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OUTSOURCE ELECTRONICS LIMITED

Minutes of an Extraordinary general meeting of the company held at 600 Nest Business Park, Martin Road, Havant, Hampshire on 10 March 2005.

Present: C Coldbreath
K Longman
A Scarth

Notice:

The secretary read the notice of the meeting.

Resolutions:

The following resolutions were passed unanimously by those present:-

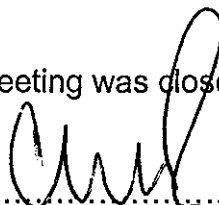
- (a) That the capital of the company be increased from £50,000 to £51,000 by the creation of 1000 'B' non-voting shares.

Upon the winding up of the company, the non-voting 'B' shares will only have a value at par.

- (b) THAT the directors be and they are hereby generally and unconditionally authorised pursuant to s 80 of the Companies Act 1985 to exercise any power of the company to allot and grant rights to subscribe for or to convert securities into shares of the company up to a maximum nominal amount equal to the nominal amount of the authorised but unissued share capital at the date of the passing of this resolution. Provided that the authority hereby given shall expire five years after the passing of this resolution unless previously renewed or varied save that the directors may, notwithstanding such expiry, allot any shares or grant any such rights under this authority in pursuance of an offer or agreement so to do made by the company before the expiry of this authority.

Any other business:

There being no further business, the meeting was closed by the Chairman.



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Chairman

