



Written Resolution

of

MARCONI COMMUNICATIONS INTERNATIONAL HOLDINGS LIMITED

(the "Company")

Company number: 02204070

(passed on 19th March 2003)

We, being all the members of the Company who at the date of these resolutions are entitled to attend and vote at a general meeting of the Company, RESOLVE in accordance with section 381A of the Companies Act 1985 to pass the following written resolution.

SPECIAL RESOLUTIONS

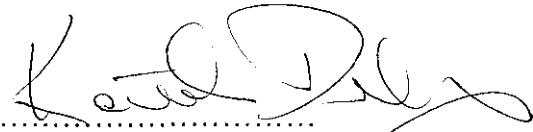
That:

- (i) the participation by the Company in a security package as part of the restructuring of Marconi plc ("Plc") and Marconi Corporation plc ("Corp");
- (ii) Senior Note Guarantee between the parties listed therein as Guarantors, The Law Debenture Trust Corporation Plc as security trustee, Law Debenture Trust Company of New York as note trustee and each noteholder;
- (iii) Junior Note Guarantee between the parties listed therein as Guarantors, The Law Debenture Trust Corporation Plc as security trustee, JPMorgan Chase Bank as note trustee and each noteholder;
- (iv) Composite Guarantee between the parties listed therein as Guarantors and The Law Debenture Trust Corporation Plc as security trustee;
- (v) Composite Debenture between the parties listed therein as English Guarantors and The Law Debenture Trust Corporation Plc as security trustee;
- (vi) Quota Pledge Agreement between the Company and The Law Debenture Trust Corporation Plc as security trustee;
- (vii) Share Pledge Agreement for the Creation of Pledge over Shares between the Company and The Law Debenture Trust Corporation Plc as security trustee;
- (viii) Share Charge between the Company and The Law Debenture Trust Corporation Plc as security trustee; and
- (ix) Security Trust and Intercreditor Deed between, amongst others, Corp as issuer, the parties listed therein as Guarantors, The Law Debenture Trust Corporation Plc as security trustee, Law Debenture Trust Company of New

York as senior note trustee, and The Law Debenture Trustees Limited as escrow agent, JPMorgan Chase Bank as junior note trustee, HSBC Bank plc as new bonding facility agent and The Bank of New York as depository, principal paying agent and registrar and certain intra-group creditors,

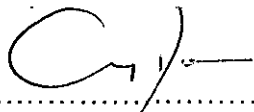
be and are hereby approved and the Directors of the Company are authorised to give effect to such documents and the transactions contemplated thereby.

Signed by



For Marconi Communications International Investments Limited

Signed by



For Marconi Communications Investments Limited