hereinafter referred to as the "Act") be payable in priority to any Preferential Dividend payable on any later date) and secondly in paying to the holders of Ordinary Shares the balance of any surplus for division among such holders according to the amounts paid



up on those shares (including any premium) PROVIDED THAT no dividend shall be paid to the holders of Ordinary Shares so long as there are any arrears of cumulative dividend payable to the holders of the Preference Shares

3.2 Capital

On a winding-up or other return of capital (but not on a conversion redemption or purchase by the Company of its own shares) the assets of the Company available for distribution amongst its members shall be applied, in priority to any payment to the holders of any other class of shares of the Company, in paying to the Preference Shareholders

- 3.2.1 firstly, the nominal amounts paid up on the Preference Shares
- 3.2.2 secondly, a sum equal to any arrears of the Preference Share dividend and
- 3.2.3 thirdly, a sum equal to any accrual of Preference Share dividend whether or not that dividend has been declared or paid

but save as otherwise provided in these Articles, the Preference Shares shall not confer any further or other right of participation in the profits or assets of the Company.

3.3 Voting and Attendance at General Meetings

- 3.3.1 The holders of the Preference Shares shall be entitled to receive notice of and to attend and vote (either in person or by proxy) at a separate class Meeting of the holders of such Shares
- 3.3.2 The holders of the Preference Shares shall not be entitled to receive notice of attend or vote upon any resolution at any General Meeting of the Company other than a general meeting convened to consider a resolution for winding-up the Company or reducing its share capital or a resolution varying, modifying, altering or abrogating any of the rights, privileges, limitations or restrictions attached to the Preference Shares where the holders shall have the right to receive notice, attend and vote upon such resolution only or unless at the date of the notice convening the General Meeting (i) more than three months shall have elapsed since the due date for payment of a dividend on the Preference Shares without payment of that dividend having been made in full or (ii) the Company shall have failed to make any payment of the monies due on a redemption of the Preference Shares (but subject always to the provisions of Article 3.3.4).
- 3.3.3 The issue of further shares of any class in the capital of the Company (other than an issue of Ordinary Shares ranking pari

passu with the existing Ordinary Shares) shall be deemed to be a variation of the rights attached to the Preference Shares

- 3.3.4 Whenever the holders of the Preference Shares are entitled hereunder to vote upon any resolution (whether at a separate class meeting or at a General Meeting of the Company) on a show of hands every holder thereof who (being an individual) is present in person or (being a corporation) is present by a representative or proxy shall have one vote and on a poll every holder thereof who is present in person or by proxy shall have one vote in respect of each fully paid Preference Share registered in the name of such holder provided that where holders of Preference Shares are entitled to vote by reason of any delay in payment or failure to pay any dividend, that entitlement shall lapse with immediate effect on the date when payment of the dividend in question is made.
- 3.3.5 The special rights or privileges for the time being attaching to the Preference Shares may be varied, modified, altered or abrogated either with the consent in writing of the holders of not less than three-fourths of the issued Preference Shares or with the sanction of an extraordinary resolution passed at a separate meeting of the holders thereof at which the necessary quorum shall be the holders of one-third of the Preference Shares for the time being in issue. To every such General Meeting the provisions of these Articles relating in any manner to General Meetings or the proceedings thereat or to the rights of the Members at or in connection therewith shall mutatis mutandis and subject to the provisions of the Act apply.


3.4 Redemption of Preference Shares

- 3.4.1 Every Preference Share in the capital of the Company shall be redeemable in accordance with the provisions of this Article 3.4 at the option either of the Company or of the holder thereof
- 3.4.2 If the Company or any holder (or in the case of joint holders, the holder whose name stands first in the register of members of the Company in respect of the Shares) of Preference Shares (the "Redeeming Shareholder") wishes to redeem any Preference Shares of the Redeeming Shareholder it shall forthwith give notice in writing to the other (the "Redemption Notice") specifying the number of Preference Shares it wishes to redeem and subject to the provisions of the Act and to payment by the Company of the monies referred to in Article 3.4.3 below such shares shall be redeemed with effect from the seventh day following the date of the Redemption Notice as provided in Article 3.4.3 PROVIDED THAT
- 3.4.2.1 in the event that the Company is precluded by the provisions of the Act from redeeming any Preference

