

Company No: 03796971

**THE COMPANIES ACT 1985-1989 (the "Act")**

**PUBLIC COMPANY LIMITED BY SHARES**

**RESOLUTIONS OF**

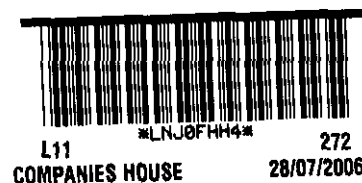
**IX Europe PLC  
(the "Company")**

At the Annual General Meeting of the above named Company held at 2 p.m. on 30 June 2006 at the offices of Investec Bank (UK) Limited, 2 Gresham Street, London EC2V 7QP the following resolutions were duly passed as Resolutions of the Company:

**ORDINARY BUSINESS**

**IT WAS RESOLVED THAT:**

1. The directors' report and accounts for the year ended 31 December 2005 and the auditors' report thereon be adopted.
2. *Sir Anthony Cleaver be re-appointed as a director.*
3. Richard Mead be re-appointed as a director.
4. Guy Willner be re-appointed as a director.
5. Christophe de Buchet be re-appointed as a director.
6. Karen Bach be re-appointed as a director.
7. Messrs BDO Stoy Hayward LLP be re-appointed as auditors of the Company to hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting and the directors be authorised to agree their remuneration.



**SPECIAL BUSINESS**

IT WAS RESOLVED THAT the following resolutions be passed as Ordinary Resolutions of the Company:

8. THAT the rules of the IX Europe Founders Share Option Scheme (the "Founders Share Option Scheme"), the principal terms of which are summarised in the attached Appendix, as produced to the Annual General Meeting and initialled by the Chairman for the purposes of identification are approved and the directors of the Company are hereby authorised to do all such acts and things as may be necessary or expedient to implement it, including making such modifications to the rules of the Founders Option Scheme as may be necessary or expedient to ensure compliance with such statutory, fiscal or securities regulations as may apply to it or apply to any participant in it.
9. THAT the amendments to the rules of the IX Europe Unapproved Share Option Scheme (the "Unapproved Share Option Scheme"), as marked on the copy of the rules produced to the Annual General Meeting and initialled by the Chairman for the purposes of identification (and as summarised in the attached Appendix) are approved and the directors of the Company are authorised to do all such acts and things as they may consider necessary or expedient to adopt them, including making such modifications as

may be necessary or expedient to ensure compliance with such statutory, fiscal or securities regulations as may apply to this Scheme or apply to any participant in this Scheme.

10. THAT for the purposes of section 80 of the Companies Act 1985 (the "Act") the directors be and they are hereby generally and unconditionally authorised to exercise all the powers of the Company to allot relevant securities (as defined in the said section), in substitution for all subsisting authorities which are hereby revoked (but without prejudice to any allotment, offer or agreement already made pursuant to these), up to such number of shares as shall be required in connection with, and limited to:

- (i) allotments of equity securities up to an aggregate nominal value of £50,000 in connection with the grant of options over ordinary shares of 1p each in the share capital of the Company in accordance with the Founders Share Option Scheme;
- (ii) further allotments of equity securities in connection with the grant of options over ordinary shares of 1p each in the share capital of the Company in accordance with the Unapproved Share Option Scheme;

together the "Option Allotments"; and

- (iii) the allotment of relevant securities otherwise than pursuant to sub-paragraphs 10(i) and 10(ii) above up to an aggregate nominal amount equal to one third of the aggregate nominal amount of all ordinary shares of 1p each in issue and fully paid as at the date of this notice,

and provided that this authority shall expire fifteen months after the passing of this resolution or the conclusion of the Company's Annual General Meeting next following that convened by this notice if earlier but may be previously revoked or varied from time to time by the Company in a general meeting and so that the Company may before such expiry, revocation or variation make an offer or agreement which would or might require relevant securities to be allotted after such expiry, revocation or variation and the directors may allot relevant securities in pursuance of such offer or agreement as if such authority had not expired or been revoked or varied.

IT WAS RESOLVED THAT the following resolution be passed as a Special Resolution of the Company:

11. THAT the directors be and they are hereby empowered pursuant to section 95 of the Act to:

- (A) subject to and conditionally upon the passing of resolution number 10 allot equity securities (as defined by section 94(2) of the Act) for cash pursuant to the authority conferred by resolution number 10 as if section 89(1) of the Act did not apply to any such allotment; and
- (B) sell relevant shares (as defined in section 94(5) of the Act) if, immediately before such sale, such shares are held as treasury shares (within the meaning of section 162A(3) of the Act) as if section 89(1) of the Act did not apply to such sale;

provided that such powers shall be limited to:

- (i) the Option Allotments;

- (ii) the allotment of equity securities or the sale of relevant shares in connection with a rights issue, open offer or other pre-emptive offer in favour of holders of ordinary shares and any other persons who are entitled to participate in such issue or offer where the equity securities or relevant shares offered to each such holder and other person are proportionate (as nearly as may be) to the respective numbers of ordinary shares held or deemed to be held by them on the record date applicable to such issue or offer, but subject to such exclusions or other arrangements as the directors may deem fit to deal with fractional entitlements, legal or practical problems arising under the laws of any overseas territory, the requirements of any regulatory body or stock exchange or by virtue of shares being represented by depository receipts or by virtue of any other matter whatever; and
- (iii) the allotment of equity securities or the sale of relevant shares otherwise than pursuant to sub-paragraphs 11(i) and 11(ii) above up to an aggregate maximum nominal value of up to 5 per cent. of the aggregate nominal amount of all ordinary shares of 1p each in issue and fully paid as at the date of this notice,

and that, subject in the case of an allotment of equity securities to the continuance of the authority conferred by resolution number 10, the power hereby conferred by this resolution shall only be exercisable by the directors of the Company acting with unanimous agreement and shall expire fifteen months after the passing of this resolution or at the conclusion of the Company's Annual General Meeting next following that convened by this notice if earlier but may be previously revoked or varied from time to time by Special Resolution but so that the Company may before such expiry, revocation or variation make an offer or agreement which would or might require equity securities to be allotted or relevant shares to be sold after such expiry, revocation or variation and the Directors may allot equity securities and sell relevant shares in pursuance of such offer or agreement as if such power had not expired or been revoked or varied.



**CHAIRMAN**

DATED 30 June 2006