

THE COMPANIES ACTS 1985 TO 2006

COMPANY LIMITED BY SHARES

RESOLUTIONS

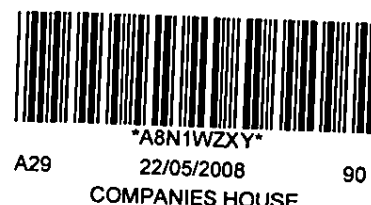
of

Telrock Plc

(the "Company")

(passed on 21 May 2008)

THURSDAY



At the Annual General Meeting of the Company held at the offices of Morrison & Foerster, 7th Floor, CityPoint, One Ropemaker Street, London EC2Y 9AW, on Friday, 21 May 2008 at 10 00 a m the following resolutions were passed of which the resolutions numbered 1 to 6 are ordinary resolutions and resolution numbered 7 is a special resolution

ORDINARY RESOLUTIONS

- 1 To receive the Company's Annual Report and Accounts for the financial year ended 31 May 2007 and the Directors' Report, and the Independent Auditors' Report on those accounts
- 2 To reappoint as a Director, Tim Crowley, who is retiring by rotation in accordance with the Company's Articles of Association and who being eligible is offering himself for reappointment
- 3 To reappoint as a Director, Tim Crowley, who is retiring by rotation in accordance with the Company's Articles of Association and who being eligible is offering himself for reappointment
- 4 To reappoint Baker Tilly UK Audit LLP as auditors of the Company from the conclusion of this Meeting until the conclusion of the next annual general meeting of the Company at which accounts are laid.
- 5 To authorise the Directors to determine the remuneration of the auditors
- 6 That, and in substitution for all existing authorities for the allotment of shares by the Directors, which are hereby revoked but without prejudice to any allotment, offer or agreement already made pursuant thereto, the Directors of the Company be and are hereby generally and unconditionally authorised, pursuant to section 80 of the Companies Act 1985 (the "1985 Act") to exercise all the powers of the Company to allot relevant securities (within the meaning of that section) up to an aggregate nominal amount of £25,341 30 for a period expiring (unless previously renewed,

varied or revoked by the Company in general meeting) 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 occurs first, provided that the Company may before such expiry, variation or revocation make an offer or agreement which would or might require such relevant securities to be allotted after such expiry, variation or revocation and the Directors may allot relevant securities pursuant to such an offer or agreement as if the authority conferred hereby had not expired or been varied or revoked

SPECIAL RESOLUTION

- 7 That the Directors are hereby empowered pursuant to section 95 of the 1985 Act to, subject to and conditionally upon the passing of resolution No 6, allot equity securities (as defined by section 94(2) of the 1985 Act) for cash pursuant to the authority conferred by resolution No 6 as if section 89(1) of the 1985 Act did not apply to any such allotment, provided that such power
- (A) shall, subject to the continuance of the authority conferred by resolution No 6, expire fifteen months after 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 occurs first, but may be previously revoked or varied from time to time by Special Resolution but so that the Company may before such expiry, revocation or variation make an offer or agreement which would or might require equity securities to be allotted after such expiry, revocation or variation and the Directors may allot equity securities in pursuance of such offer or agreement as if such power had not expired or been revoked or varied, and
 - (B) shall be limited to
 - (i) the allotment of equity securities pursuant to a rights issue, open offer, scrip dividend scheme or other pre-emptive offer or scheme in favour of holders of Ordinary Shares and any other persons who are entitled to participate in such issue, offer or scheme where the equity securities offered to each such holder and other person are proportionate (as nearly as may be) to the respective numbers of Ordinary Shares held or deemed to be held by them for the purposes of their inclusion in such issue, offer or scheme on the record date applicable thereto, but subject to such exclusions or other arrangements as the Directors may deem fit or expedient to deal with fractional entitlements, legal or practical problems under the laws of any overseas territory, the requirements of any regulatory body or stock exchange in any territory, shares being represented by depositary receipts, directions from any holders of shares or other persons to deal in some other manner with their respective entitlements or any other matter whatever which the Directors consider to require such exclusions or other arrangements, and

- (ii) the allotment of equity securities for cash otherwise than pursuant to sub-paragraph (a) up to an aggregate maximum nominal amount of £16,894 20



CHAIRMAN