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motive

THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

ELECTIVE RESOLUTION

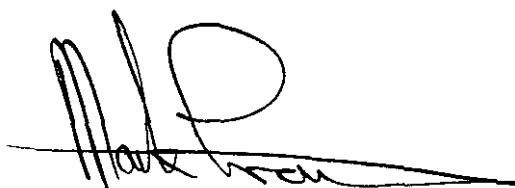
of

MOTIVE COMMUNICATIONS LIMITED

(passed on 30th June 1998)

Mark Cranmer, being a director of the Company, hereby resolves as follows:-

1. THAT in accordance with Section 366A of the Companies Act 1985, the Company shall dispense with the holding of annual general meetings.
2. THAT in accordance with Section 262 of the Companies Act 1985, the Company shall dispense with the laying of accounts and reports before the Company in general meeting.
3. THAT in accordance with Section 386 of the Companies Act 1985, the Company shall dispense with the obligation to appoint auditors annually



Mark Cranmer

