

27/11/2003.

Company Number: 1641088

The Companies Acts 1985 and 1989

COMPANY LIMITED BY SHARES

RESOLUTIONS IN WRITING

of

KEANE LIMITED ("the Company")

We, being all the members entitled to attend and vote at general meetings of the Company, hereby resolve and agree that the following resolutions shall take effect as an Ordinary Resolution all pursuant to and in accordance with section 381A Companies Act 1985:

ORDINARY RESOLUTIONS

- 1 THAT each of the existing issued and unissued shares of £1 in the capital of the Company be and are hereby subdivided into two ordinary shares of £0.50 each.
- 2 THAT the authorised share capital of the Company be hereby increased by £130,000 divided into 260,000 Ordinary Shares of £0.50 each, each ranking pari passu in all respects with the existing shares of £0.50 each in the capital of the Company.
- 3 THAT subject to the passing of Resolution 1 set out above:
 - (A) The Directors be and are generally and unconditionally authorised pursuant to and in accordance with sections 80 and 80A Companies Act 1985 to exercise all the powers of the Company to allot relevant securities up to the aggregate nominal amount of £130,000 for a period of five years commencing on the date of the passing of this Resolution;



(B) Words and expressions defined in or for the purposes of Part IV
Companies Act 1985 shall bear the same meanings in this Resolution.

Signed.....*I. Bann*.....

for and on behalf of

Keane Europe Limited

by its duly authorised representative

Dated : 27 NOVEMBER 2000