

## WRITTEN RESOLUTION

OF

**CLYDE BROADCAST PRODUCTS LIMITED**  
**(Incorporated in Scotland Number SC174692)**  
**(the "Company")**

We, the undersigned, being the only members of the Company entitled to attend and vote at General Meetings of the Company hereby pass the following written resolution to take effect as though it were a Special Resolution of the Company and agree for all purposes that the said Resolution shall be as valid and as effective as if passed at a General meeting of the Company duly convened and held:

That: -

- (a) the authorised share capital of the Company be increased from £100,527 to £105,000 ("**the Authorised Amount**") (being represented by 15,000 Ordinary Shares of £1 each, 50,000 A Cumulative Preference Shares of £1 each and 40,000 B Cumulative Preference Shares of £1) by the creation of 4,473 Ordinary Shares of £1 each, each having the rights and privileges and being subject to the restrictions contained in the Articles of Association of the Company as amended by paragraph (d) of this resolution.
- (b) The Directors be and are hereby authorised generally and unconditionally to exercise all of the powers of the Company to allot relevant securities (within the meaning of section 80(2) of the Companies Act 1985) subject always to the provisions of the Articles of Association of the Company adopted pursuant to paragraph (d) of this written resolution provided that;
  - (i) The maximum nominal amount of relevant securities to be allotted pursuant to such authority shall be up to the Authorised Amount;
  - (ii) This authority shall expire, unless sooner revoked or varied by the Company in a general meeting, on the expiry of the period of 5 years from the date of passing of this Written Resolution, save that the Company may before such expiry make an offer or agreement which would or might require relevant securities to be allotted after such offer or agreement as if the power conferred hereby had not expired;
- (c) 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 the Act) in the capital of the Company pursuant to the authority given to the Directors in terms of paragraph (b) of this resolution and we hereby waive any and all pre-emption rights on new issues which we may have in terms of Article 4 of the Company's existing articles of association in respect of the allotment of Ordinary Shares up to the Authorised Amount;

- (d) The regulations contained in the document annexed and signed as relative to this paragraph of this Written Resolution be and are hereby approved and adopted as the New Articles of Association of the Company in substitution for and to the entire exclusion of the existing Articles of Association of the Company.

*Lorna Macdonald (as attorney)*

**Gordon Tourlamain**

Date *14<sup>th</sup>* June 2001

*Philip Collins*

**Philip Collins**

Date *14<sup>th</sup>* June 2001

*G. B. Archbold*

**Geoffrey Archbold**

Date *15<sup>th</sup>* June 2001