

No 5141256

THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

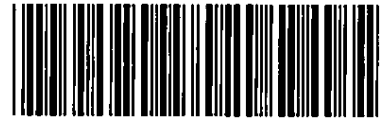
WRITTEN RESOLUTIONS

of

THE CLOUD NETWORKS LIMITED

(Passed 20 December 2007)

WEDNESDAY



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06/02/2008

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COMPANIES HOUSE

Pursuant to Regulation 53 of Table A as incorporated by the Articles of Association of the Company the following Resolutions were agreed to and were duly passed on 20 December 2007 by all the holders of the A Preferred Shares, who on 20 December 2007 were entitled to attend and vote at a separate class meeting of the holders of the A Preferred Shares pursuant to Article 7 of the Articles of Association, as Special Resolutions

SPECIAL RESOLUTIONS

- 1 That the Directors be and they are hereby generally and unconditionally authorised for the purposes for section 80 of the Companies Act 1985 (as amended) (the "**Act**") to exercise all the powers of the Company to allot relevant securities (as defined in section 80 of the Act) provided that the authority hereby granted under this resolution 1 shall be limited to the grant to NVF Equity Limited (or its nominee) of warrants to subscribe for up to 316,487 A Preferred Shares pursuant to the terms of a warrant instrument to be entered into by the Company on or about the date hereof (the "**Warrant Instrument**") for a period expiring (unless previously renewed or revoked by the Company in general meeting) on the date which is the earlier of

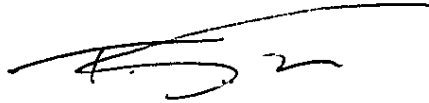
- i 5 years after the passing of this resolution, and
- ii immediately following the exhaustion of the exercise rights under such warrants,

but so that the Company may before such expiry make an offer or agreement pursuant to the Warrant Instrument which would or might require relevant securities to be allotted after such expiry and the Directors may allot relevant securities in pursuance of that offer or agreement notwithstanding that the authority conferred hereby has expired

- 2 That the Directors be and are hereby given the power to allot equity securities (as defined in section 94(2) of the Act pursuant to the authority conferred by resolution 1 above as if the pre-emption provisions in Article 8 of the Articles of Association shall not apply to

such allotment of equity securities and so that this resolution 2 shall cease to have effect when the authority conferred by resolution 1 above is revoked or would (if not renewed) expire, but so that the Company may before such expiry make an offer or agreement pursuant to the Warrant Instrument which would or might require relevant securities to be allotted after such expiry and the Directors may allot relevant securities in pursuance of that offer or agreement notwithstanding that the authority conferred hereby has expired

- 3 That the ~~Company~~ adopt new articles of association in the form produced to the meeting and initialled by the Chairman ~~in place of its existing articles of association~~

A handwritten signature in black ink, appearing to be 'F. S. 2', written over a horizontal line.

[Director/Company Secretary]