

Certified a true copy

*Robert Long*

Vitec Investments Limited  
Company No. 03618239

**Written Resolutions of Shareholder  
Section 381A of the Companies Act 1985**

COMPANY SECRETARY

The Vitec Group plc being the sole member of Vitec Investments Limited which at the date of these Resolutions would be entitled to attend and vote at a general meeting of the Company hereby resolves as written resolutions in accordance with Section 381A of the Companies Act 1985 as follows:

Resolution 1

That the sum of £115,235,065, being the amount standing to the credit of the Company's Reserves, be capitalised and, accordingly, that the Directors be authorised and directed to appropriate the said sum for distribution to the holder or holders of the Ordinary Shares of £1 each on the Register at the close of business on the date of this Resolution, in proportion to the amounts paid up on the issued Ordinary Shares of £1 each then held by it or them respectively, and to apply such sum on behalf of such holder or holders in paying up in full 115,235,065 of the unissued Ordinary Shares of £1 each in the capital of the Company, such shares to be allotted, distributed and credited as fully paid up, to and amongst such holder or holders (and if more than one in proportion to their existing shareholdings in the Company) and that such shares shall rank for all purposes pari passu with the existing Ordinary Shares of the Company, provided that this authority shall expire five years from the date hereof.

Resolution 2

That the share capital of the Company be, and is hereby, reduced by cancelling and extinguishing 170,000,000 Ordinary Shares of £1 each.

Signed for and on behalf of The Vitec Group plc by Alastair Hewgill, a Director of The Vitec Group Plc, who has been duly authorised to sign these Resolutions on its behalf.

*Alastair Hewgill*  
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Alastair Hewgill

Dated *9 Sept* 2004

