

30 - 03 - 98

Number of Company : 02536498

THE COMPANIES ACT 1985
COMPANY LIMITED BY SHARES

ORDINARY RESOLUTION

of

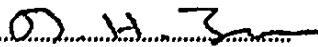
NGG TELECOMS LIMITED
 (Passed on 11 March 1998)

At an Extraordinary General Meeting of the Company held on 11 March 1998, the following Resolution was duly passed as an Ordinary Resolution of the Company:

ORDINARY RESOLUTION

THAT:

- (i) the authorised share capital of the Company be and is hereby increased from £100 to £250,000,000 by the creation of 249,999,900 ordinary shares of £1 each, such shares having the rights and being subject to the restrictions set out in the Articles of Association of the Company;
- (ii) the Directors be and they are hereby generally and unconditionally authorised in accordance with Section 80 of the Companies Act 1985 to exercise all the powers of the Company to allot relevant securities in the capital of the Company provided that:
 - (a) the maximum aggregate nominal amount of relevant securities that may be allotted under this authority shall be £250,000,000;
 - (b) the date on which this authority shall expire shall (unless previously revoked, varied or renewed) be 31 December 2002;
 - (c) for the purpose of this paragraph of this resolution words and expressions defined in the said Section 80 shall bear the same meaning herein.



 Chairman

