

PRIVATE COMPANY LIMITED BY SHARES

COPY WRITTEN RESOLUTIONS

of

NGG TELECOMS LIMITED (the "Company")

(Registered in England and Wales under company number 02536498)

Circulation Date: 12 November 2014

THURSDAY



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COMPANIES HOUSE

The following written resolutions were passed as special resolutions, on 12 November 2014 by the requisite majority of eligible members in accordance with Chapter 2 of Part 13 of the Companies Act 2006.

SPECIAL RESOLUTIONS:

- (4) That the sum of £600,000 being part of the reserves of the Company be and is hereby capitalised and appropriated to the Eligible Member in accordance with a direction letter dated 12 November 2014 and that the Directors be and are hereby authorised to apply such sum in paying up in full 600,000 ordinary shares of £1 each in the capital of the Company and to allot and issue such new shares, credited as fully paid up, in accordance with a direction letter dated 12 November 2014
- (5) That the 217,410,197 ordinary shares of £1 each in the issued share capital of the Company be consolidated into 100 ordinary shares of £2,174,101.97 each.
- (6) That subject to the passing of resolutions 4 and 5 above, and further to the Directors of the Company having on 12 November 2014 made a solvency statement in accordance with section 643 of the Act, to repay the share capital in excess of the Company's needs, the issued share capital of the Company be reduced by reducing the nominal value of the 100 issued ordinary shares of £2,174,101.97 each in the capital of the Company to £0.01 each and reducing the aggregate share premium from £205,050,025 to £Nil (the "Capital Reduction").
- (7) That the proceeds from the Capital Reduction be treated as a creation of distributable reserves of the Company.
- (8) That the Directors of the Company be and are authorised to take all steps necessary or desirable to implement such Capital Reduction

already attached

[Signature]

Name
Director/Company Secretary