

Company Number: 2604354

BT Wireless Limited

('the Company')

The Companies Act 1985

A Company Limited By Shares

SPECIAL RESOLUTION

Passed: 27 April 2001

In accordance with s380, at an EXTRAORDINARY GENERAL MEETING of the Company, held at 81 Newgate Street, London EC1A 7AJ the following **SPECIAL RESOLUTION** was approved by unanimously by all the shareholders entitled to attend and vote :-

ARTICLES OF ASSOCIATION

"It was **RESOLVED THAT** the draft Articles of Association accompanying this Notice, which, for the purpose of identification has been signed by the Chairman of the Board of Directors, are **APPROVED** and **ADOPTED** as the Company's Articles of Association in place of and in substitution for the existing Articles of Association."


.....
Mr S J Prior
Chairman

27 April 2001
.....
Date


Company Number : 2604354

THE COMPANIES ACT 1985
COMPANY LIMITED BY SHARES
ARTICLES of ASSOCIATION
of
BT WIRELESS LIMITED



PRELIMINARY

1. No Articles or similar regulations set out in any statute, or contained in any instrument made under any statute, concerning companies shall apply to the Company, but the following shall be the Articles of Association of the Company.

2. In these Articles the following expressions shall have the meanings set out below :-

- Act** the Companies Act 1985 including any statutory modification or re-enactment for the time being in force
- Articles** these Articles as originally framed or as from time to time altered
- clear days** in relation to the period of a notice, that period excluding the day when the notice is given or deemed to be given and the date for which it is given or on which it is to take effect
- executed** includes any mode of execution
- office** the registered office of the Company
- the holder** in relation to shares, the member whose name is entered in the register of members as the holder of the shares
- the seal** the common seal of the Company
- Secretary** the secretary of the Company or any other person appointed to perform the duties of the secretary of the Company, including a joint, assistant or deputy secretary

**the United
Kingdom** Great Britain and Northern Ireland.

Unless the context otherwise requires, words or expressions contained in these Articles bear the same meaning as in the Act, excluding any statutory modification not in force when these Articles become binding on the Company.

SHARE CAPITAL

3. Subject to the provisions of the Act and without prejudice to any rights attached to any existing shares, any share may be issued with such rights or restrictions as the Company may by Ordinary Resolution determine.
4. Subject to the provisions of the Act, shares may be issued which are to be redeemed or are to be liable to be redeemed at the option of the Company or the holder on such terms and in such manner as may be provided by the Articles.
5. Except as required by law, no person shall be recognised by the Company as holding any share upon any trust and (except as otherwise provided by the Articles or by law) the Company shall not be bound by or recognise any interest in any share except an absolute right to the entirety of the share in the holder.

ALLOTMENT OF SHARES

6. (a) After the initial allotment, any shares proposed to be issued shall be first offered to the members on such terms and conditions as may be specified by the Directors, which terms may take into account any direction from a member that shares are to be offered to another member instead of to the member giving such direction. The Directors shall not be obliged to offer shares first to the members if the members direct otherwise. Any shares not accepted under such offer as stated above and any shares released from the provisions of this Article by the members shall be under the control of the Directors, who may allot, grant options over or otherwise dispose of them to such persons, on such terms and in such manner as they think fit, provided that such shares shall not be disposed of on terms which are more favourable to the subscribers of such shares than the terms on which they were offered to the members.
- (b) Subject to the provisions of this Article, for the purposes of Section 80 of the Act, the unissued shares of the Company (whether forming part of the original or any increased capital) shall for a period of five years from the adoption of these Articles or as authorised by the Company in general meeting (whether by the passing of an elective resolution in accordance with the Act or otherwise) be at the disposal of the Directors, who may offer, allot, grant options over or otherwise dispose of them to such persons, at such times, for such consideration and upon such terms and conditions as the Directors may determine, save that no shares shall be issued at a discount. In accordance

with Section 91(1) of the Act, Sections 89(1) and 90(1) to (6) inclusive of the Act shall not apply.

SHARE CERTIFICATES

7. Every member, upon becoming the holder of any shares, shall be entitled without payment to one certificate for all the shares of each class held by him (and, upon transferring a part of his holding of shares of any class, to a certificate for the balance of such holding) or several certificates each for one or more of his shares upon payment for every certificate after the first of such reasonable sum as the Directors may determine. Every certificate shall be sealed with the seal and shall specify the number, class and distinguishing numbers (if any) of the shares to which it relates and the amount or respective amounts paid up on them.

