

THE COMPANIES ACT 1985

AND

THE COMPANIES ACT 1989

**WRITTEN RESOLUTION
PURSUANT TO SECTION 381A COMPANIES ACT 1985**

**ARM GROUP LIMITED
("the Company")**

(COMPANY NUMBER 2578069)

PASSED ON 3 DECEMBER 1999

WHEREAS on 30 March 1999 an ordinary resolution of the Company was passed incorrectly stating that the Company's authorised share capital be increased from £47.21 to £1,918,048 by the creation of 191,800,079 ordinary shares of 1p each;

WHEREAS on 30 March 1999 the Company's authorised share capital was actually £1,000 and therefore the ordinary resolution on that date in fact increased the Company's authorised share capital from £1,000 to £1,919,000.79 by the creation of 191,800,079 ordinary shares of 1p each; and

WHEREAS the Company's sole member wishes to clarify the position with regard to the Company's authorised share capital.

Accordingly, I, being the sole member of ARM Group Limited **HEREBY RESOLVE THAT:**

an ordinary resolution passed by the Company on 30th March 1999, that the authorised share capital of the Company be increased from £47.21 to £1,918,048 by the creation of 191,800,079 ordinary shares of 1p each, incorrectly stated the authorised share capital of the Company to be £47.21 on that date instead of £1,000 and that, therefore, the resolution on 30th March 1999 actually increased the authorised share capital of the Company from £1,000 to £1,919,000.79 by the creation of 191,800,079 ordinary shares of 1p each.

Signed.....*H. Gavelen*.....

Dated...*3 December 1999*.....

for and on behalf of Semara Group Limited



