

THE COMPANIES ACTS 1985 AND 1989

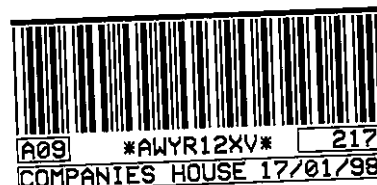
WRITTEN RESOLUTION OF XPEDITE SYSTEMS LIMITED

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. a statutory declaration has been produced to and inspected at the meeting setting out details (inter alia) of a letter of engagement ("the Letter") which the Company is proposing to enter into in connection with confirming the engagement (the "Engagement") of Morgan Stanley & Co. Limited ("Morgan Stanley") as financial advisers to the Company and details of financial assistance which the Company is proposing to give for the purposes of the Engagement by entering into the Letter.
2. the provisions (as the same may be amended, varied, supplemented or substituted) of the Letter be and they are hereby approved and (notwithstanding any provisions of the memorandum and articles of association of the Company or any personal interest of any of the directors) the directors of the Company be and are hereby empowered, authorised and directed to complete and enter into the Letter.
3. notwithstanding that the entering into and granting of the Letter would constitute financial assistance within the meaning of sections 151-158 (inclusive) of the Companies Act 1985, such entry and provision and the giving of such financial assistance is in the best interests of the Company.



4. the giving of such financial assistance be and is hereby approved and that the Company entering into the Letter be and is hereby approved."



.....
David Proctor as attorney for Marc Epstein



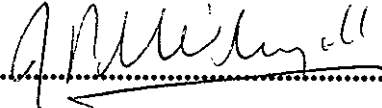
.....
Gerard James O'Neill for and on behalf of
Eagle Nominees Limited

Per Pro
Apax Funds Nominees Limited



.....
Director

Per pro Apax Funds Nominees Limited



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

Dated: 9 December 1997

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. a statutory declaration has been produced to and inspected at the meeting setting out details (inter alia) of documents (the “Documents”) which the Company is proposing to enter into and grant in connection with the appointment (the “Appointment”) of Morgan Stanley & Co. Limited (“Morgan Stanley”) as financial advisers to the Company and details of financial assistance which the Company is proposing to give for the purposes of the Appointment by entering into certain of the Documents.
2. the provisions (as the same may be amended, varied, supplemented or substituted) of the Documents be and they are hereby approved and (notwithstanding any provisions of the memorandum and articles of association of the Company or any personal interest of any of the directors) the directors of the Company be and are hereby empowered, authorised and directed to complete and enter into such Documents.
3. notwithstanding that the entering into and granting of the Documents and the provision of an indemnity to Morgan Stanley would constitute financial assistance within the meaning of sections 151-158 (inclusive) of the Companies Act 1985, such entry and provision and the giving of such financial assistance is in the best interests of the Company.

4. the giving of such financial assistance be and is hereby approved and that the Company entering into and/or granting the Documents be and is hereby approved."



David Proctor

duly authorised to sign for
and on behalf of Apax Funds Nominees
Limited



Dated 29 April 1998

COMPANY NUMBER: 2778084

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. a statutory declaration has been produced to and inspected at the meeting setting out details (inter alia) of documents (the "Documents") which the Company is proposing to enter into and grant in connection with the appointment (the "Appointment") of Morgan Stanley & Co. Limited ("Morgan Stanley") as financial advisers to the Company and details of financial assistance which the Company is proposing to give for the purposes of the Appointment by entering into certain of the Documents.
2. the provisions (as the same may be amended, varied, supplemented or substituted) of the Documents be and they are hereby approved and (notwithstanding any provisions of the memorandum and articles of association of the Company or any personal interest of any of the directors) the directors of the Company be and are hereby empowered, authorised and directed to complete and enter into such Documents.
3. notwithstanding that the entering into and granting of the Documents and the provision of an indemnity to Morgan Stanley would constitute financial assistance within the meaning of sections 151-158 (inclusive) of the Companies Act 1985, such entry and provision and the giving of such financial assistance is in the best interests of the Company.

4. the giving of such financial assistance be and is hereby approved and that the Company entering into and/or granting the Documents be and is hereby approved."

**Per Pro
Apax Funds Nominees Limited**

Director

David Proctor

duly authorised to sign for
and on behalf of Apax Funds Nominees
Limited

Dated 29 April 1997

cre00357.jn.gio/wd 29.4.97