8. If a share certificate is defaced, worn-out, lost or destroyed, it may be renewed on such terms (if any) as to evidence and indemnity and payment of the expenses reasonably incurred by the Company in investigating evidence as the Directors may determine but otherwise free of charge, and (in the case of defacement or wearing-out) on delivery up of the old certificate.

TRANSFER OF SHARES

9. The instrument of transfer of a share may be in any usual form or in any other form which the Directors may approve and shall be executed by or on behalf of the transferor and, unless the share is fully paid, by or on behalf of the transferee.

10. If any holding company shall deliver to the Company a notice in writing purporting to be signed by a Director or the Secretary, Assistant or Deputy Secretary of the holding company stating that any share in the Company is held by the registered holder of that share as the nominee of the holding company and naming some other person as having been authorised by the holding company to sign transfers in place of the holder, the Directors shall be entitled and bound to give effect to any instrument of transfer of that share signed by the person so named as transferor in all respects as if the instrument were signed by the registered holder of the share.

ALTERATION OF SHARE CAPITAL

11. The Company may by ordinary resolution :-

- (a) increase its share capital by new shares of such amount as the resolution prescribed;
- (b) consolidate and divide all or any of its share capital into shares of larger amount than its existing shares;

(c) subject to the provisions of the Act, sub-divide its shares, or any of them, into shares of smaller amount and the resolution may determine that, as between the shares resulting from the sub-division, any of them may have any preference or advantage as compared with the others; and

(d) cancel shares which, at the date of the passing of the resolution, have not been taken or agreed to be taken by any person and diminish the amount of its share capital by the amount of the shares so cancelled.

12. Unless and until otherwise determined by the Company in general meeting, whenever as a result of a consolidation of shares any members would become entitled to fractions of a share, the Directors may, on behalf of those members, sell the shares representing the fractions for the best price reasonably obtainable to any person (including, subject to the provisions of the Act, the Company) and distribute the net proceeds of sale in due proportion among those members, and the Directors may authorise some person to execute an instrument of transfer of the shares to, or in accordance with the direction of, the purchaser. The transferee shall not be bound to see to the application of the purchase money nor shall his title to the shares be affected by any irregularity in or invalidity of the proceedings in reference to the sale.

13. Subject to the provisions of the Act, the Company may by Special Resolution reduce its share capital, any capital redemption reserve and any share premium account in any way.

PURCHASE OF OWN SHARES

14. Subject to the provisions of the Act, the Company may purchase its own shares (including any redeemable shares) and make a payment in respect of the redemption or purchase of its own shares otherwise than out of distributable profits of the Company or the proceeds of a fresh issue of shares.

GENERAL MEETINGS

15. All general meetings other than annual general meetings shall be called extraordinary general meetings.

16. The Directors may call general meetings. If there are not sufficient Directors within the United Kingdom to call a general meeting, any Director or any member of the Company may call a general meeting.

NOTICE OF GENERAL MEETINGS

17. An annual general meeting and an extraordinary general meeting called for the passing of a Special Resolution shall be called by at least 21 clear days' notice. All

other extraordinary general meetings shall be called by at least 14 clear days' notice but a general meeting may be called by shorter notice if it is so agreed:-

- (a) in the case of an annual general meeting, by every member entitled to attend and vote at the meeting; and
- (b) in the case of any other meeting by a majority in number of the members having a right to attend and vote being a majority together holding not less than 95 per cent in nominal value of the shares giving that right. Subject to the passing of an appropriate elective resolution in accordance with the Act, the percentage in the previous sentence shall be reduced to 90 per cent.

The notice shall specify the time and place of the meeting, the general nature of the business to be transacted and, in the case of an annual general meeting, shall specify the meeting as such. Subject to the provisions of the Articles and to any restrictions imposed on any shares, the notice shall be given to every member, to the Directors and to the auditors (if any).

18. The accidental omission to give notice of a meeting to, or the non-receipt of notice of a meeting by, any person entitled to receive notice shall not invalidate the proceedings at that meeting.

PROCEEDINGS AT GENERAL MEETINGS

19. No business shall be transacted at any meetings unless a quorum is present. One person entitled to vote upon the business to be transacted, being a member or a proxy for a member or a duly authorised representative of a corporation, shall be a quorum.

20. A Director shall, even if he is not a member, be entitled to attend and speak at any general meeting and at any separate meeting of the holders of any class of shares in the Company.

21. The members present may appoint a Director (who need not be a member of the Company) or any one of their number to chair the meeting. The chairman may, with the consent of a meeting at which a quorum is present (and shall if so directed by the meeting), adjourn the meeting from time to time and from place to place, but no business shall be transacted at an adjourned meeting other than business which might properly have been transacted at the meeting had the adjournment not taken place. When a meeting is adjourned it shall not be necessary to give notice of the time and place of the adjourned meeting nor the general nature of the business to be transacted.

