

Company No. 942631

The Companies Act, 1948

COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION

- of -

A.M.S. TRADING CO. (GENERAL IMPORTERS) LTD.

Passed the 2nd day of DECEMBER, 1971.

At an Extraordinary General Meeting of the above named Company duly convened and held at 34-35 GREAT SUTTON STREET, LONDON, E. C. 1. on the 2nd day of December, 1971 the following Special Resolution was duly passed :-

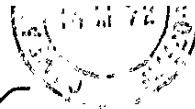
"That the Share Capital of the Company be increased from £1000 to £10,000 by the creation of 9000 Ordinary Shares of £1 each, such new Shares to rank pari passu in all respects with the existing Shares in the Capital of the Company."



Alan Sugar
Alan Sugar
Chairman

049567
199110

COMPANY NO: 942631/15



COMPANIES REGISTRY
15 NOV 1972
718 OFFICE

THE COMPANIES ACTS 1948 and 1967

COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION

- of -

A.M.S. TRADING CO. (GENERAL IMPORTERS) LIMITED

Passed the 10th day of November, 1972

At an EXTRAORDINARY GENERAL MEETING of the Members of the above-named Company, duly convened and held at 89 Ridley Road, London, E.8. on Friday the 10th day of November, 1972 the following Resolution was duly passed as a SPECIAL RESOLUTION :-

RESOLUTION

"That the name of the Company be changed to
"A.M.S. TRADING (AMSTRAD) LIMITED"

Alan Sugar

DIRECTOR

COMPANIES REGISTRY
15 NOV 1972
718 OFFICE

47

Company No: 942631

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The Companies Acts, 1948 to 1967

COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION

- of -

A.M.S. TRADING (AMSTRAD) LIMITED

Passed the 20th day of November, 1972

At an Extraordinary General Meeting of the above named Company duly convened and held at 89 Ridley Road, London, E.8. on the 20th day of November, 1972, the following Special Resolution was duly passed:-

"That the Share Capital of the Company be increased from £10,000 to £100,000 by the creation of 90,000 Ordinary Shares of £1 each, such new Shares to rank pari passu in all respects with the existing Shares in the Capital of the Company."

Handwritten initials

Alan Sugar
Chairman

1972

COMPANIES REGISTRATION
OFFICE 33

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Company No. 942631, 23

The Companies Act, 1948

COMPANY LIMITED BY SHARES

E X T R A O R D I N A R Y R E S O L U T I O N

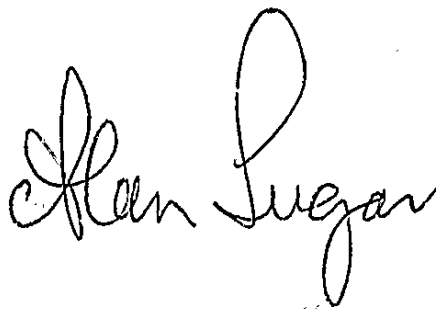
of

A.M.S. TRADING (AMSTRAD) LIMITED ✓

Passed the 8th day of MARCH, 1973

At an Extraordinary General Meeting of the above named Company duly convened and held at 89, Ridley Road, London, E.8. on the 8th day of March, 1973, the following Extraordinary Resolution was duly passed : -

"That the Shareholders shall be entitled to the allotment of one Ordinary Share for every one Ordinary Share at present held to rank pari passu with the existing holding such shares to be allotted and credited as fully paid up by way of capitalization of reserves of the Company."



Chairman

Number of } 942631 / 27 \

Company }

The Companies Act, 1948

COMPANY LIMITED BY SHARES

Special Resolution

(Pursuant to s. 141 (2))

OF

The blanks in this heading may be filled up in writing.

A.M.S TRADING (AMSTRAD)

LIMITED

Passed 12th November, ~~1975~~ 1976

AT an EXTRAORDINARY GENERAL MEETING of the above-named Company, duly convened, and held at

69 Midley Road, London E.8.

on the 12th day of November, 1976, the subjoined Special Resolution duly passed, viz. :—

RESOLUTION

The Special Resolution(s) must be printed on this space, and not affixed to or written on it, except in the case of an exempt private company when it may be typed. See s. 143 (1) and Note overleaf.

"That an amount of £20,000 be capitalised out of the Company's Reserve by way of a bonus issue to the existing Shareholders on the basis of one Ordinary Share of £1 each for each Ordinary Share of £1 held, to rank pari passu with the existing shares of the Company."

Signature

CHAIRMAN

To be signed by the Chairman, a Director, or the Secretary of the Company.



NOTE.—To be filed within 15 days after the passing of the Resolution(s). See section 143 (1) and (4) printed overleaf.



Section 143 of the Companies Act, 1948, provides (*inter alia*) as follows:—

(1) A printed copy of every resolution or agreement to which this section applies shall, within fifteen days after the passing or making thereof, be forwarded to the registrar of companies and recorded by him :

Provided that an exempt private company need not forward a printed copy of any such resolution or agreement if instead it forwards to the registrar of companies a copy in some other form approved by him.

* * * * *

(4) This section shall apply to—

- (a) special resolutions ;
- (b) extraordinary resolutions ;
- (c) resolutions which have been agreed to by all the members of a company, but which, if not so agreed to, would not have been effective for their purpose unless, as the case may be, they had been passed as special resolutions or as extraordinary resolutions ;
- (d) resolutions or agreements which have been agreed to by all the members of some class of shareholders but which, if not so agreed to, would not have been effective for their purpose unless they had been passed by some particular majority or otherwise in some particular manner, and all resolutions or agreements which effectively bind all the members of any class of shareholders though not agreed to by all those members ;
- (e) resolutions requiring a company to be wound up voluntarily, passed under paragraph (a) of subsection (1) of section two hundred and seventy-eight of this Act.

* * * * *

NOTE.—In the case of an exempt private company the Registrar of Companies under the proviso to s. 143 (1) will accept a typed copy on durable paper, provided that there is on the file (e.g., on the last Annual Return) a certificate that the company is an exempt private company. If no such certificate is on the file, the certificate below should be completed.

CERTIFICATE

WE CERTIFY that, to the best of our knowledge and belief, the conditions mentioned in subsection (2) of section one hundred and twenty-nine of the Companies Act, 1948, are satisfied at the date of this certificate and have been satisfied at all times since*

Dated this.....day of....., 196

.....
Director.

.....
Secretary.

* NOTE.—Insert " 1st July, 1948 " (the date of the commencement of the Companies Act, 1948), or, if the company was registered after that date, the date on which it was registered, or, if the proviso to s. 120 (1) of the Companies Act, 1948, has effect, the time at which it was shown to the Board of Trade that the conditions mentioned in the certificate were satisfied.

Ref 231542/7

Number of Company:

942631 / 33



THE COMPANIES ACTS 1948 to 1967

COMPANY LIMITED BY SHARES



(Copy)

SPECIAL RESOLUTION

of



A.M.S. TRADING (AMSTRAD) LIMITED

Passed the 30th day of MARCH, 1977.

