

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:

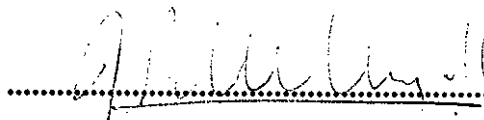
SPECIAL RESOLUTION

THAT the proposed contract between (1) Eagle Nominees Limited ("Eagle") and (2) the Company for the purchase by the Company from Eagle of 48,334 ordinary shares of £1.00 each in the capital of the Company for an aggregate consideration of \$10,773,935 (the "Share Purchase Agreement") be approved pursuant to sections 165(2) of and paragraph 5 of Schedule 15A to the Companies Act 1985 (the "Act") and Section 320 of the Act and that any director be authorised to execute the Share Purchase Agreement on behalf of the Company and that the directors be authorised to implement and complete the contract in accordance with its terms.

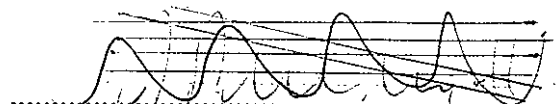
Dated: 8 August 1997

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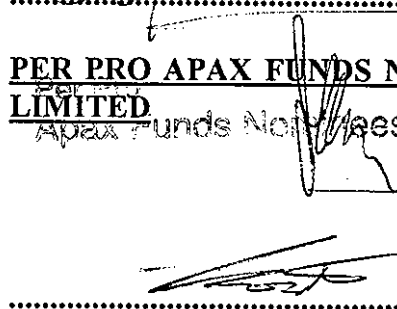
EAGLE NOMINEES LIMITED acting by  
GERARD JAMES O'NEILL its duly  
authorised attorney

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

  
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PER PRO APAX FUNDS NOMINEES  
LIMITED  
Apax Funds Nominees Limited

  
.....  
Director

DAVID PROCTOR

