

**Company Number 04402178**

**RESOLUTION**

**of**

**PHOQUS GROUP PLC  
("Company")**

**(Passed on 26 July 2007)**

At an Extraordinary General Meeting of the Company duly convened and held on the above date, the Resolution below was passed as a Special Resolution Resolution 1, referred to below, was also passed at the Extraordinary General Meeting

**SPECIAL RESOLUTION**

**THAT**

- 2 1 subject to the passing of resolution 1, the directors of the Company shall have the power to allot equity securities (as defined in section 94(2) of the Act) for cash, under and during the period of the authority contained in resolution 1 above, as if section 89(1) of the Companies Act 1985 did not apply to that allotment This power is limited to
- 2 1 1 the allotment of equity securities pursuant to the Fundraising having, in the case of relevant shares (as defined for the purposes of section 89 of the Act), a nominal amount or, in the case of other equity securities, giving the right to subscribe for or convert into relevant shares having a nominal amount, not exceeding in aggregate £1,040,930 (representing approximately 29 per cent of the issued ordinary share capital of the Company as at 2 July 2007 being the latest practicable date prior to the publication of this document),
- 2 1 2 additionally (otherwise than as referred to in sub-paragraph 2 1 above) up to a maximum nominal amount of £459,107 (representing approximately 13 per cent of the issued ordinary share capital of the Company as at 2 July 2007 being the latest practicable date prior to the publication of this document and representing approximately 10 per cent of the issued ordinary share capital of the Company immediately following the Placing, assuming completion of the Placing),

**WEDNESDAY**



**"A82EXS4R"**

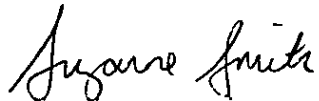
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**COMPANIES HOUSE**

- 2 2     this power shall cease to have effect when the authority given by resolution 1 is  
revoked or expires, and
- 2 3     the Company may make an offer or agreement before this authority expires which  
would or might require equity securities to be allotted after it expires and the directors  
may allot equity securities in pursuance of that offer or agreement notwithstanding  
that the authority has expired

A handwritten signature in cursive script, appearing to read "Suzanne Smith".

**Company Secretary**