Company number 2823715

THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

RESOLUTIONS

of

COMSTACK LIMITED

PASSED 12 JUNE 1996

At an Extraordinary General Meeting of the above named Company duly convened and held on 12 June 1996 the following resolutions were duly passed as special resolutions of the Company.

"1. THAT:

(a) notwithstanding any of the provisions of the Company's current articles of association, a dividend of £245,711 be and is hereby declared upon the "A" ordinary shares of £1 each (""A" Ordinary Shares") in the capital of the Company in issue at the close of business on 11 June 1996 ("the record date") and which shall be paid immediately following:

(i) admission of the whole of the issued ordinary share capital of City Technology Holdings plc to the Official List of the London Stock Exchange Limited becoming effective in accordance with the Listing Rules of the London Stock Exchange on or before 30 June 1996 ("Admission");

(ii) the Company having redeemed the 7,837,203 issued "A" preference shares of 1 pence each in the Company and the 333,255 issued preference shares of 1 pence each in the Company each in accordance

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with the provisions of the articles of association of the Company as amended by this resolution;

to those persons on the register of members as holders of "A" Ordinary Shares on the record date;

(b) the definition of "Listing" appearing in article 2 of the articles of association of the Company be and is hereby amended by inserting immediately after the words "the Company" on each occasion that such words appear in such definition, the words "or holding company (as defined in section 736 of the Companies Act 1985) of the Company";

(c) the definition of "Capitalisation Value" appearing in article 2 of the articles of association of the Company be and is hereby amended by inserting, immediately after the words "the Company" on each occasion that such words appear in such definition, the words "or holding company (as defined in section 736 of the Companies Act 1985) of the Company";

(d) the existing article 5 (d) (iv) of the articles of association of the Company be and is hereby deleted and the following inserted in its place:

"The number of "A" Ordinary Shares of each holder of such shares to be redeemed in accordance with this article 5 (d) shall be such number as shall be agreed in writing by all the holders of "A" Ordinary Shares in issue at the Exit Date."

(e) the authorised share capital of the Company be increased by £81,793.46 to £277,616.04 by the creation of 8,179,346 redeemable preference shares of 1 pence each having the rights and being subject to the restrictions set out in the articles of association of the Company adopted pursuant to paragraph (b) of resolution 2 a summary of which is set out below:

Income

The holders of the Preference Shares shall not be entitled to receive any dividend or otherwise participate in the profits of the Company.

Capital

On a return of assets on liquidation or otherwise (except upon the redemption of shares of any class or the purchase by the Company of its own shares) the Company shall first apply the assets of the Company remaining after the payment of its liabilities in paying to the holders of the Preference Shares £1 per share.

Voting

The holders of the Preference Shares in that capacity shall not be entitled to receive notice of , attend or vote at general meetings of the Company.

Redemption

Subject to the provisions of the Companies Act 1985, on a date decided upon by the holders of a majority in nominal value of the Preference Shares in issue, all the Preference Shares in issue shall be redeemed at a price of £1 per share.

(f) for the purposes of section 80 of the Companies Act 1985 ("the Act") the Directors be and are hereby generally and unconditionally authorised to exercise all the powers of the Company to allot relevant securities (as defined in section 80(2) of the Act) up to an aggregate nominal amount of £81,793.46 for a period expiring on 1 July 1996.

2. THAT, subject to and conditional upon:

(i) Admission; and

(ii) the Company having redeemed of 7,837,203 "A" preference shares of 1 pence each, 333,255 preference shares of 1 pence each and 8,888 "A" ordinary shares of £1 each;

(a) the whole of the authorised but unissued share capital of the Company be redesignated as redeemable preference shares of 1 pence each having the rights and being subject to the restrictions set out in the articles of association of the Company adopted pursuant to paragraph (c) below of this resolution;

(b) each of the "A" ordinary shares of £1 each in the capital of the Company in issue be converted into ordinary shares of £1 each in the capital of the Company ("Ordinary Shares") ranking pari passu in all respects with the Ordinary Shares already in issue;

(c) the regulations contained in the document attached to this resolution and marked "A" and initialled by the chairman for the purposes of identification be and are approved and adopted as the articles of association of the Company in substitution for and to the exclusion of all existing articles of association of the Company.

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CHAIRMAN