



VIS Interactive plc

Company No. 160499

At an Extraordinary General Meeting of the Company held at at The VIS Building, Izatt Avenue, Dunfermline, KY 11 3BZ on 19 April 1999 the following resolutions were duly passed:-

Ordinary Resolution

"That:-

1. the authorised share capital of the Company be and is hereby increased to £366,473 divided into 1,630,710 Ordinary shares of £0.10 each and 2,034,020 'A' Ordinary shares of £0.10 each by the creation of an additional 776,009 'A' Ordinary shares of £0.10 each ranking pari passu in all respects with the existing 'A' Ordinary shares in the capital of the Company, all such shares having the rights and privileges and being subject to the restrictions contained in the Articles of Association of the Company;

Special Resolution

- 2 the Directors be and are hereby generally and unconditionally authorised for the purposes of section 80 of the Companies Act 1985 to allot relevant securities (within the meaning of section 80(2) of the Act) provided that (a) the maximum number of relevant securities to be allotted pursuant to this authority shall be the nominal amount of the authorised share capital of the Company immediately following the passing of Resolution 1 above and (b) this authority shall expire, unless previously revoked or varied by the Company in general meeting, on the expiry of the period of five years from the date of the passing of this Resolution save that the Directors may, after such revocation, variation or expiry allot relevant securities pursuant to an offer or agreement so to do made by the Company prior to such revocation, variation or expiry (which the Company, by this authority, is allowed to make);
3. pursuant to section 95(1) of the Companies Act 1985, section 89(1) of that Act shall not apply to any allotment of equity securities (within the meaning of section 94 of that Act) in the capital of the Company made pursuant to the authority conferred on the Directors by paragraph 3 of this Resolution;
4. the rights afforded to the members of the Company in terms of Articles 6.1 to 6.3 of the Company's Articles of Association be and are hereby

disapplied on share allotments provided that the maximum amount of shares to be allotted pursuant to this disapplication shall be £77,601 in nominal value;

5. on the recommendation of the Directors, it is desirable to capitalise the amount of £10,000, being part of the amount standing to the credit of the share premium account of the Company and that such sum be set free for distribution to 3i Group plc ("3i"), Scottish Equity Partnership ("SEP") and Noble Grossart Investments Limited ("NG") on the condition that the same shall not be paid in cash but shall be applied in paying up in full 100,000 of the 'A' Ordinary Shares of £0.10 each in the capital of the Company at present unissued, such shares to be allotted and issued credited as fully paid at par to and amongst 3i, SEP and NG as follows:

3i 44,445 'A' Ordinary shares of £0.10 each
SEP 44,445 'A' Ordinary shares of £0.10 each
NG 11,110 'A' Ordinary shares of £0.10 each

Such new 'A' Ordinary Shares to be allotted pursuant to this Resolution shall rank pari passu in all respects with the existing 'A' Ordinary Shares in the capital of the Company and shall have the rights and privileges and be subject to the restrictions contained in the new Articles of Association of the Company to be adopted pursuant to Resolution 8 below;

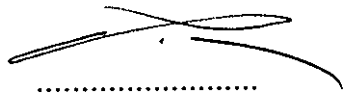
6. the undernoted allotments of A Ordinary Shares of £0.10 each in the capital of the Company be and are hereby approved:

| <i>Name of Allottee</i> | <i>Number of Shares of £0.10</i> | <i>Price per Share</i> |
|-------------------------|----------------------------------|------------------------|
| Brenner Limited | 171,000 | £2.22 |
| John Boyle | up to 174,951 | £2.22 |
| John Fickling | 67,568 | £2.22 |

7. the undernoted transfer of A Ordinary Shares or £0.10 each in the capital of the Company be and is hereby approved:

| <u><i>Name of Transferor</i></u> | <u><i>Name of Transferee</i></u> | <u><i>Number of Shares</i></u> | <u><i>Price per Share</i></u> |
|----------------------------------|----------------------------------|--------------------------------|-------------------------------|
| Brenner Limited | Derby Unit Trust | 171,000 | £2.22 |

8. the regulations contained in the document attached to this Notice be and are hereby approved and adopted as the new Articles of Association of the Company in substitution for and to the exclusion of the existing Articles of Association.


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Director/Secretary