

TELECITYGROUP INTERNATIONAL LIMITED (Company)

Written Resolution pursuant to  
Section 381A Companies Act 1985 (as amended)

We, the undersigned, being the sole member of the Company for the time being entitled to receive notice of and to attend and vote at general meetings of the Company, hereby pass the following resolutions as Special Resolutions of the Company pursuant to section 381A of the Companies Act 1985 (as amended) (Act) and hereby agree that the said resolutions shall for all purposes be as valid and effective as if passed by us as Special Resolutions at a general meeting of the Company duly convened and held

SPECIAL RESOLUTIONS

- 1 That the provisions of, and performance of the obligations set out in, the documents listed in the appendix to this Written Resolution (**Documents**), which the Company is proposing to enter into in connection with the amendment and restatement of a senior sterling term and multicurrency revolving facilities agreement (**Facilities Agreement**) entered into by the Company on 18 September 2006 with Barclays Leveraged Finance as arranger (**Arranger**), Barclays Bank Plc as agent (**Agent**) and security agent (**Security Agent**) and certain other financial institutions, be and are hereby approved in the forms attached to this Written Resolution (subject to such changes as the Company's directors, in their absolute discretion, think fit (such opinion being evidenced by the execution of such Documents))
- 2 That, notwithstanding any provisions of the Company's Memorandum and Articles of Association or any personal interest of any of the Company's directors, the Company's directors and/or secretary be and are hereby authorised and directed to execute, deliver and perform the obligations set out in the Documents and give or execute any or all notices, communications or other documents on behalf of the Company pursuant to or in connection with each of the Documents for the Company (in such manner and subject to such changes as the Company's directors, in their absolute discretion, think fit (such opinion being evidenced by the execution of such Documents))

Signed on behalf of  
INHOCO 3236 LIMITED

By

Date

6 August

2007



WE HEREBY CERTIFY THAT THIS IS  
A TRUE COPY OF THE ORIGINAL

Addleshaw Goddard LLP  
DATE 29/08/07  
ADDLESHAW GODDARD LLP

## Appendix

### The Documents

- 1 a supplemental agreement (**Supplemental Agreement**) to be made between the same parties to the Facilities Agreement pursuant to which the Facilities Agreement would be amended and restated upon the terms and in the form attached thereto (**Amended and Restated Facilities Agreement**), *inter alia* to provide an additional capital expenditure facility in the amount of £46,000,000 (or its equivalent in euros) for the purpose of financing the acquisition and build out of the Sites (as defined in the Amended and Restated Facilities Agreement)
- 2 an amendment and restatement deed (**Intercreditor Amendment and Restatement Deed**) to be made between the Company, Barclays Bank Plc as Agent and Security Agent, the Original Senior Lenders, the Original Ancillary Lender, the Original Hedging Counterparty, the Investors and the Original Obligors, Intra-Group Creditors and Intra-Group Debtors (each as defined therein) pursuant to which the Intercreditor Deed (as defined in the Amended and Restated Facilities Agreement) would be amended and restated upon the terms and in the form attached thereto