

Written Resolution of Members in Lieu of Meeting
Pursuant to Companies Act 1985, s.381A

Company Number 1500669
The Companies Acts 1985 to 1989
Private Company Limited by Shares

WRITTEN RESOLUTIONS of NOKIA (UK) LIMITED

Dated this....6th.....day June.....1991

We, the undersigned, being all the members of the Company who, at the date of these resolutions, would be entitled to attend and vote at general meetings of the company HEREBY PASS the following RESOLUTIONS numbered 1 and 2 as ORDINARY RESOLUTIONS and agree that the said resolutions shall, for all purposes be as valid and effective as if the same had been passed by us all at a general meeting of the company duly convened and held:

As ORDINARY RESOLUTIONS

1. That the share capital of the company be increased from £10,000,000 to £50,000,000 by the creation of 40,000,000 new shares of £1 each ranking in all respects pari passu with the existing shares of £1 each in the capital of the company.
2. That the Directors be and they are hereby generally and unconditionally authorised pursuant to Section 80 of the Companies Act 1985 to exercise any power of the Company to allot and grant rights to subscribe for or to convert securities into shares of the Company up to maximum nominal amount equal to the nominal amount of the authorised but unissued share capital at the date of the passing of this resolution.

The authority hereby given shall be for an indefinite period.

for and on behalf of
Oy Nokia Ab

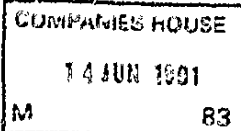
for and on behalf of
Clyde Nominees Limited

.....
DIRECTOR

.....
DIRECTOR

.....
DATE

.....
DATE



RECORD OF WRITTEN RESOLUTIONS OF NOKIA (UK) LIMITED

The resolutions set out on the attached copy document were passed as written resolutions pursuant to Clause 53 of Table A (1985) which is included in the articles of association. The date of the resolutions, being the date of the last signature, was the 6th day of June 1991.

A copy of the proposed resolutions having been delivered to the auditors of the company on the 5th day of June 1991, the resolutions became effective on the 6th day of June 1991, pursuant to s 381B of the Companies Act 1985, when the company received notice from its auditors that the resolutions did not concern them as auditors.

The signatures to the written resolution were of the persons set out below being all those members who at the date of the resolutions were entitled to attend and vote at a general meeting.

Accordingly the resolutions have effect and pursuant to s 381A(5) of the Act are deemed to have been passed on 6th June 1991.

Signed:.....*R.J. Thompson*.....Secretary
(R.J. THOMPSON)

Date.....11/6/91.....

SIGNATORIES

for and on behalf of
Oy Nokia Ab

.....
OLLI-PEKKA KALLASVUO

.....
TINA TAIVALOJA

for and on behalf of
Clyde Nominees Limited

.....
PATRICK HEFFERNAN

