

ALTERIAN TECHNOLOGY LIMITED

(Registered in England - No 03351717)

WRITTEN RESOLUTIONS

(Passed 29 February 2008)

Pursuant to section 381A Companies Act 1985 the following resolutions numbered 1 and 2 are passed as ordinary resolutions and the resolution numbered 3 as a special resolution:

ORDINARY RESOLUTIONS

- 1 That the authorised share capital of the Company is increased from £19,211,000 to £20,711,000 divided into 21,100,000 ordinary shares of £0.01 each and 20,500,000 redeemable preference shares of £1 each, by the creation of 1,500,000 additional redeemable preference shares of £1 each ranking equally in all respects with the existing redeemable preference shares of £1 each in the capital of the Company having the rights and privileges and being subject to the restrictions contained in the articles of association of the Company in force at the date of the passing of this resolution.
- 2 That
 - 2.1 the directors are generally and unconditionally authorised in accordance with sections 80 and 80A of the Companies Act 1985 (**Act**) to exercise all the powers of the Company to allot up to a further 1,500,000 redeemable preference shares of £1 each for a period of five years from the date of the passing of this resolution,
 - 2.2 words and expressions defined in or for the purposes of Part IV of the Act will bear the same meaning in this resolution

SPECIAL RESOLUTION

- 3 That the directors are given power in accordance with section 95 of the Act to allot equity securities (within the meaning of section 94 of the Act) pursuant to the authority conferred by Resolution 2, as if section 89(1) of the Act did not apply to the allotment.

Signed by, or by its duly authorised representative on behalf of, the sole member of the Company who, at the date of the Resolutions, would be entitled to attend and vote at a general meeting of the Company had the resolutions been put to that meeting



For and on behalf of
Alterian Holdings Limited

FRIDAY



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14/03/2008

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