

Company Number 1743099

**WRITTEN RESOLUTION**

**OF**

**O2 (UK) LIMITED**

(the "Company")

WEDNESDAY



A16 \*A5WQ8X6C\* 198  
13/02/2008  
COMPANIES HOUSE

WE, the undersigned, being all the members of the Company who at the date of this resolution would be entitled to attend and vote at a General Meeting of the Company, **AGREE** that pursuant to and in accordance with Article 5 of the Company's Articles of Association the following resolution shall have effect as if passed by the Company in general meeting and accordingly **WE RESOLVE:**

**SPECIAL RESOLUTIONS**

**THAT**, the Articles of Association be amended by the insertion of the following new Article 14

**"DELEGATION OF DIRECTORS' POWERS**

- 14 Regulation 72 of Table A (delegation of directors' powers) shall apply as if the words "and other people" is included at the end of the sentence "The directors may delegate their powers to any committee consisting of one or more directors" Regulations 83, 92 and 98 of Table A shall be amended accordingly "

**THAT** the remaining articles be renumbered accordingly

**AND THAT** a copy of the amended Articles of Association be filed with the Registrar of Companies

Dated 11 February 2008

For and on behalf of O2 Cedar Limited

For and on behalf of O2 Networks Limited