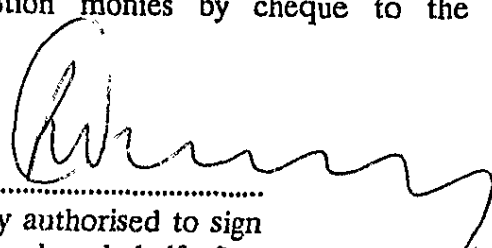
- Shares the subject of a Redemption Notice the Company shall forthwith give notice in writing of such fact to the Redeeming Shareholder and
- 3.4.2.2 in the case of a Redemption Notice served by the Company the Redemption Notice shall to the extent that it relates to any such shares the Company is unable to redeem be null and void and
- 3.4.2.3 in the case of a Redemption Notice served by a Redeeming Shareholder unless the Redeeming Shareholder shall by notice in writing to the Company withdraw the Redemption Notice the Redemption Notice shall take effect on the date when the Company is next lawfully entitled to redeem the relevant shares
- 3.4.3 Save as provided in Article 3.4.2.2. any Redemption Notice once given shall not be capable of being withdrawn without the prior written consent of the party to whom it is addressed
- 3.4.4 On redemption and subject to receipt by the Company at its registered office from time to time of the relevant share certificate (or an indemnity in a form reasonably satisfactory to the Company), the Redeeming Shareholder shall be entitled to be paid by cheque the nominal value of each Preference Share then redeemed together with the amount of all and any arrears and accruals of dividend thereon whether earned or declared or not down to the date of redemption
- 3.4.5 Upon redemption of any Preference Shares pursuant to this Article 3.4 and subject to the Act the Directors may convert the authorised Preference Share capital created as a consequence of such redemption into shares of any other class of share capital into which the authorised share capital of the Company is or may at that time be divided or a like nominal amount (as nearly as may be) as the shares of such class then in issue
- 3.4.6 The receipt of the registered holder for the time being of any Preference Shares or in the case of joint registered holders the receipt of any of them for the monies payable on redemption thereof shall constitute an absolute discharge to the Company in respect thereof
- 3.4.7 In the case of a redemption of part of the Preference Shares included in a share certificate the Company shall without charge issue a fresh certificate for the balance of the Preference Shares remaining following the redemption.
- 3.4.8 For the avoidance of doubt any dividend payable on the Preference Shares shall cease to accrue as from the date of their redemption unless payment of the redemption monies is refused by the Company otherwise than pursuant to Article 4.4.9
- 3.4.9 If any holder of Preference Shares to be redeemed fails or refuses to deliver the certificate for those shares (or an indemnity in a form reasonably satisfactory to the Company) the Company may retain the redemption monies until delivery up of that certificate or that indemnity and shall within 7 days after receipt of the same

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pay the redemption monies by cheque to the Redeeming Shareholder.



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Duly authorised to sign
for and on behalf of
AVESCO PLC



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Duly authorised to sign
for and on behalf of
AVESCO FINANCE LIMITED

VIDEOLOGIC LIMITED

**Minutes of a Directors' Meeting held at
Home Park Estate, Kings Langley, Hertfordshire, WD4 8LZ
on 31 March 1993**

Present: D A Marclaren
A E Marclaren
R M Livesley
M C Walsh
J Pepper
T Wing
H Yassaie

1. The meeting was informed that at an Extraordinary General Meeting of the Company held earlier today the authorised share capital had been increased to £4,100,000 by the creation of 4,000,000 cumulative redeemable 5% preference shares of £1 each subject to the rights and restrictions attaching thereto as set out in the Articles of Association of the Company as amended at the Extraordinary General Meeting.
2. It was resolved that 4,000,000 preference shares as aforesaid in the capital of the Company be issued to Avesco plc at par payable in cash forthwith and that the use of the common seal of the Company upon a certificate relating to the said shares be authorised.
3. It was resolved that the company subscribe \$2,450,000 to its paid in capital account in its wholly owned subsidiary, VideoLogic Inc, such subscription to be discharged out of outstanding indebtedness of VideoLogic Inc to the Company.
4. There being no further business, the meeting then closed.


Chairman

Circulation: Those Present
R A Murray
C A Maxwell
N S Conn

