

Notice of Meeting of the holders of 6 per cent. Convertible Unsecured Loan Stock 2008

NOTICE IS HEREBY GIVEN that a meeting of the holders of 6 per cent. Convertible Unsecured Loan Stock 2008 of Ultrasis plc (the "Company") will be held at 13/17 Long Lane, London EC1A 9PN on 12 February 2004 at 11.15 a.m. (or if later immediately following the conclusion of the Annual General Meeting of the Company convened for the same day) for the purpose of considering and if thought fit passing the following Extraordinary Resolution:

Extraordinary Resolution

1. THAT the resolution of the members amending Article 96 of Company's Articles of Association, such amendment being:-

“(i) By the deletion of the words “an amount equal to two times the aggregate of the Adjusted Capital and Reserves of the Company” in Article 96.2 and the insertion in their place of “the higher of £1,000,000 and an amount equal to two times the aggregate of the Adjusted Capital and Reserves of the Company”; and

(ii) By the inclusion of a new paragraph 96.4 (iii) (d) “the principal amount for the time being outstanding of the convertible unsecured loan stock 2008 issued by the Company”.”

be and is hereby approved.

By Order of the Board

Michael Porter
Secretary

Registered Office:
c/o Elliot Duffy Garrett
Royston House
34 Upper Queen Street
Belfast BT1 6FD

Notes:

1. A stock holder entitled to attend and vote at the above mentioned Meeting may appoint one or more proxies to attend and vote instead of him. A proxy need not also be a stock holder.
2. To be effective, the instrument appointing a proxy and any authority under which it is executed (or notarially certified copy of such authority) must be deposited at Capita Registrars, The Registry, 34 Beckenham Road, Beckenham, Kent BR3 4TU not less than 48 hours before the time for holding the meeting. A form of proxy is enclosed with this notice. Completion and return of the form of proxy will not preclude stock holders from attending and voting in person at the meeting.
3. In order to attend and vote at the Meeting a person must be entered on the Company's Register of stock holders at 11.15 a.m. on 12 February 2004 or, if the meeting is adjourned, at 5.30 p.m. on the second day before the adjourned meeting.
4. Under the Trust Deed holders representing a clear majority of the principal amount of the Stock are required to be present in person or by proxy for a quorum. If there is not a quorum then the meeting will be adjourned for at least 13 days. There needs to be at least one Stockholder present at an adjourned meeting to form a quorum. The resolution requires the approval of three-fourths of the Stockholders present or, on a poll, holders representing three-fourths of the votes cast.