

Company Number: 3231905

THE COMPANIES ACTS 1985 AND 1989

COMPANY LIMITED BY SHARES

WRITTEN RESOLUTIONS

OF

BROADVISION (UK) LIMITED

The following written resolution was passed by the Company pursuant to Section 381A of the Companies Act 1985 (as amended by the Companies Act 1989) and Regulation 53 of the 1985 Table A which applies to the Company on 16 JUNE 2005.....

1. THAT the Articles of Association of the Company be amended by the addition of the following Articles 12(c):

14. The contemporaneous connection of a number of the directors not less than the quorum, regardless of physical location, by any means of electronic communication shall be deemed to constitute a properly held meeting of the directors so long as the following conditions are met:

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14.1 throughout the meeting each of the directors taking part must be able to:

- (a) hear each of the other directors taking part; and
- (b) subject as mentioned below, send and receive communications simultaneously to and from all of the other directors taking part;

14.2 at the beginning and at the conclusion of the meeting the chairman shall ask all of those who have been a party to the proceedings to acknowledge their presence and to confirm that they have attended throughout the meeting.

Such a meeting shall be deemed to take place where it is convened to be held or (if no director is present in that place) where the largest group of those participating is assembled, or, if there is no such group, where the chairman of the meeting is. The word "meeting" in the Articles shall be construed accordingly.

The meeting shall have been validly conducted notwithstanding that a director may have been accidentally disconnected during the meeting, so long as a quorum of directors were connected at all times. A minute of the proceedings shall be sufficient evidence of the observance of the necessary formalities if certified by a director who was party to them.

Appointment and Removal of Directors

15. Without prejudice to the powers of the Company under section 303 of the Act to remove a director by ordinary resolution, the holder or holders for the time being of more than one half in nominal value of the shares giving the right to attend and vote at a general meeting of the Company may at any time and from time to time appoint any person who is willing to act to be a director, either to fill a vacancy or as an additional director, and may remove any director from office. Any appointment or removal of a director under this Article 81 shall be by notice to the Company signed by or on behalf of the appointor or appointors (which may consist of several documents in the like form each signed by or on behalf of one or more appointors). The notice may be:

- 15.1 delivered personally to the secretary or to a director other than the director being appointed or removed; or
- 15.2 sent by post in a prepaid envelope addressed to the Office or to another address designated by the directors for that purpose or by leaving it at the Office or such other address; or
- 15.3 sent by *electronic communication to an address designated by the directors for that purpose.*

The appointment or removal shall take effect when the notice is deemed delivered in accordance with Regulations 111 and 112 or Regulations 115 of the 1985 Table A (as the case may be) or on such later date (if any) specified in the notice.

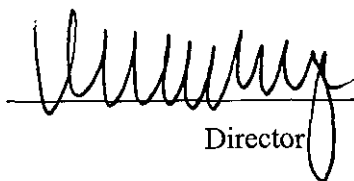
- 16. The directors shall also have the power to appoint any person who is willing to act to be a director, either to fill a vacancy or as an addition to the existing directors, subject to any maximum for the time being in force.

Alternate Directors

- 17. Any director (other than an alternate director) may appoint any other director, or any other person approved by resolution of the directors and willing to act, to be an alternate director and may remove from office an alternate director so appointed by him. Any appointment or removal of an alternate director shall be by notice to the Company signed by the director making or revoking the appointment or in any other manner approved by the directors. The notice may be:
 - 17.1 delivered personally to the secretary or to a director other than the director making or revoking the appointment; or
 - 17.2 sent by post in a prepaid envelope addressed to the Office or to another address designated by the directors for that purpose or by leaving it at the Office or such other address; or

- 17.3 sent by electronic communication to an address designated by the directors for that purpose.
18. The appointment or removal of an alternate director shall take effect when the notice is deemed delivered in accordance with Regulation 111 and 112 or Regulation 115 of the 1985 Table A (as the case may be) or on such later date (if any) specified in the notice.
19. An alternate director shall be entitled to receive notice of all meetings of directors and of all meetings of committees of directors of which his appointor is a member, to attend and vote at any such meeting at which the director appointing him is not personally present, and generally to perform all the functions of his appointor as a director in his absence but shall not be entitled to receive any remuneration from the Company for his services as an alternate director. But it shall not be necessary to give notice of such a meeting to an alternate director who is absent from the United Kingdom.
20. An alternate director shall cease to be an alternate director:
- 20.1 if his appointer ceases to be a director; or
- 20.2 if his appointer revokes his appointment pursuant to Article 17; or
- 20.3 on the happening of any event which, if he were a director, would cause him to vacate his office as director; or
- 20.4 if he resigns his office by notice to the Company.
21. Save as otherwise provided in the articles, an alternate director shall be deemed for all purposes to be a director and shall alone be responsible for his own acts and defaults and he shall not be deemed to be the agent of the director appointing him.

22. Any director acting as an alternate director shall have an additional vote for each director for whom he acts as an alternate director."


Director