

COMPANY NUMBER: 1892751

**THE COMPANIES ACTS 1985 TO 1989
PRIVATE COMPANY LIMITED BY SHARES**

SPECIAL RESOLUTION

of

IS SOLUTIONS PLC

Passed 26th May 2001



At an Extraordinary General Meeting of the above-named Company duly convened and held on 26th May 2001 the following Resolution was duly proposed and passed as a Special Resolution

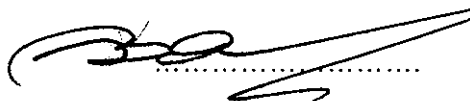
SPECIAL RESOLUTION

“THAT the Directors be empowered (pursuant to Section 95(1) of the Companies Act 1985 (“the Act”)) to allot or make offers or agreements to allot equity securities (as defined in Section 94(2) of the Act) up to an aggregate nominal amount of £254,138 as if Section 89(1) of the Act did not apply to any such allotment provided that this power shall expire on the date following 15 months after the date of the passing of this Resolution or, if earlier, at the conclusion of the Annual General Meeting of the Company in 2002 (except that the Company may, before such expiry, make offers or agreements which would or might require equity securities to be allotted after such expiry and notwithstanding such expiry the Directors may allot equity securities in pursuance of such offers or agreements) and provided further that this power shall be limited to the allotment and issue of equity securities in connection with:-

- (i) the allotment of equity securities in connection with an issue or offer by way of rights in favour of the holders of equity securities and any other person entitled to participate in such issue or offering where the equity securities respectively attributable to the interest of such holders and persons are

proportionate (as nearly as may be) to the respective numbers of equity securities held by or deemed to be held by them on the record date of such allotment, subject only to such exclusions or other arrangements as the Directors may deem fit to deal with fractional entitlements or problems arising under the laws of any overseas territory or the requirement of any regulatory authority or stock exchange;

- (ii) the allotment (other than pursuant to the power referred to in paragraph (i) above) of equity securities up to an aggregate nominal amount of £49,586 pursuant to the Company's existing Executive Share Option Schemes and;
- (iii) the allotment (other than pursuant to the powers referred to in paragraph (i) and (ii) above) of equity securities up to an aggregate nominal amount of £24,793."

A handwritten signature in black ink, consisting of a series of loops and a long horizontal stroke, positioned above a dotted line.

Chairman