At an EXTRAORDINARY GENERAL MEETING of the above-named Company, duly convened, and held on the 30th day of MARCH 1977, the following SPECIAL RESOLUTION was duly passed:-

That the name of the Company be changed to

AMSTRAD CONSUMER ELECTRONICS LIMITED

Alan Sugar
Chairman.

Presented by:
THE LONDON LAW AGENCY LTD.,
TEMPLE CHAMBERS,
TEMPLE AVENUE,
LONDON, EC4Y 0HP.

RK/KON/MORI

COMPANY NUMBER : 942631/46

THE COMPANIES ACTS 1948 to 1976

COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION

of

AMSTRAD CONSUMER ELECTRONICS LIMITED



At an Extraordinary General Meeting of the above-named Company duly convened and held on Wednesday, 9th April 1980, the following resolution was duly passed as a Special Resolution :-

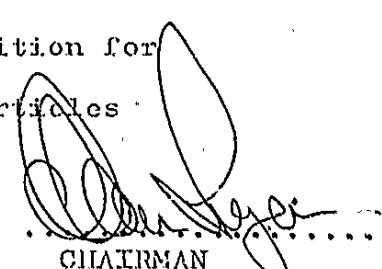
SPECIAL RESOLUTION

THAT conditionally upon all the issued ordinary share capital of the Company being admitted to the Official List by the Council of The Stock Exchange not later than 18th April 1980 :-

- (a) the authorised share capital of the Company be increased from £100,000 divided into 100,000 Ordinary Shares of £1 each to £2,500,000 divided into 2,500,000 Ordinary Shares of £1 each by the creation of 2,400,000 new Ordinary Shares of £1 each, such shares to rank pari passu with and be identical in all respects to the existing Ordinary Shares in the capital of the Company;

A handwritten signature or set of initials in the bottom right corner of the page.

- (b) each Ordinary Share of £1 each in the capital of the Company be sub-divided into 4 Ordinary Shares of 25p each;
- (c) upon the recommendation of the directors, it is desirable to capitalise the sum of £2,271,250 (being part of the amount standing to the credit of the reserves of the Company) and accordingly that the directors be authorised and directed to appropriate the same sum to the holders registered immediately prior to the passing of this resolution of the 60,000 issued Ordinary Shares of £1 each of the Company in the proportions as nearly as may be in which such sum would have been applicable and have been applied in paying dividends, and to apply such sum on their behalf in paying up in full 9,085,000 unissued Ordinary Shares of 25p each, to be allotted and distributed, credited as fully paid, to and amongst the said holders in the proportions aforesaid; and
- (d) the Company be converted into a public company and that the regulations contained in the printed document produced to the meeting and for the purposes of identification signed by the Chairman thereof be approved and adopted as the Articles of Association of the Company in substitution for and to the exclusion of the existing Articles of Association.



CHAIRMAN

THE COMPANIES ACTS 1948 TO 1980
COMPANY LIMITED BY SHARES
RESOLUTIONS

of
AMSTRAD CONSUMER ELECTRONICS PLC
(Passed 26th November 1981)

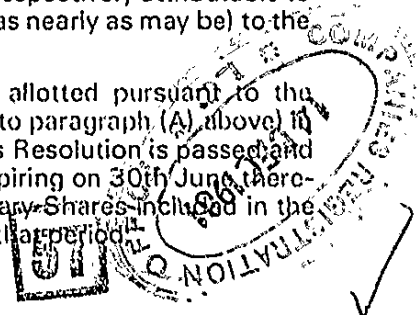
At an Extraordinary General Meeting of the Company duly convened and held on 26th November 1981, the following Resolutions were duly passed:-

ORDINARY RESOLUTIONS

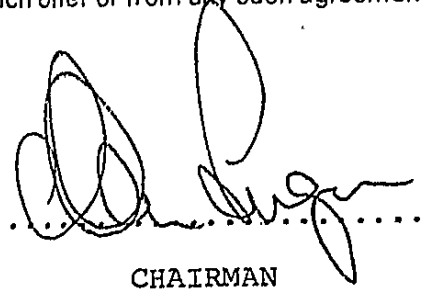
1. THAT the authorised share capital of the Company be increased from £2,500,000 to £3,000,000 by the creation of 2,000,000 new Ordinary Shares of 25p each.
2. THAT subject to the provisions of the Companies Acts 1948 to 1980 and of the Articles of Association of the Company, the Directors are hereby authorised to exercise the power of the Company to allot relevant securities (within the meaning of S.14 (10) of the Companies Act 1980) in respect of all the unissued shares in the capital of the Company from time to time and to such persons and on such terms as they may think proper, provided that:-
 - (i) the maximum nominal amount of relevant securities that may be allotted pursuant to the authority given by this resolution shall be £668,750;
 - (ii) subject as provided in paragraph (iv) of this resolution, the said authority shall expire on 26th November, 1986 but may be previously revoked or varied by an ordinary resolution of the Company;
 - (iii) for the purposes of this resolution, any reference to the allotment of any relevant securities includes a reference to the grant of a right to subscribe for or to convert any security into such securities; and
 - (iv) the authority given by this resolution shall extend to the making, before the expiration of the period referred to in paragraph (ii) of this resolution, of any offer or agreement which will or may require any such relevant securities to be allotted after the expiration of that period and to any allotment made pursuant to any right arising from the acceptance of any such offer, or from any such agreement.

SPECIAL RESOLUTION

3. THAT, subject to the Ordinary Resolution, number 2, set out in the notice convening this Extraordinary General Meeting being duly passed and the Directors being authorised to allot relevant securities of the Company as therein provided, the Directors be and they are hereby given power, pursuant to Section 18 of the Companies Act 1980, to allot Ordinary Shares pursuant to the said authority as if Section 17 (1) of the Companies Act 1980 did not apply to the allotment PROVIDED THAT:-
 - (A) The authority given by this Resolution shall, subject as provided in paragraph (B) below, be limited to the allotment of Ordinary Shares in connection with a rights issue in favour of Ordinary Shareholders where the Ordinary Shares respectively attributable to the interests of all Ordinary Shareholders are proportionate (as nearly as may be) to the respective numbers of Ordinary Shares held by them;
 - (B) The maximum number of Ordinary Shares that may be allotted pursuant to the authority given by this Resolution (otherwise than pursuant to paragraph (A) above) in the period beginning on the day after the date on which this Resolution is passed and expiring on 30th June, 1983 and each successive period expiring on 30th June thereafter shall be the number being 5% of the number of Ordinary Shares included in the authorised share capital of the Company at the beginning of the period.



- (C) Subject as provided in paragraph (E) of this Resolution, the authority to allot Ordinary Shares under paragraph (B) above shall expire on 30th June, 1983 but may be extended by successive periods of one year by an ordinary resolution of the Company in general meeting passed before, but not more than 12 months before, the beginning of the additional year;
- (D) For the purposes of this Resolution any reference to the allotment of any Ordinary Shares includes a reference to the grant of a right to subscribe for, or convert any debenture or other security into, Ordinary Shares of the Company;
- (E) The authority given by this Resolution shall extend to the making before the expiration of the period referred to in paragraph (C) of this Resolution (as extended as therein provided) of any offer or agreement which will or may require any such Ordinary Shares to be allotted after the expiration of that period and to any allotment made pursuant to any right arising from the acceptance of any such offer or from any such agreement.



