

• Company Number: 1556878

THE COMPANIES ACT 1985

WE HEREBY CERTIFY
THIS TO BE A TRUE AND
ACCURATE COPY OF
THE ORIGINAL.

Company Limited by Shares

SPECIAL RESOLUTIONS

Herbert Smith
HERBERT SMITH
Exchange House
Finsbury Street
LONDON EC2A 2HS

of

Date 2/3 19 98 XENON COMPUTER SYSTEMS LIMITED

Passed 13 February 1998

On 13 February 1998 by Resolutions in Writing signed by the sole Member of the Company on that date (being as valid and effective as if the Resolutions had been passed at a General Meeting of the Company duly convened and held) the following Resolutions were passed as Special Resolutions, namely:-

SPECIAL RESOLUTIONS

- (1) THAT the Company do ratify, confirm and approve the sale of the Company's business and assets which relate to its training division (subject to the assumption of liabilities attaching thereto) by an agreement entered into on the date hereof and made between the Company and Xenon Training Limited whether or not such transaction is beyond the Company's capacity.
- (2) THAT, to the extent permitted by law, the Company do absolve from liability each of the directors of the Company from any breach of duty owed by them, in their capacity as directors of the Company, to us, in our capacity as shareholders in the Company, arising from their resolution to enter into the agreement referred to in the previous resolution.

I P Johnson
I P Johnson
Director

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