

Company No: 4262618

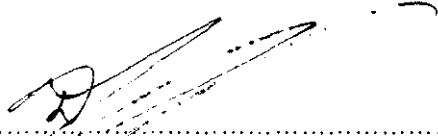
**THE COMPANIES ACT 1985
COMPANY LIMITED BY SHARES**

**ELECTIVE RESOLUTIONS
OF
PERCEPTRON ANALYTICS LIMITED
PASSED ON 15 AUGUST 2001**

AT AN EXTRAORDINARY GENERAL MEETING of the above-named company duly convened and held at 72 Bryher Island, Port Solent, Portsmouth, Hampshire PO6 4UF on 15 August 2001, the following resolutions were duly passed as Elective Resolutions:

ELECTIVE RESOLUTIONS

1. That in accordance with the provisions of Section 366(A) of the Companies Act 1985 the company elects to dispense with the holding of annual general meetings for 2002 and subsequent years.
2. That in accordance with provisions of Section 252(1) of the Companies Act 1985 the company elects to dispense with the laying of accounts and reports before the company in general meeting in relation to the accounts and reports for the period ending 31 August 2002 and subsequent years ending on 31 August.


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Chairman of the Meeting