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CHAIRMAN

Company No. 942631

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THE COMPANIES ACTS 1948 TO 1980

COMPANY LIMITED BY SHARES

ORDINARY RESOLUTIONS

of

AMSTRAD CONSUMER ELECTRONICS PLC

(Passed 25th November 1982)

At an extraordinary general meeting of the Company held on 25th November 1982 the following resolutions were duly passed as ordinary resolutions:-

ORDINARY RESOLUTIONS

THAT:-

- (1) the authorised share capital of the Company be increased from £3,000,000 to £6,000,000 by the creation of 12,000,000 new ordinary shares of 25p each;
- (2) subject to the provisions of the Companies Acts 1948 to 1981 and of the articles of association of the Company, the directors are hereby authorised to exercise the power of the Company to allot relevant securities (within the meaning of section 14(10) of the Companies Act 1980) in respect of all the unissued shares in the capital of the Company from time to time and to such persons and on such terms as they may think proper, provided that:-
 - (i) the maximum nominal amount of relevant securities

80



- that may be allotted pursuant to the authority given by this resolution shall be £1,337,500;
- (ii) subject as provided in paragraph (iv) of this resolution, the said authority shall expire on 25th November 1987 but may be previously revoked or varied by an ordinary resolution of the Company;
 - (iii) for the purposes of this resolution, any reference to the allotment of any relevant securities includes a reference to the grant of a right to subscribe for or to convert any security into such securities;
 - (iv) the authority given by this resolution shall extend to the making, before the expiration of the period referred to in paragraph (ii) of this resolution, of any offer or agreement which will or may require any such relevant securities to be allotted after the expiration of that period and to any allotment made pursuant to any right arising from the acceptance of any such offer, or from any such agreement; and
 - (v) the authority given by this resolution shall supersede and replace the authority contained in the ordinary resolution No. 2 set out in the Notice convening an extraordinary general meeting of the Company for 26th November 1981 which shall on the passing of this resolution cease to have effect.



CHAIRMAN

Company No. 942631

THE COMPANIES ACTS 1948 to 1983

Company Limited By Shares

SPECIAL RESOLUTION

of

AMSTRAD CONSUMER ELECTRONICS PLC

(Passed 24th November 1983)

At the Annual General Meeting of the Company duly convened and held at 748 High Road, Tottenham, London N17 0AP on 24th November 1983 the following resolution was duly passed as a special resolution:-

SPECIAL RESOLUTION

THAT:-

- (i) each ordinary share of 25p in the capital of the Company be and is hereby sub-divided into 5 ordinary shares of 5p each; and
- (ii) the Articles of Association of the Company be amended by the deletion from Article 69 of the words "25p in nominal amount of the ordinary shares" and the substitution therefor of the words "ordinary share".


Chairman



Company No. 942631

THE COMPANIES ACTS 1948 to 1983

Company Limited By Shares

ORDINARY RESOLUTIONS

of

AMSTRAD CONSUMER ELECTRONICS PLC

(Passed 24th November 1983)

At the Annual General Meeting of the Company duly convened and held at 748 High Road, Tottenham, London N17 0AP on 24th November 1983 the following ordinary resolutions were passed:-

ORDINARY RESOLUTIONS

- (1) THAT the authority contained in ordinary resolution number 3 set out in the Notice convening an Extraordinary General Meeting of the Company for 25th November, 1982 shall be extended so as to expire on 23rd November, 1988.
- (2) THAT the authority contained in special resolution number 3 set out in the Notice convening an Extraordinary General Meeting of the Company for 26th November, 1981 shall be extended for a further period of one year and shall expire on 30th June, 1985

CHAIRMAN



Extraordinary General Meeting held at Brentwood House, 169 Kings Road, Brentwood, Essex, on Thursday, 18th April, 1985, at 10.00 am.

SPECIAL RESOLUTION

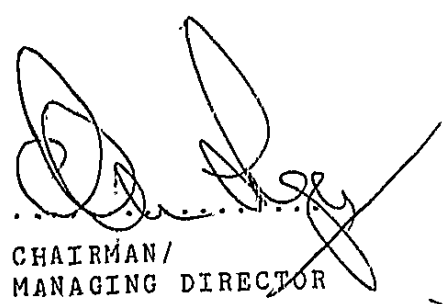
THAT

(a) sub-clause (Q) of clause 3 of the Memorandum of Association of the Company be amended by the addition of the words:-

"and to establish and maintain and contribute to any employees' share scheme,"

(b) paragraph (A) of regulation 115 of the Articles of Association of the Company be altered by the addition of the following as sub-paragraph (vi) thereof:-

"any arrangement for the benefit of the employees, including but without being limited to an employees' share scheme, under which the director benefits in a similar manner as the employees, and which does not accord to any director as such any privilege or advantage not generally accorded to the employees to whom the arrangement relates."


CHAIRMAN/
MANAGING DIRECTOR



No. 942631

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942631
/90



THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

ORDINARY RESOLUTION

of

AMSTRAD CONSUMER ELECTRONICS PLC

(passed on 6th June, 1986)

WE HEREBY CERTIFY
THIS TO BE A TRUE AND
ACCURATE COPY OF
THE ORIGINAL.

[Signature]
H. Bert Smith
KING HOUSE
35 CANNON STREET
LONDON EC4M 5SD
Date 9th June 1986

At an Extraordinary General Meeting of the Company duly convened and held at Brentwood House, 169 King's Road, Brentwood, Essex CM14 4EF on 6th June, 1986 the following resolution was duly passed as an ordinary resolution:-

ORDINARY RESOLUTION

THAT:-

1. the capital of the Company be increased from £6,000,000 to £36,000,000 by the creation of 600,000,000 Ordinary Shares of 5p each;

2. the Directors be and they are hereby generally and unconditionally authorised to exercise all powers of the Company to allot relevant securities (as defined in Section 80 of the Companies Act 1985) up to the amount of the authorised share capital of the Company as increased by paragraph 1 of this resolution and this authority shall expire on the date five years after the passing of this 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 expiry, and the Directors may allot relevant securities in pursuance of such offer or agreement;

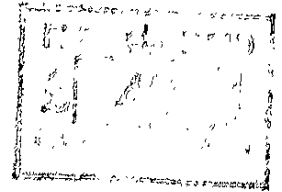
3. it is desirable to capitalise the sum of £21,808,333 being £12,327,000 of the amount standing to the credit of the Company's share premium account and £9,481,333 of the amount standing to the credit of the Company's distributable reserves, and accordingly that the Directors be authorised and directed:-

- (a) to appropriate the said sum to the shareholders of the Company whose names appeared on the register of members at the close of business on 2nd June, 1986;
- (b) to apply the said sum on behalf of such members in paying up in full at par 436,166,664 unissued Ordinary Shares of 5p each; and
- (c) to allot and distribute those shares credited as fully paid to and among such members in the proportion of four new Ordinary Shares for every one Ordinary Share then held.


