Company Number 3191666

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COMPANIES HOUSE
0274
18/08/00

COMPANIES ACTS 1985 to 1989
PRIVATE COMPANY LIMITED BY SHARES
WRITTEN RESOLUTIONS
OF
INLINE ELECTRONICS LIMITED

We the undersigned being all of the members of the Company having the right to vote at general meetings signify our assent to the passing of the Resolutions set out below under the provisions of Article 53 of the Company's Articles of Association and section 381(A) of the Companies Act 1985 to the effect that such resolutions shall be deemed to be as effective as if they had been passed as Special Resolutions at a General Meeting of the Company duly convened and held

SPECIAL RESOLUTIONS

1. **THAT,** after due consideration of all the circumstances and having regard to its financial position and future growth, the members are satisfied that it is for the financial benefit of the Company and in the commercial interests of the Company for the purpose of carrying on its business to enter into the following documents now produced to and initialled by the undersigned for the purpose of identification ("the Documents")

   1.1 Indemnity in favour of NMB-Heller Limited ("NMB") to cover the liabilities of Ex-Or Limited ("Ex-Or") to NMB in respect of the following:-

   1.1.1 Business Finance Agreement between Ex-Or and NMB

   1.1.2 Fixed and Floating Charge over all assets of Ex-Or in favour of NMB

   1.1.3 Legal Charge by Ex-Or in favour of NMB

   1.1.4 Indemnity by Ex-Or in favour of NMB

   1.2 Indemnity in favour of Ex-Or Holdings Limited ("Holdings") jointly and severally with Ex-Or

2. **THAT** in connection with the acquisition by Holdings of the entire issued share capital of the Company the Company be and is hereby authorised to give financial assistance to Holdings as set out in Form 155(6)(a) now produced to the members

and initialled by the undersigned for the purpose of identification and being a Statutory Declaration made by the Directors of the Company (incorporating the Auditors Report attached thereto) by entering into the Documents on the terms and conditions set out therein and the Company hereby approves consents to and ratifies the actions of the Directors of the Company in agreeing to creating granting approving executing and delivering the Documents".

Signed ..... Date 14th August 2000

Alan Fowell (for himself and as
Trustee of Ex-Or Installations
FURBS numbers 1 and 2)

Signed .....

Anne Fowell (for herself and as
Trustee of Ex-Or Installations Date 14th August 2000
FURBS numbers 1 and 2)

Signed .....

John Loebl
(as Trustee of Ex-Or Installations Date 14th August 2000
FURBS numbers 1 and 2)