

THE COMPANIES ACTS

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COMPANY LIMITED BY SHARES

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**RESOLUTION**

of

**ASSUREWEB PLC**



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(passed on 3 August 2001)

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At an extraordinary general meeting of the Company duly convened and held on 3 August 2001 the following resolution was duly passed, as a special resolution of the Company:-

**SPECIAL RESOLUTION**

THAT the articles of association of the Company be altered as follows:

1. By inserting at the end of article 2D (a) (i) the following words:

"Provided that where the Directors and a majority in number of the shareholders agree on the value of an issued Ordinary Share at the First Put Date (the "Agreed Value") that Agreed Value shall be the value of an issued Ordinary Share for the purposes of the remaining provisions of this Article 2 (a)."

2. By inserting at the end of article 2D (c) (i) the following words:

"Provided that where the Directors and a majority in number of the shareholders agree on the value of an issued Ordinary Share at the date of the Change of Control (the "Agreed Value") that Agreed Value shall be the value of an issued Ordinary Share for the purposes of the remaining provisions of this Article 2 (c)."

3. By inserting in article 2E (g) after the words "to the Company to buy back the Sale Shares" the following words:

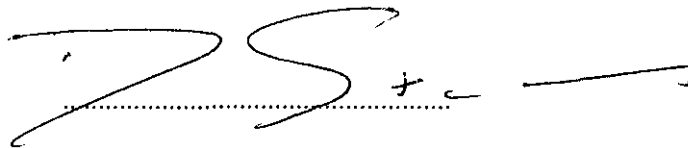
"Where the Company is unable to buy back the Sale Shares in accordance with the provisions of the Act the Company may (subject to the agreement of the Directors) in its absolute discretion make a second offer on the same terms to DBS Management plc."

4. By deleting in article 2E (g) the following words:

"The Company may in its absolute discretion make a second offer on the same terms to all Members (other than the Member holding the Sale Shares) if any Sale Shares remain unsold after the period for acceptance of the first offer by the Company has expired."

and substituting for them the following words:

"The Company may in its absolute discretion make a third offer on the same terms to all Members (other than the Member holding the Sale Shares) if any Sale Shares remain unsold after the period for acceptance of the first or second offer by the Company has expired."

A handwritten signature in black ink, consisting of a large, stylized 'Z' followed by a 'S' and a horizontal line with a small crossbar.

Chairman of the meeting