

SYMBIAN LIMITED

(Registered in England - No. 1796587)

NOTICE OF EXTRAORDINARY GENERAL MEETING

Notice is hereby given that an extraordinary general meeting of the above-named Company will be held at 19 Harcourt Street, London, on 15 February 2001 at [2.45pm] for the purpose of considering and, if thought fit, passing the following resolutions of which resolutions 1, 3, 5 and 6 will be proposed as ordinary resolutions and resolutions 2 and 4 will be proposed as special resolutions:

RESOLUTIONS

1. That the authorised share capital of the Company be and is hereby increased from £1,692,710 to £1,900,000 by the creation of 20,729,000 ordinary shares of £0.01 each having the rights set out in the articles of association of the Company, as amended pursuant to resolution 2 below.
2. That the existing memorandum and articles of association of the Company be and are hereby amended (a print of the existing memorandum and articles of association of the Company having been produced to the meeting and initialled by the chairman for identification purposes) as follows:
 - 2.1 the memorandum of association be amended to show the increase in the authorised share capital of the company to 190,000,000 ordinary shares of £0.01 each;
 - 2.2 Article 4 of the existing articles of be deleted in its entirety and replaced as follows:

"The authorised share capital of the Company at the date of the adoption of this Article is £1,900,000 divided into 190,000,000 ordinary shares of £0.01 each."
3. That the directors be and are hereby generally and unconditionally authorised for the purposes of Section 80 of the Companies Act 1985 ("1985 Act") to allot up to 17,207,667 ordinary shares of £0.01 each provided that this authority shall expire on the fifth anniversary of the passing of this resolution and that the directors be entitled under the authority conferred by Section 80(7) of the 1985 Act and of this resolution to make at any time prior to the expiry of such authority any offer or agreement which would or might require relevant securities of the Company to be allotted after the expiry of such authority.



4. That all previous authorisations given by the Company in general meeting or otherwise pursuant to Section 80 of the Companies Act 1985 ("**the 1985 Act**") or under the corresponding provisions of any former Act be and are hereby revoked and the directors be and are hereby empowered pursuant to section 95 of the 1985 Act to allot the shares referred to in resolution 3 above pursuant to the authority conferred by that resolution as if section 89(1) of the 1985 Act did not apply to such allotment provided that such power shall expire on the fifth anniversary of the passing of this resolution save that the directors may before such expiry make an offer or agreement which would or might require equity securities to be allotted after such expiry and the directors may allot equity securities pursuant to such offer or agreement as if the power conferred hereby had not expired.
5. That the amendment to the Symbian Share Option Scheme (2000) ("**2000 Scheme**") (a copy of the Rules of which containing the amendment are laid before the meeting initialled by the Chairman for the purposes of identification), be and is hereby approved and the directors of the Company be authorised to do all acts and things which they may consider necessary or expedient for implementing the amendment to the 2000 Scheme.
6. That the deed between Stephen Williams and Symbian Limited to amend the option granted to Mr Stephen Williams on 28 August 1999 ("**Deed**") (a copy of which is laid before the meeting and has been initialled by the Chairman for the purposes of identification) be and is hereby approved and the directors of the Company be authorised to do all acts and things which they may consider necessary or expedient for execution of the Deed.

Registered Office:

19 Harcourt Street
London
W1H 4HF

BY ORDER OF THE BOARD

Secretary

DATED 15/02/ 2001

