

**THE COMPANIES ACT 1985
COMPANY LIMITED BY SHARES**

ORDINARY RESOLUTIONS

- of -

XRO LIMITED

(Passed 11 December 1998)

At an Extraordinary General Meeting of the above-named Company duly convened and held on 11 December 1998 at Parkway, Marlow, Buckinghamshire SL7 1YL the following Resolutions were duly passed as Ordinary Resolutions.

ORDINARY RESOLUTIONS

- "1. That the authorised sterling share capital of the Company be increased from £168,750,000 to £300,000,000 by the creation of 1,312,500,000 ordinary shares of 10 pence each.
2. That the authorised US\$ share capital of the Company be increased from US\$15,000,000 to US\$29,000,000 by the creation of 1,400,000,000 US\$ preferred ordinary shares of US\$0.01 each.
3. That the Directors be and they are hereby authorised to allot 1,561,659,666 ordinary shares of 10 pence each and 1,561,659,666 US\$ preferred ordinary shares of US\$0.01 each pursuant to Section 80 of the Companies Act 1985, provided that this authority shall expire on the fifth anniversary from the date hereof."

Signed
Chairman of the Meeting

