

ASPECTS TOOLS LIMITED

Registered Number: SC291076

("Company")

Written Resolution of the Member(s)

We, the undersigned, being the sole member of the Company entitled to receive notice of, and to attend and vote at, General Meetings in accordance with the Articles of Association of the Company, hereby pass the following Special Resolutions of the Company as Written Resolutions in terms of Section 381A of the Companies Act 1985

WE RESOLVE

ORDINARY RESOLUTIONS

- 1 THAT the authorised share capital of the Company be increased to £48,774 by the creation of 47,774 shares of £1 each ranking pari passu in all respects with the existing ordinary shares of £1 each in the share capital of the Company
- 2 THAT the directors be generally and unconditionally authorised, pursuant to section 80 of the Companies Act 1985 (the "Act") to exercise all powers of the Company to allot relevant securities (within the meaning of that section) up to an aggregate nominal amount of £48,773 for a period expiring (unless previously renewed, varied or revoked by the Company in general meeting) on 31st December 2006

SPECIAL RESOLUTION

- 3 THAT, subject to the passing of resolution 2, the directors be generally empowered, pursuant to section 95 of the Companies Act 1985 (the "Act"), to allot equity securities (within the meaning of section 94(2) of the Act) pursuant to the authority conferred by resolution 2 as if section 89(1) of the Act did not apply to the allotment. This power expires when the authority conferred by resolution 2 is revoked or would, if not renewed, expire


Director of Aspects Software Limited

Date . 08/12/2006

