

Company Number: 3055360

THE COMPANIES ACT 1985
A PUBLIC LIMITED COMPANY
NETWORK TECHNOLOGY PLC



At an Extraordinary General Meeting of the Company held on 28 April 1997 at 5, Bridge Road Business Park, Bridge Road, Haywards Heath, West Sussex, RH16 1TX at 12 noon, the following Resolutions were passed:

ORDINARY RESOLUTION

1. That the Directors of the Company, in addition to all authority previously conferred upon them (save to the extent that the same may already have been exercised), be and they are hereby authorised generally and unconditionally for the purposes of section 80 of the Companies Act 1985, to allot or grant options over relevant securities (as therein defined) to a maximum aggregate nominal amount of £280,000, representing 8.7 per cent. of the issued ordinary share capital of the Company, such authority to expire at the end of the next annual general meeting of the Company save where the Directors exercise such authority pursuant to an offer or agreement made prior to such time. This power is limited to allotments of equity securities for cash in connection with an application by the Company for the entire share capital of the Company, issued and to be issued pursuant to this power, to be admitted to the Official List of the London Stock Exchange Limited.

SPECIAL RESOLUTIONS

2. That the Directors of the Company, in addition to all authority previously conferred upon them (save to the extent that the same may already have been exercised), be and they are hereby empowered pursuant to section 95 of the Companies Act 1985 to allot equity securities (as defined in section 94 of that Act) for cash as if section 89(1) of that Act did not apply to any such allotment, provided that this power shall be limited to the allotment of equity securities up to an aggregate nominal amount of £280,000, representing 8.7 per cent. of the issued ordinary share capital of the Company, and shall expire at the end of the next annual general meeting of the Company save to the extent that the same is renewed or extended on or before that time. This power is limited to allotments of equity securities for cash in connection with an application by the Company for the entire share capital of the Company, issued and to be issued pursuant to this power, to be admitted to the Official List of the London Stock Exchange Limited.
3. That the Articles of Association of the Company be amended as follows:
 - (i) That Article 2.1 be amended by the deletion of the following definitions:

"'A' Preference Shares" means the 'A' cumulative redeemable preference shares of 50p each in the capital of the Company.

"'B' Preference Shares" means the 'B' cumulative redeemable preference shares of 50p each in the capital of the Company."
 - (ii) That Article 2.1 be amended by the addition of the following definitions:

"'the Regulations" means the Uncertificated Securities Regulations 1995 (SI 1995 no. 95/3272) including any modification thereof or any regulations in substitution thereof made under Section 207 of the Companies Act 1989 and for the time being in force."

"'cash memorandum account" means an account so designated by the Operator of the relevant system concerned."

- (iii) That the definition of "Statutes" in Article 2.1 be amended to read as follows:

"Statutes" means the Act, the Companies Act 1989 and the Uncertificated Securities Regulations 1995 (SI 1995 no. 95/3272) and every other Statute and/or statutory instrument, rules, orders or regulations from time to time in force concerning companies and affecting the Company."
- (iv) That a new Article 2.11 be inserted immediately following Article 2.10 as follows:

"2.11 references herein to a share being in uncertificated form are references to that share being an uncertificated unit of a security".
- (v) That Article 3.1 be amended to read as follows:

"3.1 The authorised share capital of the Company is the sum of £5,300,000 divided into 53,000,000 ordinary shares of 10p each (the "Shares")."
- (vi) That the existing Article 3.2 be deleted in its entirety and replaced with the following:

"3.2 Share Rights
Subject to the provisions of the Statutes, in particular to those conferring rights of pre-emption, and without prejudice to any rights attached to any Shares or class of Shares, any Share in the Company may be issued with or have attached thereto such preferred, deferred, qualified or other rights or such restrictions, whether in regard to dividend, voting, return of capital or otherwise, as the Company may by ordinary resolution determine or, if there has not been any such determination or so far as the same shall not make a specific provision, as the Board may determine.