Chairman

SPECIAL RESOLUTION ON CHANGE OF NAME

COMPANIES ACTS



COMPANY NUMBER 942631 / 93

COMPANY NAME AMSTRAD CONSUMER ELECTRONICS PUBLIC LIMITED COMPANY

At an ~~Extraordinary~~ Annual General Meeting of the members of the above named company, duly convened and held at:

BRENTWOOD MEAT HOUSE, LONDON ROAD, BRENTWOOD, ESSEX.

on the TWENTY SEVENTH day of NOVEMBER 1986

the following Special Resolution was duly passed:

That the name of the Company be changed to:

NEW NAME Amstrad Public Limited Company

Signature: [Handwritten Signature] Chairman, Director, Secretary or Officer of the Company

Notes:

* Please delete as appropriate.

NB. The copy Resolution must be filed with the Registrar of Companies within 15 days after the passing of the Resolution. Please insert name and address to which the certificate is to be sent:



LB 258097 4/17

Company No. 942631

PURSUANT TO SECTION 28 OF
THE COMPANIES ACT 1985.

NOTICE OF PASSING OF SPECIAL RESOLUTION.

AMSTRAD PLC

To the Registrar of Companies:

Amstrad Plc gives Notice of the passing of the following Special Resolution at the Extraordinary General Meeting of the Company on 11th December 1989 at 3 p.m. as follows :-

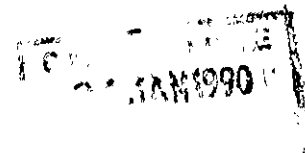
That the proposed contract between the Company (1) and Jose Luis Dominguez Morales and others ("the Transferors") (2) whereby the Transferors agree to transfer 4,501,853 Ordinary shares of 5p each of the Company ("the Shares") to the Company, a copy of which was produced to the meeting and initialled by the Chairman thereof for the purpose of identification ("the Contract") be and is hereby approved and the terms of the Contract be and are hereby approved and the Directors of the Company be and are hereby authorised to enter into the Contract on behalf of the Company and to do all acts and things necessary to implement the purchase of the Shares, provided that the authority conferred by this resolution:

- (a) is to expire on 31st January 1990; and
- (b) is in addition and without prejudice to any general powers to make market purchases of Ordinary shares which has been or may be conferred on the Company at any time and from time to time.

Signed
Secretary/Director

Dated: 12th December 1989.

Presented by: Amstrad Plc
169 Kings Road
Brentwood, Essex CM14 4EF.



Company No. 942631

PURSUANT TO SECTION 28 OF
THE COMPANIES ACT 1985.

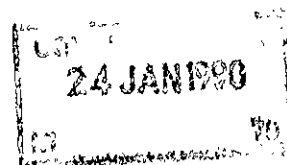
NOTICE OF PASSING OF SPECIAL RESOLUTION.

AMSTRAD PLC

To the Registrar of Companies:

Amstrad Plc gives Notice of the passing of the following Special Resolution at the Annual General Meeting of the Company on 11th December 1989 at 3 p.m. as follows :-

- (1) That the directors be and they are hereby authorised, pursuant to Section 95 of the Companies Act 1985 ("the Act") to allot equity securities, within the meaning of Section 94 of the Act, for cash, pursuant to the authority given to the directors by the ordinary resolution passed on 6th June 1986 as if the provisions of Section 89(1) of the Act did not apply to the allotment, provided that this authority shall be limited to :
 - (a) the allotment of equity securities in connection with any rights issued in favour of holders of ordinary shares in the capital of the company notwithstanding that by reason of such exclusions as the directors may deem necessary to deal with problems arising in any overseas territory in connection with fractional entitlements or otherwise howsoever, the ordinary shares to be allotted are not offered to all of such holders in proportion to the number of ordinary shares held by them respectively; and
 - (b) the allotment of equity securities up to an aggregate nominal value of £1,800,000 otherwise than pursuant to paragraph (a) above.
- (2) To alter the company's articles of association by inserting the following as article 7a:



"Subject to the provisions of the Companies Act 1985 and to sanction by an extraordinary resolution passed at a separate class meeting of the holders of any class of convertible shares, the company may purchase its own shares (including any redeemable shares) on such terms as may be determined by the board. Neither the company nor the board shall be required to select shares to be purchased in any particular manner as between the holders thereof provided that nothing done in pursuance of this article shall be deemed to vary or abrogate any rights attached to such shares".

- (3) That the company be hereby generally and unconditionally authorised to make market purchases (within the meaning of Section 163 of the Companies Act 1985) of ordinary shares of 5p each in the capital of the company ("ordinary shares") provided that:
- (a) the maximum number of ordinary shares hereby authorised to be purchased is 56,838,206;
 - (b) the minimum price which may be paid for each ordinary shares is 5p;
 - (c) the maximum price which may be paid for each ordinary share is an amount equal to 105 per cent of the average of the middle market quotations for an ordinary share as derived from The Stock Exchange Daily Official List for the ten business days immediately preceding the day on which the ordinary shares are purchased;
 - (d) the authority hereby conferred shall expire at the conclusion of the next annual general meeting of the company or 31st December 1990 whichever is earlier (except in relation to the purchase of ordinary shares the contract for which was concluded before such date and which is executed wholly or partly after such date), unless such authority is renewed prior to such time.

Signed
Secretary/Director

Dated: 12th December 1989..

Presented by: Amstrad Plc
169 Kings Road
Brentwood,
Essex, CM14 4EF

Company No. 942631

PURSUANT TO SECTION 28 OF
THE COMPANIES ACT 1985.

NOTICE OF PASSING OF ORDINARY RESOLUTION
AND SPECIAL RESOLUTION
AMSTRAD PLC

To the Registrar of Companies:

Amstrad Plc gives Notice of the passing of the Ordinary Resolution and Special Resolutions at the Annual General Meeting of the Company on 22nd November 1990 at 3 p.m. as contained in the certified copy Extract from the Minutes of the 20th Annual General Meeting attached hereto.

Signed
J.L. Rice - Secretary/Director

Dated: 27th November 1990

Presented by: Amstrad Plc
169 Kings Road
Brentwood
Essex CM14 4EF

COMPANIES HOUSE
29 NOV 1990

EXTRACT FROM THE MINUTES OF THE 20TH ANNUAL
GENERAL MEETING OF AMSTRAD PLC
held at The Tower Suite, The Tower Thistle Hotel,
London E1 9LD on 22nd November 1990 at 3.00 p.m.

IT WAS RESOLVED that the following Resolutions be passed:-

(A) As an ordinary resolution

That the directors be and they are hereby generally and unconditionally authorised pursuant to Section 80 of the Companies Act 1985 to exercise all the powers of the Company to allot relevant securities (within the meaning of the said Section 80) up to an aggregate nominal amount of £3,785,259 provided that this authority shall expire five years from the date of the passing of this 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 expiry and the directors may allot relevant securities in pursuance of such an offer or agreement, as if the authority conferred hereby had not expired. The authority contained in this resolution shall be in substitution for any existing authority under the said section 80.

