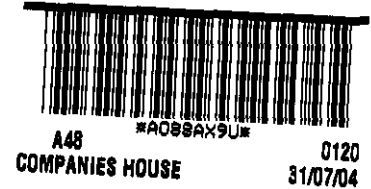


T-MOBILE NO.5 LIMITED
(the "Company")



SHAREHOLDER'S RESOLUTION IN WRITING
(pursuant to section 381A of the Companies Act 1985)

223 6984

We, the undersigned, being the sole member of the Company, resolve as follows:

1. That the authorised share capital of the Company be increased to £260,000,000 by the creation of an additional 50,000,000 ordinary shares of £1 each and 10,000,000 redeemable ordinary shares of £1 each.
2. That the articles of association be amended as follows:
 - (a) by renumbering articles 2(1)(a) and (b) as 2(1)(d) and (e) and inserting the following additional definitions into article 2(1):

"(a) "Ordinary Shares" means the ordinary shares of £1 each in the capital of the Company;"

"(b) "Redemption Date" means any date or time when Redeemable Ordinary Shares are to be redeemed in accordance with these articles;"

"(c) "Redeemable Ordinary Shares" means the redeemable ordinary shares of £1 each in the capital of the Company;"
 - (b) by deleting "£1,562,258" where it appears in article 3(1) and inserting in its place "£61,562,258".
 - (c) by the insertion of new articles 3A, 3B and 4A as follows:

"SPECIAL RIGHTS AND RESTRICTIONS

- 3A. (1) The Ordinary Shares and Redeemable Ordinary Shares shall rank *pari passu* and equally in all respects save as set out in article 3A(2) and save that the Redeemable Ordinary Shares shall be redeemable in accordance with and subject to the terms and conditions of article 3B.
- (2) The Redeemable Ordinary Shares will not carry a right to dividends paid in respect of any period before 17 June 2004."

"REDEMPTION OF REDEEMABLE ORDINARY SHARES

- 3B. (1) Subject to the provisions of the Statutes, the Company shall have the right to redeem all or any of the Redeemable Ordinary Shares for the time being outstanding and fully paid up.

- (2) All of the Redeemable Ordinary Shares shall be redeemed on such date as the directors of the Company shall stipulate.
- (3) If, by reason of the provisions of the Statutes, the Company is unable to redeem in full on the Redemption Date the Redeemable Ordinary Shares falling for redemption on that Redemption Date, the Company shall, on that Redemption Date, redeem as many of the Redeemable Ordinary Shares as can consistently with the Statutes properly be redeemed and shall redeem the balance as soon thereafter as the Statutes shall permit.
- (4) The Redeemable Ordinary Shares to be redeemed in accordance with this article 3B shall be selected as nearly as may be to ensure that the number of Redeemable Ordinary Shares of each relevant holder is reduced, by such redemption, in the same proportion.
- (5) The Company shall give to the holders of the Redeemable Ordinary Shares to be redeemed previous notice in writing of an impending Redemption Date which shall not be less than 14 days prior to the Redemption Date.
- (6) Any notice of an impending Redemption Date shall specify (i) the particular Redeemable Ordinary Shares to be redeemed, (ii) the date fixed for redemption (or, if not then known, the expected date for redemption), and (iii) the place at which the certificates for such Redeemable Ordinary Shares are to be presented for redemption.
- (7) Upon such Redemption Date, each of the holders of the Redeemable Ordinary Shares to be redeemed shall be bound to deliver to the Company (at the place specified in such notice of redemption) the certificate for the Redeemable Ordinary Shares to be redeemed which are held by him in order that the same may be cancelled, or shall deliver an indemnity (in a form reasonably satisfactory to the board of directors) in respect of any lost certificate. Upon such delivery, the Company shall pay to each relevant holder (or in case of joint holders of any Redeemable Ordinary Shares to be redeemed, to the holder whose name stands first in the register of members of the Company) the amount due to him in respect of such redemption against the delivery of a proper receipt for the redemption moneys payable in respect thereof. If any certificate so delivered to the Company includes any Redeemable Ordinary Shares not falling to be redeemed on that Redemption Date, a fresh certificate for such Redeemable Ordinary Shares shall be issued to the relevant holder (or, as the case may be, holders) as soon as practicable after such certificate has been delivered to the Company and, in any event, within 14 days of such

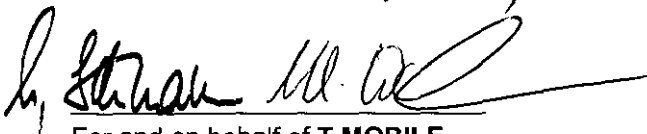
delivery.

- (8) There shall be paid on the redemption of each Redeemable Ordinary Share an amount equal to the issue price thereof including any premium."

"VARIATION OF RIGHTS

- 4A. (1) Whenever the capital of the Company is divided into different classes of shares, all or any of the rights for the time being attached to any class of shares in issue may from time to time (whether or not the Company is being wound up) be varied with the consent in writing of the holders of three-fourths in nominal value of the issued shares of that class or with the sanction of an extraordinary resolution passed at a separate general meeting of the holders of those shares.
- (2) All the provisions of these articles relating to general meetings of the Company or to the proceedings at general meetings shall apply, *mutatis mutandis*, to every such separate general meeting, except that:
- (a) the necessary quorum at any such meeting (other than an adjourned meeting) shall be two persons holding or representing by proxy at least one-third in nominal value of the issued shares of the class;
 - (b) at an adjourned meeting the necessary quorum shall be one person holding shares of the class or his proxy;
 - (c) every holder of shares of the class shall, on a poll, have one vote in respect of every share of the class held by him; and
 - (d) a poll may be demanded by any one holder of shares of the class whether present in person or by proxy.
- (3) Unless otherwise expressly provided by the terms of their issue, the rights attached to any class of shares shall not be deemed to be varied or abrogated by the creation or issue of further shares ranking *pari passu* with them."

DATED this 29th day of July 2004



For and on behalf of T-MOBILE
HOLDINGS LIMITED

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