3.2.1 Income
Unless, and to the extent that, the rights attached to any Shares, or the terms of issue thereof, otherwise provide, all dividends shall (as regards any Shares not fully paid throughout the period in respect of which the dividend is paid) be apportioned and paid pro rata according to the amounts paid on the Shares during any portion or portions of the period in respect of which the dividend is paid. For the purposes of this Article 3.2 no amount paid on a Share in advance of calls shall be treated as paid on the Share".
- (vii) That the word "change" in the last line of Article 13.1 be replaced with the word "charge".
- (viii) That Article 25 be amended by the insertion of the words "and the Company may enforce payment without being under any obligation to make any allowance for the value of the shares forfeited or for any consideration received on their disposal or may waive payment in whole or in part" immediately following the words "Prescribed Rate".
- (ix) That Article 33.1.1 be amended by the insertion of the words "provided that, where any such shares are admitted to the Official List of the London Stock Exchange, such discretion may not be exercised in such a way as to prevent dealings in the shares of that class from taking place on an open and proper basis" immediately following the words "does not approve".
- (x) That Article 33.1.3 be amended by the insertion of the words "provided that, where any such shares are admitted to the Official List of the London Stock Exchange, such discretion may not be exercised in such a way as to prevent dealings in the shares of that class from taking place on an open and proper basis" immediately following the words "has a lien".
- (xi) That Article 48.1 be amended by the insertion of the words "not less than" immediately following the words "with the consent in writing of the Holders of" on the fourth line.

- (xii) That Article 48.3 be amended by the insertion of the words "or subsequent to those already in issue or by the purchase or redemption by the Company of its own shares in accordance with the provisions of the Statutes or these Articles" immediately following the words "pari passu therewith" in the last line.
- (xiii) That a new Article 60A shall be inserted immediately following Article 60 as follows:


"60A. Directors' Rights to attend and speak. Each Director shall be entitled to attend and speak at any general meeting and at any separate meeting of the holders of any class of share of the Company."
- (xiv) That Article 99.2.4 be amended by the inclusion of the words "any" immediately following the words "or more of either" in the sixth line.
- (xv) That Article 99.2.5 be amended by the deletion of the words "under which the Director benefits in a similar manner as the employees or".
- (xvi) That Article 111.2 be amended by the replacement of the words "[two (2)]" with the words "two (2)".
- (xvii) That Article 116 be amended by the replacement of the word "six" in the third line by the word "seven" and the replacement of the words "forty-five" by the words "forty-two" in the fourth line.
- (xviii) That Article 141.6 be amended by the replacement of the word "past" in the third line with the word "passu".
- (xix) That Article 141.8 be amended by the replacement of the word "be" in the second line with the word "by".
- (xx) That the existing Article 142 be deleted in its entirety and replaced with the following:

"142 Method of payment of dividends.

142.1 The Company may pay any dividend, interest or other moneys payable in cash in respect of shares, by direct debit, bank transfer, cheque, dividend warrant or money order. In respect of shares in uncertificated form, where the Company is authorised to do so by or on behalf of the Holder or joint Holders in such manner as the Company shall from time to time consider sufficient, the Company may also pay any such dividend, interest or other moneys by means of the relevant system concerned (subject always to the facilities and requirements of that relevant system).

142.2 Every such cheque, warrant or order may be remitted by post directed to the registered address of the Holder or, in the case of joint Holders, to the registered address of the joint Holder whose name stands first in the Register, or to such person and to such address as the Holder or joint Holders may in writing direct. Every such cheque, warrant or order shall be made payable to or to the order of the person to whom it is sent, or to such other person as the Holder or joint Holders may in writing direct.

- 142.3 Every such payment made by direct debit or bank transfer shall be made to the Holder or joint Holders or to or through such other person as the Holder or joint Holders may in writing direct. In respect of shares in uncertificated form, every such payment made by such other method as is referred to in paragraph 142.1 of this Article shall be made in such manner as may be consistent with the facilities and requirements of the relevant system concerned. Without prejudice to the generality of the foregoing, in respect of shares in uncertificated form, such payment may include the sending by the Company or by any person on its behalf of an instruction to the Operator of the relevant system to credit the cash memorandum account of the Holder or joint Holders or, if permitted by the Company, of such person as the Holder or joint Holders may in writing direct.
- 142.4 The Company shall not be responsible for any loss of any such cheque, warrant or order and any payment made by direct debit, bank transfer or such other method shall be at the sole risk of the Holder or joint Holders. Without prejudice to the generality of the foregoing, if any such cheque, warrant or order has been or shall alleged to have been lost, stolen or destroyed, the Directors may, on request of the person entitled thereto, issue a replacement cheque, warrant or order subject to compliance with such conditions as to evidence and indemnity and the payment of out of pocket expenses of the Company in connection with the request as the Directors may think fit.
- 142.5 Payment of such cheque, warrant or order, the collection of funds from or transfer of funds by a bank in accordance with such direct debit or bank transfer or, in respect of shares in uncertificated form, the making of payment in accordance with the facilities and requirements of the relevant system concerned, shall be a good discharge to the Company.
- 142.6 Any one or two or more joint Holders may give effectual receipts for any dividends or other moneys payable in respect of the share held by him as joint Holder."



M Pollins
Director