(B) As a special resolution

That the directors be and they are hereby authorised pursuant to Section 95 of the Companies Act 1985 ("the Act") to allot equity securities, within the meaning of Section 94 of the Act, for cash, pursuant to the authority given to the directors by resolution (A) contained in the Notice of Annual General Meeting of the Company as if the provisions of Section 89(1) of the Act did not apply to the allotment, provided that this authority shall be limited to

- (a) the allotment of equity securities in connection with any rights issue in favour of holders of ordinary shares in the capital of the Company notwithstanding that by reason of such exclusions as the directors may deem necessary to deal with problems arising in any overseas territory in connection with fractional entitlements or otherwise howsoever, the ordinary shares to be allotted are not offered to all such holders in proportion to the number of ordinary shares held by them respectively, and
- (b) the allotment of equity securities up to an aggregate nominal value of £1,400,000 otherwise than pursuant to the paragraph (a) above.

(C) As a special resolution

That the Company be hereby generally and unconditionally authorised to make market purchases (within the meaning of Section 163 of the Companies Act 1985) of ordinary shares of 5p each (nominal value) in the capital of the company ("ordinary shares") provided that

- (a) the maximum number of ordinary shares hereby authorised to be purchased is 56,421,521,
- (b) the minimum price which may be paid for each ordinary share is 5p (nominal value),
- (c) the maximum price which may be paid for each ordinary share is an amount equal to 105 per cent of the average of the middle market quotations for an ordinary share as derived from The Stock Exchange Daily Official List for the ten business days immediately preceding the day on which the ordinary shares are purchased,
- (d) the authority hereby conferred shall expire at the conclusion of the next Annual General Meeting of the Company or 31st December, 1991, whichever is earlier (except in relation to the purchase of ordinary shares the contract for which was concluded before such date and which is executed wholly or partly after such date), unless such authority is renewed prior to such time.

(D) As a special resolution

the memorandum of association of the Company be and is hereby amended by adding the following to the end of clause 4 (Q) thereof:-

"and to purchase and maintain for the benefit of any persons (including directors) any insurance".

COMPANIES HOUSE
29 NOV 1990
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(E) As a special resolution:

the articles of association of the Company be and are hereby amended as follows

- (1) in article 2 by deleting the definition of "the Acts" and substituting the following definition of "the Act":
"the Companies Act 1985 and every statutory modification or re enactment thereof for the time being in force",
and by deleting in each article in which they appear the words "the Acts" and substituting the words "the Act".
- (2) by deleting the words "by virtue of section 2 of the Stock Exchange (Completion of Bargains) Act 1976" where these occur in paragraphs (A) and (B) of article 11 and substituting the following therefor:
"by virtue of section 40 of the Act".
- (3) by adding the following to the end of paragraph (E) of article 101
"or the Company Directors Disqualification Act 1986".
- (4) by adding the following new clause to the end of article 109
"For the purposes only of this article 109 the word "subsidiary" shall bear the meaning ascribed thereto by section 736 of the Act and shall bear such meaning notwithstanding any provision contained in these presents which would otherwise require the reference to the said section of the Act to be construed as relating to any statutory modification or re enactment thereof and the word "Group" shall be construed accordingly".
- (5) By inserting the following as a new sub paragraph (vii) of paragraph (A) of article 115:--
"(vii) any proposal concerning the purchase and/or maintenance of any insurance policy under which he may benefit".
- (6) By adding the following proviso to the end of article 144:--
"PROVIDED THAT the requirement of this article in relation to the documents to be sent to members shall be deemed to be satisfied by sending to each member where permitted by the Act and in lieu of the said copies, a summary financial statement derived from the Company's annual accounts and the directors' report in the form and containing the information prescribed by the Act and any regulation made thereunder".
- (7) By inserting the following as a new article 156:--
"156 The directors may purchase and maintain, or authorise the purchase and maintenance of, insurance at the expense of the Company for the benefit of any director or other officer or auditor of the Company or any of its subsidiaries against any liability which may attach to him or loss or expenditure which he may incur in relation to anything done or alleged to have been done or omitted to be done as a director, officer or auditor".
- (8) By inserting the following as a new article 157:--
"157 (A) No member shall, unless the directors otherwise determine, be entitled in respect of any share held by him to vote (either in person or by representative or proxy) at any general meeting or at any separate meeting of the holders of any class of shares, or to exercise any other right conferred by membership in relation to any such meeting, if he or any other person appearing to be interested in the share has been given a notice under section 212 of the Act ("a section 212 notice") and has failed to give the Company the information thereby required within 28 days from the date of the notice
(B) Without prejudice to the provisions of clause (A) of this article, no member holding shares representing 0.25 per cent or more in nominal value of the issued shares of any class of capital in the Company shall, unless the Directors otherwise determine, be entitled:
(i) in respect of any such shares, to vote (either in person or by representative or proxy) at any general meeting or at any separate meeting of the holders of any class of shares, or to exercise any other right conferred by membership in relation to any such meeting; or
(ii) to receive payment of any dividend or other distribution payable in respect of any such shares; or
(iii) to transfer any such shares otherwise than:
(a) pursuant to acceptance of a take-over offer; or
(b) through a recognised investment exchange or other recognised market, or

(c) in any other manner which the directors are satisfied is bona fide and at arm's length.

(in each case hereinafter referred to as an "arm's length sale") if he or any person appearing to be interested in such shares has been given a section 212 notice and has failed to give the Company the information thereby required within 14 days from the date of the notice, provided that upon registration of a transfer thereof pursuant to any arm's length sale or upon all information required by the section 212 notice being given, such restrictions shall cease to apply in respect of such shares and any dividends withheld shall be paid.

(C) For the purposes of this article --

(i) a person other than the member holding a share shall be treated as appearing to be interested in that share if the member has informed the Company that the person is, or may be, so interested, or if the Company (after taking account of any information obtained from the member or, pursuant to a section 212 notice, from anyone else) knows or has reasonable cause to believe that the person is, or may be, so interested;

(ii) "interested" shall be construed as it is for the purpose of section 212 of the Act;

(iii) "take over offer" shall have the meaning ascribed to it in section 74 of the Company Securities (Insider Dealing) Act 1985;

(iv) "recognised investment exchange" shall have the meaning ascribed to it in section 207(1) of the Financial Services Act 1986; and

(v) reference to a person having failed to give the Company the information required by a notice includes (i) reference to his having failed or refused to give all or any part of it and (ii) reference to his having given information which he knows to be false in a material particular or having recklessly given information which is false in a material particular.

(D) Where, on the basis of information obtained from a member in respect of any share held by him, the Company gives a section 212 notice to any other person, it shall at the same time send a copy of the notice to the member, but the accidental omission to do so, or the non-receipt by the member of the copy, shall not invalidate or otherwise affect the application of this article.

