

**The Companies Act 1985
Company Limited by Shares**

Special Resolution

Pursuant to section 378(2) of the Companies Act 1985

Company Number: 3259295

ENGAGEBEAM LIMITED

At an Extraordinary General Meeting of the members of the above-named company,
duly convened and held at:

BURLEIGH HOUSE, CHAPEL OAK, SALFORD PRIORS, WORCS. WR11 5SH

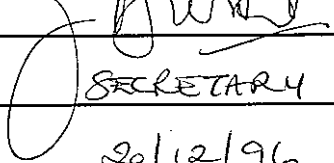
on 20 December 1996

the following **SPECIAL RESOLUTION** was duly passed, viz:-

THAT the provisions of the articles of association be amended by the addition of a new Clause numbered 11.(c) as follows:

- 11.(c) Unless otherwise restricted by these Articles all or any of the Directors or members of a committee of the Directors may participate in and vote at a meeting of the Directors or such committee by conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear and be heard by each other and such participation shall constitute presence in person at the meeting.



Signed: 
Position: SECRETARY
Date: 20/12/96

NOTE to be filed within 15 days of the passing of the special resolution.