

**The Companies Act 1985**  
**Company Limited by Shares**

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**RESOLUTION OF THE MEMBERS**  
**of**  
**AXIOM SYSTEMS HOLDINGS LIMITED**  
**(the Company)**

**(Passed on 24 July 2006)**

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At an extraordinary general meeting of the Company duly convened and held on the above date, the following resolution was passed as a special resolution:

**SPECIAL RESOLUTION**

1 THAT:

- (a) the directors of the Company shall have the power to allot equity securities (as defined in section 94(2) Companies Act 1985) for cash, as if section 89(1) of the Companies Act 1985 and article 13.2 of the Company's articles of association did not apply to that allotment provided that this power shall be limited to the allotment of equity securities in connection with the issue of 2,073,828 C preferred shares of £0.01 each in the capital of the Company to Advent Private Equity Fund III, Esprit Nominees and Amadeus 1 and Amadeus 1 Affiliates Fund LP and shall expire on the date five years from the date of this resolution; and
- (b) the Company may make an offer or agreement before this power expires which would or might require equity securities (as so defined) to be allotted after it expires and the directors may allot equity securities under such an offer or agreement notwithstanding that the authority has expired.

.....  
Chairman



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