PACE plc

(Registered in England and Wales number 1672847)

RESOLUTION

At the General Meeting of the Company held at Salts Mill, Victoria Road, Saltaire, West Yorkshire, BD18 3LF on 6 January 2014 at 9.30 am, the following resolution was passed as an Ordinary Resolution.

Ordinary Resolution 1

That the proposed acquisition by the Company of Aurora Networks, Inc. by way of merger (the "**Acquisition**") substantially on the terms and subject to the conditions of the merger agreement between the Company, Merger Sub, Aurora Networks, Inc. and Shareholder Representative Services LLC dated 22 October 2013 (the "**Merger Agreement**") and all agreements and arrangements made or entered into, or which may in the future be made or entered into, by the Company or any of its subsidiaries in connection with, or which are ancillary to, the Acquisition or the Merger Agreement, be and are hereby approved and the directors of the Company (or any duly constituted committee thereof) be and are hereby authorised to take all such steps as they consider necessary, desirable or expedient to effect the Acquisition and to waive, amend, vary, revise or extend (to such extent as will not constitute a material waiver, amendment, variation, revision or extension in the context of the Acquisition as a whole) any such terms and conditions as they may consider appropriate and to do or procure to be done all such other things as they may consider necessary, desirable or expedient in connection with the Acquisition.

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Allan Leighton
Chairman