

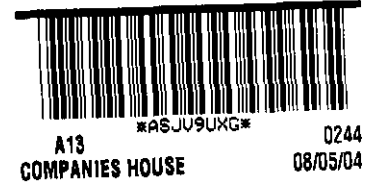
Company Number: 3332097

**THE COMPANIES ACT 1985 and 1989**

**WRITTEN RESOLUTION**

**OF**

**EIGER SYSTEMS LIMITED**



**Passed on 27 March 2001**

WE, the undersigned being all the members of the Company for the time being entitled to receive notice of, to attend and vote at general meetings of the Company HEREBY PASS the following resolution as a special resolution pursuant to section 381A of the Companies Act 1985 as if the same had been passed at a general meeting of the Company duly convened and held:

**SPECIAL RESOLUTION**

The following SPECIAL RESOLUTION was passed:

1. that under the provisions of section 121 Companies Act 1985 the share capital of the Company be sub-divided into shares of a smaller amount, namely that from the date of this Resolution the authorised share capital of the Company shall be 100,000 shares of 1p each.

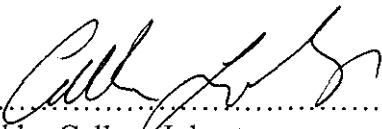
2. that the Articles of Association be altered so as to add the following clause:

**"2A. Shareholders' Rights**

- (a) where Callum Johnston and Hiten Kantelia resolve to sell or otherwise transfer the whole of their respective shares in the Company to a transferee or transferees (the "Transferees") wishing to acquire a controlling interest in the Company then if so directed by Callum Johnston and Hiten Kantelia any or all of the other members of the Company then holding a minority of shares in the Company shall be required to sell or otherwise transfer all shares in the Company then held by them to the Transferees and in the event that such a sale or transfer is agreed with the Transferees by Callum Johnston and Hiten Kantelia, to take all such action as may be necessary to effect the same.
- (b) without prejudice to the generality of Regulation 2A(a) above where Callum Johnston and Hiten Kantelia resolve to sell or otherwise transfer a proportion of their respective shares in the Company to Transferees wishing to acquire a controlling interest in the Company then if so directed by Callum Johnston and Hiten Kantelia any or all of

the other members of the Company then holding a minority of shares in the Company shall be required to sell or otherwise transfer a like proportion of their shares to the Transferees and in the event that such a sale or transfer is agreed with the Transferees by Callum Johnston and Hiten Kantelia, to take all such action as may be necessary to effect the same, such proportion of shares of the members holding a minority of shares to correspond to the proportion of shares to be sold or otherwise transferred by Callum Johnston and Hiten Kantelia.

- (c) where under Regulation 2A(a) and Regulation 2A(b) above a member of the Company then holding a minority of shares in the Company is required to sell or otherwise transfer all or part of that member's share(s) that member shall be compensated by the Transferees pro rata on the same terms as Callum Johnston and Hiten Kantelia for the value of each share so transferred, such compensation to be calculated at a fair and reasonable value.

  
.....  
Signed by Callum Johnston

  
.....  
Signed by Hiten Kantelia