

Company number 06194475

The Companies Act 1985

Company limited by shares

Cavium Networks U.K. Limited

Resolutions in writing of the member of the company passed in accordance with the articles of association of the company

We, the undersigned, being the sole member of the company entitled to attend and vote at the extraordinary general meeting of the company **resolve** as follows

Elective resolutions

- 1 **That** in accordance with section 366A of the Companies Act 1985 (the "Act") the company shall dispense with the holding of annual general meetings
- 2 **That** in accordance with section 252 of the Act the company shall dispense with the laying of accounts and reports before the company in general meeting
- 3 **That** in accordance with section 386 of the Act the company shall dispense with the obligation to appoint auditors annually

Dated ⁺ *May 28* ⁺ 2007

⁺ *Steeve* ⁺
Authorised signatory of
Cavium Networks International Inc.

