

Company Number: 1578389

THE COMPANIES ACTS 1985 AND 1989

COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION

- of -

YSIDRO LIMITED

(Passed November 13th 1997)

At an Extraordinary General Meeting of the Company duly convened and held at
on 13 November 1997 the following Special Resolution was duly passed:

SPECIAL RESOLUTION

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THAT notwithstanding the Companies Act 1985, Sections 151(1) and (2):

- (a) the terms and arrangements contemplated by and the execution delivery and performance by the Company of a Loan Agreement relating to a loan of £1,700,000 to High Integrity Systems Limited ("HIS") and substantially in the terms of the document a copy of which is now produced to the meeting and initialled for the purposes of identification by the Chairman hereof ("the Loan Agreement") for the purpose of reducing or discharging liabilities which HIS has incurred within the meaning of Section 151(2) of that Act and that the giving of financial assistance to HIS be and it is hereby approved notwithstanding that the Company might be held to be giving financial assistance for the purposes of Sections 151 and 152 of that Act; and
- (b) the execution, delivery and performance by the Company of, and the subsequent exercise of rights under the Loan Agreement is in the best interests of the Company;
- (c) to the execution delivery and performance of the Loan Agreement be and is hereby approved.


.....
Secretary

