

**WRITTEN RESOLUTION OF THE SOLE MEMBER**

Company Number: 03498397

**THE COMPANIES ACT 1985**  
**COMPANY LIMITED BY SHARES**  
**RESOLUTION IN WRITING**  
of  
**NETIQ LIMITED**  
(the "Company")

Pursuant to Regulation 53 of Table A as adopted by the Articles of Association of the Company and all other powers we, the undersigned, being the holder of all the shares giving a right to attend and vote at a general meeting of the Company, hereby resolve that the following Resolution be duly passed as if it had been passed at an extraordinary general meeting of the Company duly convened and held as an Elective Resolution.

**ELECTIVE RESOLUTION**

THAT in accordance with sections 386 and 379A of the Companies Act 1985 the Company shall dispense with the obligation to appoint auditors annually.

Dated: 25 APRIL 2005

SIGNED .....

*Rick Van Hoesen*

Rick Van Hoesen

For and on behalf of  
**NETIQ CORP**

