

No. 04544830

Where Are You Now? Limited

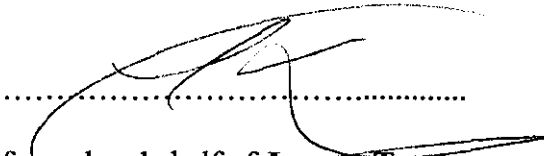
(the "Company")

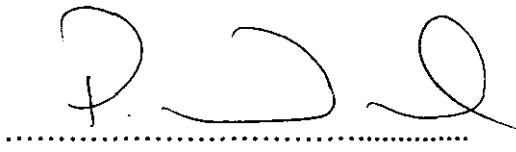
Class Resolution of the "B" Ordinary Shareholders of the Company

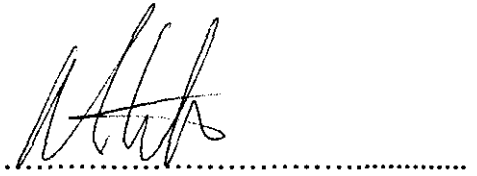
CLASS RESOLUTION

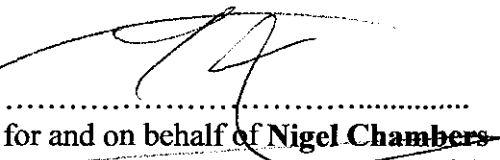
That subject to the resolutions appended to this class resolution being unanimously approved by all the members of the Company entitled to vote thereon, we, the undersigned, being the holders of all the B Ordinary Shares in the capital of the Company, hereby consent, in accordance with the requirements of section 125(2) of the Companies Act 1985 and pursuant to Article 8 of the articles of association:

That the B Ordinary Shares in the Company be re-designated so that henceforth they shall become Ordinary Shares of £0.001 each carrying the rights attached pursuant to the New Articles in the written resolution attached.


.....
for and on behalf of **Jerome Touze**
Date: 10 November 2006


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for and on behalf of **Peter Ward**
Date: 10 November 2006


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for and on behalf of **Michael Lines**
Date: 10 November 2006


.....
for and on behalf of **Nigel Chambers**
Date: 10 November 2006

