

Company Number 04402178

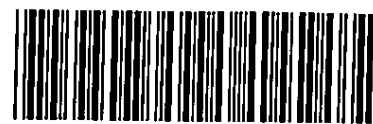
RESOLUTION

of

PHOQUS GROUP PLC
("Company")

(Passed on 13 June 2007)

SATURDAY



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23/06/2007

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COMPANIES HOUSE

At an Annual General Meeting of the Company duly convened and held on the above date, the resolution below was passed as a special resolution Resolution 8, referred to below, was also passed at the Annual General Meeting

SPECIAL RESOLUTION

1 THAT

1 1 subject to the passing of resolution 8, the directors of the Company shall have the power to allot equity securities (as defined in section 94(2) Companies Act 1985) for cash, under and during the period of the authority contained in resolution 8 above, as if section 89(1) of the Companies Act 1985 did not apply to that allotment This power is limited to

1 1 1 the allotment of equity securities in connection with an offer or issue of such securities to holders of ordinary shares of the Company on the register on a date fixed by the directors in proportion (as nearly as practicable) to the respective numbers of ordinary shares of the Company held by them on that date but subject to such exclusions and other arrangements as the directors may consider appropriate in relation to fractional entitlements or any legal or practical problems under the laws of any territory, or with the requirements of any regulatory body or stock exchange, and

1 1 2 the allotment (other than pursuant to paragraph 1 1 1 immediately above) of equity securities having, in the case of relevant shares (as defined for the purposes of section 89 of the Companies Act 1985), an aggregate nominal amount or, in the case of other equity securities, giving the right to subscribe for or convert into relevant shares having an aggregate nominal amount, not exceeding in aggregate £355,013 90 (being 10% of the issued share capital of the Company as at the date of this notice),

- 12 this power shall expire 15 months after the date of the passing of this resolution or at the conclusion of the next annual general meeting of the Company following the passing of this resolution, whichever first occurs, but the Company may make an offer or agreement before this authority expires which would or might require equity securities to be allotted after expiry of this authority and the directors may allot equity securities notwithstanding that the authority has expired


Company Secretary