

Company No 5201852

**THE COMPANIES ACT 1985**  
**COMPANY LIMITED BY SHARES**  
**WRITTEN RESOLUTION**  
**OF**  
**EVER 123 LIMITED**

(to be renamed Octium Limited)

(the "Company")

Passed 24 MARCH 2005

In accordance with the Company's Articles of Association and Section 381A of and Schedule 15A to the Companies Act 1985, the undersigned, being the sole member of the Company for the time being entitled to receive notice of and attend and vote at a general meeting of the Company hereby resolves as follows:

**ORDINARY RESOLUTIONS**

1. **THAT**, pursuant to the provisions of sections 80 of the Companies Act 1985, the Directors are generally and unconditionally authorised for an indefinite period to exercise all the powers of the Company to allot relevant securities as defined by such section 80, provided that the maximum amount of such securities that may be allotted under this authority (within the meaning of such section 80) is £0.46 and the authority granted by this resolution is in substitution for any authority to allot relevant securities previously granted to the Directors which (to the extent that it remains in force and unexercised) is revoked; and
2. **THAT**, pursuant to the provisions of section 95 of the Companies Act 1985, the Directors are empowered to allot equity securities (as defined in section 94 of that Act) pursuant to the general authority given to them for the purposes of section 80 of that Act as set out in resolution 1 above as if section 89(1) of that Act did not apply to any such allotment and the Company may make an offer or agreement which will or may require equity securities to be allotted after the expiry of the power granted by this resolution.

Dated: 24 MARCH 2005




Member

Signature

Date of Signature

Richard Cunningham

A handwritten signature in dark ink, appearing to read 'R. A. Cunningham', written over a horizontal dotted line.

24 MARCH 2005