

No. 1638551

THE COMPANIES ACTS 1985 TO 1989

COMPANY LIMITED BY SHARES

WRITTEN RESOLUTIONS

of

MINDSCAPE (UK) LIMITED

Passed on Twentieth December 2002

We, the undersigned, being the sole member of the Company for the time being entitled to receive notice of and to attend and vote at a general meeting of the above company on the resolutions set out below and in accordance with section 381A of the Companies Act 1985 resolve that the following resolutions will be passed and agree that the same shall have the same effect as if passed as ordinary resolutions at a general meeting duly convened and held:

- (1) THAT the authorised share capital of the Company be increased from £10,000 to £11,000,000 by the creation of 10,990,000 ordinary shares of £1 each having the respective rights and restrictions applicable thereto as set out in the articles of association of the Company.
- (2) THAT the directors be hereby authorised generally and unconditionally to exercise all the powers of the Company to allot relevant securities (within the meaning of Section 80 of the Companies Act) up to an aggregate nominal amount of the authorised but unissued share capital of the Company at the date of the passing of this resolution provided that this authority shall expire five years from the date of this resolution.

Jean-Pierre Nordman
Director



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BRAINSCAPE HOLDINGS SA

Thomas Felgen
Director

