

THE COMPANIES ACTS 1985-1989

COMPANY LIMITED BY SHARES

INDIGO ACTIVE VISION SYSTEMS LIMITED

(COMPANY No. 150401)

The undernoted resolutions were duly approved as Resolutions of the Company and of both classes of shares in the capital of the Company by Written Resolution procedure on 26 May 2000, viz:-

**Ordinary Resolution 1**

"THAT the Board of Directors of the Company be and they are hereby authorised and empowered to alter the terms of the INDIGO Active Vision Systems Limited Employee Share Option Scheme ("**the Scheme**"), approved by Ordinary Resolution of the Company on 19 March 1998 (and as subsequently amended), by amending clause 2.3 of the Scheme by the substitution of the number '214,552' with the number '431,682'."

**Ordinary Resolution 2**

"THAT the Board of Directors of the Company be and they are hereby authorised and empowered to alter the terms of the INDIGO Active Vision Systems Limited 1998 Stock Option/Stock Issuance Plan ("**the Plan**"), approved by Ordinary Resolution of the Company on 4 August 1998 (and as subsequently amended), by amending paragraph 5 of the Plan by the insertion of those following words which are underlined and by the deletion of those following words which are shown as deleted:-

5. Stock. The stock subject to Options, Awards and Purchases shall be authorized but unissued Ordinary Shares of the Company ("Ordinary Shares"), or Ordinary Shares reacquired by the Company in any manner. The aggregate number of shares which may be issued under the Plan and the Employee Share Option Scheme (Approved and Unapproved) of the Company adopted by resolution of the Company on 18 March 1998 (as amended from time to time) is 214,552-431,682 Ordinary Shares, subject to adjustment as provided in Paragraph 14. If any Option granted under the Plan shall expire or terminate for any reason without having been exercised in full or shall cease for any reason to be exercisable in whole or in part, or if the Company shall reacquire any nonvested shares issued pursuant to Awards or Purchases, the unpurchased shares subject to such Option, or such nonvested shares so reacquired shall again be available for grants of Stock Rights under the Plan."

**Special Resolution 1**

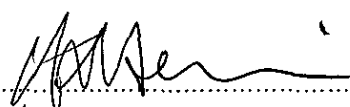
"THAT 17,367 authorised but unissued Ordinary Shares of £0.10 each in the share capital of the Company be re-classified as 17,367 authorised but unissued 'A' Ordinary Shares of £0.10 each in the share capital of the Company, each such re-classified share having the rights and being subject to the obligations set out in the Articles of Association of the Company to be adopted pursuant to Special Resolution 4 below."

**Special Resolution 2**

"THAT the regulations contained in the document attached to this Special Resolution be and they are hereby adopted as the Articles of Association of the Company in substitution for and to the exclusion of the existing Articles of Association of the Company."

Dated this 26<sup>th</sup> day of May 2000.

Certified a true copy

  
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Director

