

THE COMPANIES ACTS 1985 AND 1989

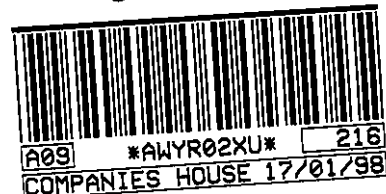
WRITTEN RESOLUTION OF XPEDITE SYSTEMS LIMITED

We, the undersigned, being all the members entitled to attend and vote at an Extraordinary General Meeting of the Company hereby resolve that the following resolution be and it is hereby passed as a Special Resolution of the Company:

SPECIAL RESOLUTION

THAT:

1. the authorised share capital of the Company be and is hereby increased from £12,059,205 divided into 2,775,000 Preference Shares of £1.00 each, 2,712,094 A Preference Shares of £1.00 each, 6,238,778 B Preference Shares of £1.00 each, 250,000 A Ordinary Shares of £1.00 each and 83,333 Ordinary Shares of £1.00 each to £22,195,040 by the creation of 10,135,835 new Ordinary Shares of £1.00 each, such shares to rank pari passu with the existing Ordinary Shares of £1.00 each in the capital of the Company.
2. the board of directors of the Company be and it is hereby unconditionally authorised for the purposes of Section 80 of the Companies Act 1985 (the "Act") to exercise all the powers of the Company to allot relevant securities up to a maximum nominal amount of £10,135,835 provided that this authority shall expire 5 years from the date of the passing of this resolution, save that the Company may prior to the expiry of such authority make an offer or agreement under which relevant securities would or might fall to be allotted after such expiry and the Board may allot relevant securities pursuant to such an offer or agreement as if the authority conferred by this resolution had not expired and this authority shall be in addition to any previous authorities given under Section 80 of the Act.



3. the board of directors of the Company be hereby empowered, pursuant to Section 95 of the Act to allot equity securities (within the meaning of Section 94 of the Act), pursuant to the authority conferred by paragraph 2 above, as if sub-section (1) of Section 89 of the Act did not apply to any such allotment, provided that this power shall be limited to the allotment of equity securities up to an aggregate nominal amount of £10,135,835 and shall expire 5 years from the date of the passing of this resolution, save that the Company may prior to the expiry of such authority make an offer or agreement under which relevant securities would or might fall to be allotted after such expiry and the Board may allot relevant securities pursuant to such an offer or agreement as if the authority conferred by this resolution had not expired.



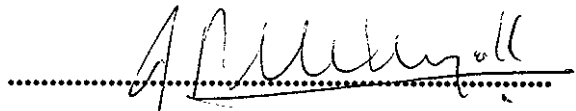
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David Proctor as attorney for Marc Epstein



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Per pro Apax Funds Nominees Limited



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**Gerard James O'Neill for and on behalf of
Eagle Nominees Limited**



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**John Phillips McMonigall as attorney for
Rothschild Nominees Limited**

Dated: 9 December 1997