

THE COMPANIES ACT 1985 AND 1989

COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION

Of

PG INTERNATIONAL LIMITED
(the "Company")

In accordance with Section 381A of the Companies Act 1985, we being all the members of the Company who, at the date of this resolution, are entitled to attend and vote at a general meeting of the Company HEREBY UNANIMOUSLY RESOLVE, in accordance with Section 379A of the Companies Act 1985 :

"That the Company dispense with the following procedural matters:-

- (a) the laying of accounts and reports before the Company in general meeting (Companies Act 1985, Section 252);
- (b) the holding of Annual General Meetings (Companies Act 1985, Section 366A);
- (c) the obligation to appoint auditors annually (Companies Act 1985, Section 386)."

Signature:

P. Eardley
Paul Eardley, Company Secretary
on behalf of Spirent plc

Dated:

1 November 2005

