

The Companies Act 1985
Company Limited by Shares

RESOLUTIONS OF THE MEMBERS

of

AXIOM SYSTEMS HOLDINGS LIMITED
(the Company)

(Passed on 8 August 2006)

At an extraordinary general meeting of the Company duly convened and held on the above date, the following resolutions were passed as ordinary and special resolutions respectively:

ORDINARY RESOLUTION

- 1 THAT for the purposes of section 320 of the Companies Act 1985 (as amended), the purchase by the Company of 3,327,750 ordinary shares of £0.01 each in the capital of the Company for the aggregate sum of £1,000,000.10 from Gareth Senior, a director of the Company, be approved.

SPECIAL RESOLUTION

- 2 THAT the terms of an agreement between the Company and Gareth Senior for the purchase by the Company of 3,327,750 ordinary shares of £0.01 each in the capital of the Company at a price of £0.3005034 per share as set out in the draft contract produced to the meeting and signed by the Chairman of the meeting for the purposes of identification (the **Contract**) be approved.

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Chairman



FRIDAY



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