(E) Nothing in this article shall limit the powers of the Company under section 216 of the Act or any other powers whatsoever".

CERTIFIED A TRUE COPY

.....

J.L. RICE - DIRECTOR AND SECRETARY.

PURSUANT TO SECTION 28 OF
THE COMPANIES ACT 1985.

NOTICE OF PASSING OF SPECIAL RESOLUTION

AMSTRAD PLC



To the Registrar of Companies:

Amstrad Plc gives Notice of the passing of the following Special Resolutions at the Annual General Meeting of the Company on 24th November 1992 at 3 p.m. as follows :-

(A) As a special resolution:

That the directors be and they are hereby authorised, pursuant to Section 95 of the Companies Act 1985 ("the Act") to allot equity securities, within the meaning of Section 94 of the Act, for cash, pursuant to the authority given to the directors by resolution 4A contained in the Notice of the Annual General Meeting of the company of which this resolution is a part as if the provisions of Section 89(1) of the Act did not apply to the allotment, provided that this authority shall be limited to :

- (a) the allotment of equity securities in connection with any rights issued in favour of holders of ordinary shares in the capital of the company notwithstanding that by reason of such exclusions as the directors may deem necessary to deal with problems arising in any overseas territory or in connection with fractional entitlements or otherwise howsoever, the ordinary shares to be allotted are not offered to all of such holders in proportion to the number of ordinary shares held by them respectively; and
 - (b) the allotment of equity securities up to an aggregate nominal value of £1,400,000 otherwise than pursuant to paragraph (a) above
- provided that the authority hereby conferred shall expire at the conclusion of the next Annual General Meeting of the company save that the company may before such expiry make an offer or agreement which would or

might require equity securities to be allotted after such expiry and the directors may allot equity securities in pursuance of such offer or agreement as if the power conferred hereby had not expired.

(B) As a special resolution:

That the company be hereby generally and unconditionally authorised to make market purchases (within the meaning of Section 163 of the Companies Act 1985) of ordinary shares of 5p each (nominal value) in the capital of the company ("ordinary shares") provided that:

- (a) the maximum number of ordinary shares hereby authorised to be purchased is 58,116,946 (representing 10% of the issued share capital of the company);
- (b) the minimum price which may be paid for each ordinary share is 5p (nominal value);
- (c) the maximum price which may be paid for each ordinary share is an amount equal to 105% of the average of the middle market quotations for an ordinary share as derived from The Stock Exchange Daily Official List for the ten business days immediately preceding the day on which the ordinary shares are purchased;
- (d) the authority hereby conferred shall expire at the conclusion of the next Annual General Meeting of the company or 31st December 1993 whichever is earlier (except in relation to the purchase of ordinary shares the contract for which was concluded before such date and which is executed wholly or partly after such date), unless such authority is renewed prior to such time.

Signed
Secretary

Dated: 3rd December 1992.

Presented by: Amstrad Plc
169 Kings Road
BRENTWOOD,
Essex, CM14 4EF

COMPANY NUMBER: 942631

THE COMPANIES ACT 1985

AMSTRAD PLC



SPECIAL RESOLUTION OF AMSTRAD PLC
(passed on 22nd November 1994)

At the ANNUAL GENERAL MEETING of the Company duly convened and held at The Tower Thistle Hotel, St Katherine's Way, London, E1 9LD on 22nd November 1994 at 3.00pm, the following resolutions were duly passed as Special Resolutions of the Company:-

RESOLUTIONS

5 C. As a Special Resolution:

That subject to the passing of resolution 5(B) contained in the Notice of the Annual General Meeting of the company of which this resolution is a part, the directors be and they are hereby authorised pursuant to Section 95 of the Companies Act 1985 ("the Act") to allot equity securities, within the meaning of Section 94 of the Act, for cash, pursuant to the authority given to the directors by the said resolution 5(B) as if the provisions of Section 89 (1) of the Act did not apply to the allotment, provided that this authority shall be limited to:

- a) the allotment of equity securities in connection with an offer by way of rights in favour of ordinary shareholders where the equity securities respectively attributable to the interests of all ordinary shareholders are proportionate (as nearly as may be) to the respective number of ordinary shares held by them but subject to such exclusions as the directors may deem necessary or expedient in relation to fractional entitlements of legal or practical problems arising under the laws or requirements of any recognised regulatory body or any stock exchange or otherwise in any overseas territory; and
- b) the allotment of equity securities up to an aggregate nominal value of £1,400,000 otherwise than pursuant to paragraph (a) above

provided that the authority hereby conferred shall expire at the conclusion of the next Annual General Meeting of the company save that the company may before such expiry make an offer or agreement which would or might require equity securities to be allotted after such expiry and the directors may allot equity securities in pursuance of such offer or agreement as if the power conferred hereby had not expired.

D. As a Special Resolution

That the company be hereby generally and unconditionally authorised to make market purchases (within the meaning of Section 163 of the Companies Act 1985) of ordinary shares in the capital of the company ("ordinary shares") provided that:

- a) the maximum number of ordinary shares hereby authorised to be purchased is 58,133,946 or such lesser number of new ordinary shares as arises upon any consolidation of such number of shares (in each case representing 10% of the issued share capital of the company);
- b) the minimum price which may be paid for each ordinary share is an amount equal to the nominal value of an ordinary share;
- c) the maximum price which may be paid for each ordinary share is an amount equal to 105 per cent of the average of the middle market quotations for an ordinary share as derived from the Daily Official List of the London Stock Exchange for the ten business days immediately preceding the day on which the ordinary shares are purchased;
- d) the authority hereby conferred shall expire at the conclusion of the next Annual General Meeting of the company or 31 December 1995 whichever is earlier (except in relation to the purchase of ordinary shares the contract for which was concluded before such date and which is executed wholly or partly after such date), unless such authority is renewed prior to such time.

.....
Secretary

.....
Dated

24/11/94

14 - 07 - 97

Company No: 942631

THE COMPANIES ACT 1985

and

THE COMPANIES ACT 1989

PUBLIC COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION

-of-

AMSTRAD PUBLIC LIMITED COMPANY

(passed on 30th June 1997)

At an Extraordinary General Meeting of the Company held at the Forte Post House, Brook Street, Brentwood, Essex CM14 5NF on 30th June 1997 the following resolutions were duly passed as Special Resolutions of the Company:-

SPECIAL RESOLUTIONS

1. THAT, for the purpose of giving effect to the scheme of arrangement dated 6th June, 1997 between the Company and the holders of the Scheme Shares (as defined in the Scheme), a print of which Scheme is set out in the document of which the Notice of Meeting containing this Resolution forms part and which for the purpose of identification has been signed by the Chairman of this Meeting, (the "Scheme"):
 - I With effect from 5.30 p.m. on the day preceding the Hearing Date (as defined in the Scheme):
 - (A) each Ordinary Share of 25p each in the capital of the Company (whether issued or unissued) shall be sub-divided into one A Ordinary Share of 12.5p and one B Ordinary Share of 12.5p having attached thereto the rights and being subject to the restrictions set out in the Articles of Association of the Company as amended by paragraph I(B) of this Resolution;



(B) the Articles of Association of the Company be amended as follows:

(i) by deleting the existing Article 3 and substituting therefor the following new Article 3 in its place:

"3(A) The share capital of the Company is divided into A Ordinary Shares of 12.5p each and B Ordinary Shares of 12.5p each.

