

12 - 09 - 96

Company No 1306335

**THE COMPANIES ACT 1985
COMPANY LIMITED BY SHARES
ELECTIVE/EXTRAORDINARY/ORDINARY/SPECIAL RESOLUTION(S) OF
VIDEOLOGIC GROUP PLC**

At a general meeting of the above named company, duly convened and held at Home Park Estate, Kings Langley, Hertfordshire WD4 8LZ on the 13th day of August 1996, the following resolutions were duly passed pursuant to Regulation 16(2) of the Uncertificated Securities Regulations 1995 ('the Regulations'):

- a) title to the ordinary shares of 10p each in the capital of the company (the 'Shares'), in issue or to be issued, may be transferred by means of a relevant system (as defined in the Regulations);
- b) such relevant system shall include the relevant system of which CRESTCo Limited is to be the Operator (as defined in the Regulations);
- c) the Shares shall not include any shares referred to in Regulation 17; and
- d) this resolution ('the Resolution') shall become effective immediately prior to CrestCo Limited granting permission for the Shares to be transferred by means of the CREST system.

T. Selby

TREVOR SELBY
Director

23 AUGUST 1996

