

Company Number 3498397

**THE COMPANIES ACT 2006**

**PRIVATE COMPANY LIMITED BY SHARES**

**ORDINARY RESOLUTION**

- of -

**NETIQ LIMITED**

(the "Company")

We, the undersigned, being members of the Company for the time being entitled to receive notice of and to attend and vote at a general meeting of the Company ("eligible members") representing a simple majority of the total voting rights of eligible members, hereby resolve that the following Resolution shall be duly passed as a written resolution proposed by the directors of the Company pursuant to sections 288 and 291 of the Companies Act 2006

**RECEIPT AND ADOPTION OF ANNUAL ACCOUNTS**

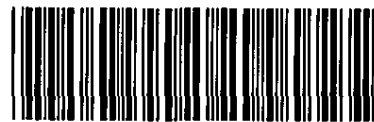
To receive and adopt the Company's annual accounts for the financial year ended 31 March 2007 together with the directors' report and auditors' report on those accounts

Dated 18/12/2007

SIGNED

For and on behalf of NetIQ Corp

TUESDAY



RM 22/01/2008 19  
COMPANIES HOUSE

Company No 3498397

**NETIQ LIMITED**  
(the "Company")

Minutes of a Meeting of the Board of Directors held at 1500 Dexter Avenue N., Seattle  
WA 98109, USA on 18/12/2007 2007 at 12 am/pm.

**Present:** Jennifer Guild Marsh  
Jeffrey Scott Hawn

**In Attendance:** -

**1 Quorum**

The Chairman noted that the meeting had been duly convened and that the requisite quorum was present

**2 Annual Accounts**

2.1 There was produced to the meeting the Report of the Directors and the Accounts in respect of the period from 30 June 2006 to 31 March 2007 (the "Accounts")

2.2 It was unanimously agreed that the Accounts then produced to the meeting in respect of the period ended 31 March 2007 gave, in the opinion of the directors, a true and fair view of the state of affairs of the Company at such date.

2.3 IT WAS RESOLVED that.

- (a) the Report of the Directors and Accounts now produced to this meeting (copies of these documents are attached to these minutes) be and they are hereby approved and adopted by this board of directors,
- (b) any director of the Company be and he is hereby authorised to sign the Report of the Directors on behalf of the directors; and
- (c) the signatures by the directors on the Accounts be and are hereby authorised and approved

2.4 IT WAS FURTHER RESOLVED that the Report of the Directors and the Accounts be despatched to the Company's sole member for approval.

3      **Any Further Business**

There being no further business, the Chairman declared the meeting closed

  
CHAIRMAN