(B) (1) In these paragraphs (B) to (E) of this Article the following expressions shall have the following meanings:

"Proceedings"

means proceedings in the High Court of Justice in England against Seagate Technology Incorporated and Seagate Technology Singapore PTE Limited (now in liquidation) (together referred to as "Seagate"), resulting to the purchase of hard disk drives manufactured by Seagate and any other proceedings anywhere in the world between Amstrad and Seagate arising out of or in connection with those proceedings or the subject matter thereof, and proceedings in Orange County, California against Western Digital Corporation and Western Digital UK Limited (together referred to as "Western Digital"), relating to the purchase of hard disk drives manufactured by Western Digital, including counterclaims by Western Digital in relation thereto, and any other proceedings anywhere in the world between Amstrad and Western Digital arising out of or in connection with those proceedings or the subject matter thereof;

"Costs"

means all legal and other professional costs of recovery of Proceeds incurred by the Company and all Tax payable in respect of Proceeds (other than recoverable value added tax)

"Proceeds"

means all sums received from time to time by the Company arising out of the Proceedings (or any settlement thereof);

"Tax payable in respect of Proceeds"

means the specified percentage of the net amount produced by deducting from the Proceeds from time to time received by the Company all Costs which are certified by the auditors of the Company as deductible for the purposes of taxation, the specified percentage being equal to

the rate of corporation tax which would apply on the Proceeds on the date at which the sum is received (on the assumption that no other deduction or release may be set against the sum for UK tax purposes);

"Special Dividend"

shall have the meaning described in paragraph (C)(3) below;

"Special Reserve"

means the reserve to which the Proceeds have been credited.

- (2) Where any sum to be taken into account in determining the amount of any Proceeds or Costs is in a currency other than pounds sterling, it shall be converted into pounds sterling at the rate for the purchase of sterling with such currency of Lloyds Bank Plc at close of business in London on the date of payment or receipt or certification (as the case may be).
 - (3) A certificate by the auditors of the Company as to the amount of any Proceeds, Costs or Tax payable in respect of Proceeds at any time shall be conclusive, save in the case of manifest error. Where such Costs have not fallen due, the sum so certified by the auditors as being the likely amount of those Costs in respect of matters specified in such certificate shall be deemed conclusively to be the Costs in respect of such matters.
 - (4) Where any Proceeds or Costs have been taken into account in determining the amount of a Special Dividend, the same shall not be treated as Proceeds or Costs on any subsequent occasion.
- (C) (1) The Company shall establish a Special Reserve and all Proceeds shall, forthwith on receipt by the Company from time to time, be credited to such Special Reserve.
- (2) No sums standing to the credit of the Special Reserve shall be applied other than in accordance with the terms of this paragraph (C) of this Article.

- (3) If from time to time 80 per cent. of the amount of the sum produced by deducting from the Proceeds standing to the credit of the Special Reserve all Costs incurred by or applicable to the Company as certified by the auditors shall exceed £10 million, the B Ordinary Shares shall confer on the holders thereof the right, in priority to the holders of shares of any other class, to a dividend (a "Special Dividend") equal to 80 per cent. of the said aggregate amount and on payment of such Special Dividend the balance standing to the credit of the Special Reserve shall be transferred to the credit of such reserve as the directors shall determine. The holders of the B Ordinary Shares shall have no further right to or in respect of any such balances, or to any amount standing to the credit of any of the Reserves aforesaid unless and until the said aggregate amount shall again exceed £10 million.
- (4) Where the directors (having taken advice from Leading Counsel) certify that in their opinion there is no reasonable prospect of any (or any further) material Proceeds being recovered or that the Costs likely to be incurred in recovering Proceeds are unreasonably disproportionate to the likely Proceeds and the auditors of the Company report that they are not aware of anything to indicate that the opinion of the directors is unreasonable in all the circumstances, then the B Ordinary Shares shall confer on the holders thereof the right, in priority to the holders of any other class of capital, to a Special Dividend equal to the amount then standing to the credit of the Special Reserve.
- (5) Notwithstanding any other provision of these Articles, where on payment of the Special Dividend any holder of B Ordinary Shares would otherwise be entitled to a sum which includes a fraction of a penny, such fraction shall not form part of such Special Dividend and all such fractions shall be aggregated and transferred to such reserve or reserves as the directors shall determine and the holders of the Special Shares shall have no further right in respect thereof.

(6) On a winding-up or other repayment of capital, the B Ordinary Shares shall entitle the holders thereof, in priority to any payment to the holders of any other class of capital, to a sum equal to the amount standing to the credit of the Special Reserve less the total amount of all Costs incurred by or applicable to the Company as certified by its auditors and no further payment shall be made in respect of the capital paid up on the B Ordinary Shares.

(D) The holders of the B Ordinary Shares shall not be entitled to attend or vote at General Meetings. The holders of the B Ordinary Shares shall be entitled to receive notice of all General Meetings of the Company, except where no sums which could in due course form part of a Special Dividend stand to the credit of the Special Reserve and the directors (having taken advice from Leading Counsel) certify that in their opinion there is no reasonable prospect of any (or any further) material Proceeds being recovered or that the Costs likely to be incurred in recovering Proceeds are unreasonably disproportionate to the likely Proceeds and the auditors of the Company report that they are not aware of anything to indicate that the opinion of the directors is unreasonable in all the circumstances.

(E) Except where no sums stand to the credit of the Special Reserve and the directors (having taken advice from Leading Counsel) certify that in their opinion there is no reasonable prospect of any (or any further) material Proceeds being recovered or that the Costs likely to be incurred in recovering Proceeds are unreasonably disproportionate to the likely Proceeds and the auditors of the Company report that they are not aware of anything to indicate that the opinion of the directors is unreasonable in all the circumstances, the following shall be deemed to constitute a variation of the special rights attaching to the B Ordinary Shares:

- (i) the creation or issue of further shares ranking in any respect in priority to or pari passu with the B Ordinary Shares;
- (ii) the cancellation of the paid up capital on, or the repurchase or redemption of any shares except a reduction of capital where the issued share capital is immediately thereafter to be increased to its former level by capitalisation of reserves or

a reduction of capital on the grounds and to the extent that it represents a cancellation of paid up share capital (including share premium account) which has been lost or is unrepresented by available assets or the giving of any undertakings to the Court pursuant thereto;

(iii) any capitalisation of reserves for the purpose of a bonus issue whereby the distributable reserves of the Company would be reduced to less than the amount of the Special Dividend which could, immediately prior to the capitalisation, have been lawfully paid.

