

THE COMPANIES ACT 1985

AND

THE COMPANIES ACT 1989


WRITTEN RESOLUTION OF XPEDITE SYSTEMS LIMITED


We, the undersigned, being all of the Shareholders entitled to attend and vote at a General Meeting of the Company hereby resolve that the Resolution set out below be and it is hereby passed as a Special Resolution of the Company:


SPECIAL RESOLUTION


THAT in connection with the buyback agreement (the "Buyback Agreement") entered into on 8 August 1997 between (1) Eagle Nominees Limited and (2) the Company (approved by a Special Resolution of the Company dated 8 August 1997 passed pursuant to Section 165(2) of and paragraph 5 of Schedule 15A to the Companies Act 1985 (the "Act")) the Company shall be authorised pursuant to section 164(7) of and paragraph 5 of Schedule 15A to the Act to make such amendments to the Buyback Agreement that may be necessary to change the consideration from US\$ 10,773,935 to £6,424,709 and to delete the provisions of Clause 1.2.

Dated: 9 December 1997


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EAGLE NOMINEES LIMITED acting by
GERARD JAMES O'NEILL its duly
authorised attorney


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PER PRO APAX FUNDS NOMINEES
LIMITED


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ROTHSCHILD NOMINEES LIMITED
acting by JOHN PHILLIPS
McMONIGALL its duly authorised attorney


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MARC EPSTEIN acting by DAVID
PROCTOR his duly authorised attorney