

VIS Interactive plc

Company no. 160499

At an Extraordinary General Meeting of the Company held on 24 June 1998 1996 the following resolutions were duly passed:-

Ordinary Resolution

"That:-

1. the authorised share capital of the Company be and is hereby increased from £261,435 divided into 1,630,710 Ordinary Shares of £0.10 each and 983,640 'A' Ordinary shares of £0.10 each to £288,203 divided into 1,630,710 Ordinary Shares of £0.10 each and 1,251,320 'A' Ordinary Shares of £0.10 each by the creation of an additional 267,680 '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 as amended by paragraph 5 of this Resolution;

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 amount of relevant securities to be allotted pursuant to this authority shall be the nominal amount of the authorised share capital of the Company on the date on which this Resolution is passed 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 2 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 £26,768 in nominal value; and

5. 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 of the Company."


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Director