

Company No: 03844023

THE COMPANIES ACT 1985

Public Company Limited by Shares

Resolutions of

Eicom PLC

Passed 8 May 2006



At an EXTRAORDINARY GENERAL MEETING of Eicom PLC (the "Company") duly convened and held at the Company's Registered Office at 4 Farleigh Court, Long Ashton, Bristol BS48 1UL on 8 May 2006 at 10.00 am the resolutions set out below were duly passed as ordinary or special resolutions.

ORDINARY RESOLUTION

1 THAT:

*Previously actioned*

1.1 Each 100 issued ordinary share of 0.5p each in the capital of the Company be subdivided into 1 Initial Ordinary Share of 0.005p and 99 New Deferred Shares of 0.005p; ✓

1.2 Each Initial Ordinary Share so created be consolidated into 1 new Ordinary Share of 0.5p;

SPECIAL RESOLUTIONS

2 THAT subject to the confirmation of the Court, the capital of the Company be reduced (a) by cancelling and extinguishing altogether the Initial Ordinary Shares remaining following the Consolidation resolved upon by resolution 1.2 above and (b) by extinguishing altogether all the Deferred Shares arising as a result of the sub-division resolved upon by resolution 1.2 above.

3 THAT subject to the confirmation of the Court, the capital of the Company be reduced by cancelling and extinguishing altogether the 707,750,000 Deferred Shares of 0.5p each arising as a result of the reorganisation of the Company share capital on 7 December 2001.

4 THAT subject to the confirmation of the Court, the amount standing to the credit of the share premium account of the Company be and is hereby reduced by the sum of £8,788,282.

5 THAT, subject to and conditional upon the reduction of the Company's capital resolved upon by Resolutions 2 and 3 hereof coming into effect:-

5.1 the capital of the Company be thereupon increased by the creation of such number of Ordinary Shares of 0.5p each as shall restore the Company's capital to its former level of £30,000,000; and

5.2 the Articles of Association of the Company be amended by the substitution for the existing Article 4 the following Article: ✓

"4. The capital of the Company is £30,000,000 divided into 6,000,000,000 ordinary shares of 0.5p each ("Ordinary Shares")."

*Previously actioned*

*[Signature]*

Company Secretary