(F) Save as set out in paragraphs (B) to (E) above the B Ordinary Shares shall not confer on their holders any right to any dividend or payment out of the capital of the Company.";

II the capital of the Company be reduced by cancelling and extinguishing all the Cancellation Shares (as defined in the Scheme);

III forthwith and contingently upon the said reduction of capital taking effect:

(A) the capital of the Company be increased to its former amount by the creation of that number of new A Ordinary Shares of 12.5p each whose aggregate nominal amount shall equal the amount of capital so cancelled; and

(B) the credit arising in the books of account of the Company as a result of such reduction of capital be capitalised and applied in paying up in full at part the said new A Ordinary Shares, which shall be allotted and issued, credited as fully paid up, to Viglen Technology plc ("Viglen Technology") and/or its nominee(s) in accordance with the Scheme;

IV the Board of Directors of the Company be and is hereby generally and unconditionally authorised for the purpose of Section 80 of the Companies Act 1985 to exercise all powers of the Company to allot new A Ordinary Shares to Viglen Technology and/or its nominee(s) up to an aggregate nominal amount of £15,375,000, such authority to expire on 31st December, 1997; and

V the Articles of Association of the Company be further amended by the adoption of the following new Article 158:

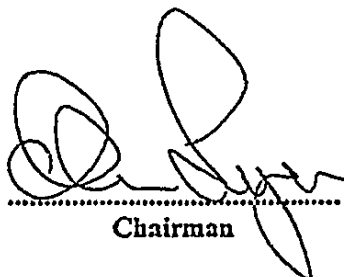
"SCHEME OF ARRANGEMENT

158 (A) In this Article references to the "Scheme" are to the scheme of arrangement of the Company dated 6th June, 1997 and

expressions defined in the Scheme shall have the same meanings when used in this Article.

- (B) If any Ordinary Shares or A Ordinary Shares or B Ordinary Shares shall be allotted on or after 6th June, 1997 but at or before 11.59 p.m. on the business day immediately preceding the Effective Date such shares shall be allotted and issued subject to the terms of the Scheme and shall constitute Scheme Shares and the holders thereof shall be bound by the Scheme accordingly.
- (C) If any Ordinary Shares or A Ordinary Shares or B Ordinary Shares shall be allotted after 11.59 p.m. on the business day immediately preceding the Effective Date such shares shall be allotted and issued on terms that the relevant allottees and any subsequent holders thereof shall be obliged forthwith upon the written request of Viglen Technology to transfer them to Viglen Technology or its nominee(s) in consideration, for the payment by Viglen Technology to such allottee or subsequent holder of an amount in cash calculated as set out in Article 158(D) below and the issue by Viglen Technology to such allottee or subsequent holder of 163p nominal of Loan Notes and one Viglen Technology Share, such shares to rank *pari passu* in all respects with the Viglen Technology Shares issued pursuant to the Scheme, for each 25p in nominal amount of such shares.
- (D) The amount of cash referred to in Article 158(C) above shall be Np , where $N=A-(B+C)$. For this purpose, A = the middle market quotation, expressed in pence, of an ordinary share in the Company, as derived from the Daily Official List of the London Stock Exchange, at close of business on the last day of dealings in such shares on the Official List, B = the middle market quotation expressed in pence, of a Viglen Technology Share as derived from the Daily Official List of the London Stock Exchange, at close of business on the first day of dealings in such shares on the Official List and C = 163p, being the nominal amount of Loan Notes referred to above.
- (E) In order to give effect to any transfer required by Article 158(C) above the Company may appoint any person to execute and deliver on behalf of the relevant allottee or subsequent holder a form of transfer in favour of Viglen Technology or its nominee(s).
- (F) If the Scheme shall not have become effective on or before the date referred to in clause 9(B) of the Scheme this Article shall be of no effect."

2. THAT, notwithstanding resolution 1 above, in the event that the Scheme is not approved by the Court on or before 1st August 1997 or such later date, if any, as the Company may agree, or does not become effective by 31st October, 1997 (or such later date, if any, as the Company may agree and the Court may allow):
- (i) the capital of the Company be altered by consolidating each A Ordinary Share of 12.5p each and each B Ordinary Share of 12.5p (whether issued or unissued) into an ordinary share of 25p; and
 - (ii) the Articles of Association shall be further amended by deleting Articles 3 and 158 as altered or added by the said resolution and reinstating Article 3 as at 6th June, 1997.



.....
Chairman

Company No. 942631

PURSUANT TO SECTION 28 OF
THE COMPANIES ACT 1985.

NOTICE OF PASSING OF SPECIAL RESOLUTION.

AMSTRAD PLC

To the Registrar of Companies:

Amstrad Plc gives Notice of the passing of the following Special Resolutions at the Annual General Meeting of the Company on 18th November 1991 at 3 p.m. as follows :-

- (A) That the directors be and they are hereby authorised, pursuant to Section 95 of the Companies Act 1985 ("the Act") to allot equity securities, within the meaning of Section 94 of the Act, for cash, pursuant to the authority given to the directors by resolution 5A passed at the Annual General Meeting of the Company on 22nd November 1990 as if the provisions of Section 89(1) of the Act did not apply to the allotment, provided that this authority shall be limited to :
- (a) the allotment of equity securities in connection with any rights issued in favour of holders of ordinary shares in the capital of the company notwithstanding that by reason of such exclusions as the directors may deem necessary to deal with problems arising in any overseas territory in connection with fractional entitlements or otherwise howsoever, the ordinary shares to be allotted are not offered to all of such holders in proportion to the number of ordinary shares held by them respectively; and
- (b) the allotment of equity securities up to an aggregate nominal value of £1,400,000 otherwise than pursuant to paragraph (a) above provided that the authority hereby conferred shall expire at the conclusion of the next Annual General Meeting of the company save that the company may

COMPANIES HOUSE
28 NOV 1991

before such expiry make an offer or agreement which would or might require equity securities to be allotted after such expiry and the directors may allot equity securities in pursuance of such offer or agreement as if the power conferred hereby had not expired.

(B) That the company be hereby generally and unconditionally authorised to make market purchases (within the meaning of Section 163 of the Companies Act 1985) of ordinary shares of 5p each (nominal value) in the capital of the company ("ordinary shares") provided that:

- (a) the maximum number of ordinary shares hereby authorised to be purchased is 56,622,021;
- (b) the minimum price which may be paid for each ordinary share is 5p (nominal value);
- (c) the maximum price which may be paid for each ordinary share is an amount equal to 105 per cent of the average of the middle market quotations for an ordinary share as derived from The Stock Exchange Daily Official List for the ten business days immediately preceding the day on which the ordinary shares are purchased;
- (d) the authority hereby conferred shall expire at the conclusion of the next Annual General Meeting of the company or 31st December 1992 whichever is earlier (except in relation to the purchase of ordinary shares the contract for which was concluded before such date and which is executed wholly or partly after such date), unless such authority is renewed prior to such time.

Signed
Secretary/Director

Dated: 19th November 1991.

Presented by: Amstrad Plc
169 Kings Road
Brentwood,
Essex, CM14 4EF