

Company No. 1332249

## TUNSTALL TELECOM LIMITED

### COPY WRITTEN RESOLUTION

(Pursuant to Section 381A of the Companies Act 1985)

PURSUANT TO Section 381A of the Companies Act 1985 the following resolutions were passed in writing as Special Resolutions on 9 September 1998

### SPECIAL RESOLUTIONS

1. That the memorandum of association of the Company be altered by adding the following new sub-clause (3)(13) immediately following the existing sub-clause (3)(12) and re-numbering the existing sub-clauses of clause 3 accordingly:

"(13) To give such financial assistance, directly or indirectly, for the purpose of the acquisition of shares in the Company or the Company's holding company or for the purpose of reducing or discharging any liability incurred by any person for the purpose of the acquisition of shares in the Company or the Company's holding company as may be lawful."

2. That, subject to the compliance with sections 155-158 of the Companies Act 1985, the terms of the arrangements contemplated by, and the execution, delivery and performance by:

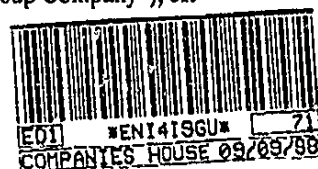
2.1 the Company of:

2.1.1 a funding agreement between the Company, the Group Companies (as defined below) and TEDCO PLC (the "Funding Agreement");

2.1.2 a deed increasing guaranteed liabilities under the Guarantee and Debenture dated 18 May 1998 between the Company and National Westminster Bank Plc (as security trustee) (the "Deed Increasing Guaranteed Liabilities"; and

2.1.3 a set-off agreement between the Company and the Group Companies and National Westminster Bank plc (the "Set-Off Agreement").

- 2.2 Each of Tunstall Group Limited, Tunstall Electronics Ltd, Mion Electronics Ltd, Tunstall Lifeline Ltd, Tunstall Central Services Ltd, Tunstall International Ltd, Whitley Marketing Services Ltd and Tunstall Vitalcall Ltd being a Group Company (the "Group Companies" and each a "Group Company"), of:



2.2.1 the Funding Agreement between the Company, the Group Companies and TEDCO PLC;

2.2.2 a Deed Increasing Guaranteed Liabilities between the Group Company and National Westminster Bank Plc; and

2.2.3 the Set-Off Agreement;

be and are hereby approved.

The Funding Agreement, the Deeds Increasing Guaranteed Liabilities, the Set-Off Agreement (as proposed to be executed by each Group Company) are hereinafter referred to as the "Group Company Documents". The Funding Agreement, the Deeds Increasing Guaranteed Liabilities, the Set-Off Agreement and the Letter of Support (as proposed to be executed by the Company) are hereinafter referred to as the "Documents".

3. That the execution, delivery and performance by the Company of, and the subsequent exercise of rights under, the Documents together with the payment by Tunstall Group Limited of certain legal costs (the "Legal Costs") incurred in connection with the preparation of certain documents (as set out in the Subscription and Shareholders' Agreement) is in the best interests of the Company and the execution, delivery and performance by the Group Companies of and the subsequent exercise of rights under the Group Company Documents, is in the best interests of the Group Companies and the Company.
4. That the giving of financial assistance by the Company by the execution of, and the subsequent exercise of rights under, the Documents be and is hereby approved.
5. That the giving of financial assistance by the Group Companies by the execution of, and the subsequent exercise of rights under, the Group Company Documents be and is hereby approved.
6. That approval for the Company to enter into the Documents be and is given notwithstanding that the Company might be held to be giving financial assistance for the purposes of sections 151 and 152 of the Companies Act 1985.
7. That approval for the Group Companies to enter into the Group Company Documents be and is given, notwithstanding that the Group Companies might be held to be giving financial assistance for the purposes of sections 151 and 152 of the Companies Act 1985.

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Chairman of the meeting *S.L.*

*[Signature]*  
Secretary

Presented by:

Dibb Lupton Alsop  
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