

Company No. 03253279

THE COMPANIES ACTS 1985 AND 1989

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PRIVATE COMPANY LIMITED BY SHARES

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RESOLUTIONS IN WRITING

of

DANKA INTERNATIONAL LIMITED

WE, being all the members of the Company who at the date of these resolutions are entitled to attend and vote at a general meeting of the Company, RESOLVE, in accordance with section 381A of the Companies Act 1985, that the Company's articles of association be amended as follows: that article 6 be replaced by new article 6 (attached as Appendix 1) and that new article 7 (attached as Appendix 1) be inserted; the draft new articles of association are attached to this written resolution as Appendix 2.

Dated 23 August 2001

Signed 

For and on behalf of DLX Investments Ltd



*Handwritten notes:*  
Danka's Mayhem  
CHIFFORD CHANCE LLP  
21/08/01  
Danka's Mayhem  
CHIFFORD CHANCE LLP  
21/08/01

## APPENDIX 1

6. Subject to article (7) the directors may, in their absolute discretion and without giving any reason, refuse to register the transfer of a share to any person, whether or not it is a fully-paid share or a share on which the Company has a lien.
7. Notwithstanding anything contained in these articles, the directors shall not decline to register any transfer of shares where such transfer is executed by or in favour of any bank or institution to whom such shares have been charged or mortgaged (or by or in favour of any nominee of such bank or institution) nor may the directors suspend registration of any member which is a bank or institution (or nominee thereof) to whom such shares have been charged or mortgaged. A certificate by any official of such bank or institution that the relevant shares are charged or mortgaged shall be conclusive evidence of that fact.