

Company No: 3973257

THE COMPANIES ACT 1985 and 1989
COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION

OF

AXIOMLAB PLC

(Passed the 8th day of October 2001)

At an **ANNUAL GENERAL MEETING** of the above named Company duly convened and held on the above date the following Resolution was, inter alia, duly passed as a **SPECIAL RESOLUTION** of the Company:

SPECIAL RESOLUTION

10. That the Directors be and they are empowered pursuant to section 95 of the Companies Act 1985 (" the Act") to allot equity securities for cash pursuant to the authority conferred by paragraph 1.2 of the resolution passed by the Company in general meeting on 8th June 2001 as if section 89(1) of the Act did not apply to any such allotment, provided that this power shall be limited:

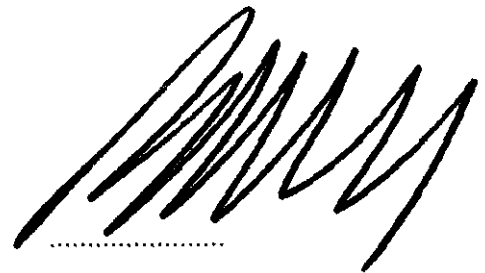
10.1 to the allotment of equity securities in connection with an offer of such securities to holders of Ordinary Shares in proportion (as nearly as may be practicable) to their respective holdings of such shares, but subject to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements or any legal or practical problems under the laws of any territory, or the requirements of any regulatory body or stock exchange; and



10.2 to the allotment of equity securities up to a maximum aggregate nominal amount of £137,500 pursuant to the grant of options and/or warrants to subscribe for Ordinary Shares; and

10.3 to the allotment of equity securities (otherwise than pursuant to paragraphs 10.1 or 10.2 above) up to an aggregate nominal amount of £137,500;

and shall expire on the conclusion of the next Annual General Meeting of the Company after the passing of this resolution or, if earlier, on 31st January 2003 save that the Company may, before such expiry, make an offer or agreement, which would or might require equity securities to be allotted after such expiry and the Directors may allot equity securities pursuant to any such offer or agreement notwithstanding that the power conferred hereby has expired, and the expression "equity securities" and references to the allotment of equity securities shall bear the same respective meanings as in section 94 of the Act.

A large, stylized handwritten signature in black ink, consisting of several overlapping loops and strokes, positioned above a dotted line.

Chairman