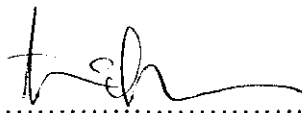


ANDROMEDA TELEMATICS HOLDINGS LIMITED
COMPANY NUMBER: 04296958

SPECIAL RESOLUTION

PASSED ON 25 AUGUST 2006

- 1.1 The Directors be and are hereby generally and unconditionally authorised pursuant to Section 80 of the Companies Act 1985 to allot new shares at any time from the date hereof.
- 1.2 With respect to a proposed new issue of 162,792 Class A Ordinary Shares of one pence each and 28,464 Class B Ordinary Shares of one pence to take place as soon as practical after 25 August 2006, Section 89(1) and sections 90(1) to (6) inclusive of the Companies Act 1985 shall not apply to the Company.



.....
C E Glasow
Chairman
25 August 2006

Andromeda Telematics Holdings Limited
Tec 6, Byfleet Technical Centre
Canada Road
Byfleet
Surrey
KT14 7JX

