

EPOCH SOFTWARE HOLDINGS PLC (3676175)

RESOLUTIONS OF THE COMPANY PASSED 19 March 2001

At an extraordinary general meeting of the above-named Company duly convened and held on 19 March 2001 the following resolutions were duly passed as resolutions of the Company:

ORDINARY RESOLUTIONS

1. THAT the share capital of the Company be increased from £150,000 to £210,000 by the creation of 6,000,000 new ordinary shares of 1p each ranking pari passu in all respects to the existing ordinary shares in the capital of the Company both issued and to be issued, such resolution to be conditional upon the approval of the Investor Director (as defined in the Articles of Association of the Company) or the holders of 75 per cent of the A ordinary shares of 1p each of the Company currently in issue;
2. THAT, subject to the passing of resolution 1 above, the authority granted to the directors to allot relevant securities (as set out in Article 5.3 of the Company's Articles of Association) be extended so as to expire on 18 June 2003;
3. THAT, subject to the passing of resolution 1 above, the maximum amount of relevant securities which the directors may allot pursuant to the authority referred to in resolution 2 above shall be such number of shares as would result in the issue of all shares comprised in the authorised but unissued share capital of the Company as increased pursuant to resolution 1 above.

SPECIAL RESOLUTION

4. THAT the directors be granted power to allot equity securities (within the meaning of section 94, Companies Act 1985) pursuant to the general authority relating to section 80 of that Act (as varied pursuant to the resolutions numbered 2 and 3 above or any renewal thereof) as if sub-section 89(1) of that Act did not apply to any such allotment, provided that the authority conferred by this resolution shall apply only to the allotment of up to 6,000,000 ordinary shares of 1p each pursuant to or in connection with any fund-raising exercise carried out by the Company.

BH Ashm

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Chairman

19.3.2001

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Date

