

Company No: 2604354

O2 LIMITED

The Companies Acts 1985 and 1989

Written Resolution of the Members

Pursuant to the authority granted to us by the Articles of Association and the Companies Act 1985, we, being the sole shareholder of the Company for the time being, hereby in writing

RESOLVE THAT:

Elective Resolutions

Pursuant to Section 366A of the Companies Act 1985 (as amended), the Company hereby elects to dispense with the holding of Annual General Meetings in 2002 and subsequent years.

The Company elects to dispense with the obligation to appoint auditors annually pursuant to Section 386 of the Companies Act 1985 (as amended) and to authorise the directors to fix their remuneration from time to time as they should think fit.

Pursuant to Section 252 of the Companies Act 1985 (as amended), the Company hereby elects to dispense with the laying of accounts and reports before the Company in general meeting.

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For and on behalf of mmO2 plc

..4/2/02.....
Date