22. A resolution put to the vote of a meeting shall be decided on a show of hands unless before, or on the declaration of the result of, the show of hands a poll is duly demanded. Subject to the provisions of the Act, a poll may be demanded by :-

(a) the chairman; or

(b) any member having the right to vote at the meeting.

The demand by a person as proxy for a member shall be the same as a demand by the member.

23. Unless a poll is duly demanded a declaration by the chairman that a resolution has been carried or carried unanimously, or by a particular majority, or lost, or not carried by a particular majority and an entry to that effect in the minutes of the meeting shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against the resolution.

24. The demand for a poll may, before the poll is taken, be withdrawn but only with the consent of the chairman. A demand so withdrawn shall not be taken to have invalidated the result of a show of hands declared before the demand was made.

25. A poll shall be taken as the chairman directs and he may appoint scrutineers (who need not be members) and fix a time and place for declaring the result of the poll. The result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.

26. In the case of an equality of votes, whether on a show of hands or on a poll, the chairman shall be entitled to a casting vote in addition to any other vote he may have.

27. A poll demanded on the election of a chairman or on a question of adjournment shall be taken forthwith. A poll demanded on any other question shall be taken either forthwith or at such time and place as the chairman directs not being more than 30 days after the poll is demanded. The demand for a poll shall not prevent the continuance of a meeting for the transaction of any business other than the question on which the poll was demanded. If a poll is demanded before the declaration of the result of a show of hands and the demand is duly withdrawn, the meeting shall continue as if the demand had not been made.

28. No notice need be given of a poll not taken forthwith if the time and place at which it is to be taken are announced at the meeting at which it is demanded. In any other case at least seven clear days' notice shall be given specifying the time and place at which the poll is to be taken.

29. A resolution in writing, executed by or on behalf of each member who would have been entitled to vote upon it if it had been proposed at a general meeting at which he was present, shall be as effective as if it had been passed at a general meeting duly convened and held. It may consist of several instruments in the like form each executed by or on behalf of one or more members, and may be in any form, including facsimile transmission.

30. Any member or Director may participate in a properly convened general meeting by means of a videoconference or any communications equipment which allows all persons participating in the meeting to see, hear and speak to each other. A person so participating shall be deemed to be present in person at the meeting and shall be entitled to vote and be counted in the quorum. For the purposes of all other provisions of these Articles (unless the context requires otherwise) the members shall be deemed to be meeting in one place, which shall be the place specified in the notice of meeting, and, if more than one place is specified in the notice (which shall be permitted), it shall be the place specified in the notice at which the chairman presides.

VOTES OF MEMBERS

31. Subject to any rights or restrictions attached to any shares, on a show of hands every member who (being an individual) is present in person or (being a corporation) is present by a duly authorised representative, not being himself a member entitled to vote, shall have one vote. On a poll every member shall have one vote for every share of which he is the holder.

32. No objection shall be raised to the qualification of any voter except at the meeting or adjourned meeting at which the vote objected to is tendered. Every vote not disallowed at the meeting shall be valid. Any objection made in due time shall be referred to the chairman whose decision shall be final and conclusive.

33. On a poll, votes may be given either personally or by proxy. A member may appoint more than one proxy to attend on the same occasion.

34. An instrument appointing a proxy shall be in writing, executed by or on behalf of the appointor and shall be in any usual or common form, or any other form which the Directors may approve (the "Proxy Form").

The Proxy Form may be deposited at the office or at such other place within the United Kingdom as is specified in the notice convening the meeting, addressed to the person or officer specified in the notice, or may be delivered to the chairman of the Directors, Secretary, or any Director at:

- (a) the meeting itself;
- (b) any adjourned meeting; or
- (c) the time or place of any poll.

Such delivery may be made by post, by hand, or by facsimile transmission.

35. A vote given or poll demanded by proxy or by the duly authorised representative of a corporation shall be valid despite any previous limitation or determination of the authority of the person voting or demanding a poll unless notice

of the limitation or determination was received by the Company at the office or at such other place at which the instrument of proxy was duly deposited before the commencement of the meeting or adjourned meeting at which the vote is given or the poll demanded or (in the case of a poll taken otherwise than on the same day as the meeting or adjourned meeting) the time appointed for taking the poll.

NUMBER OF DIRECTORS

36. The number of the Directors shall be determined by Ordinary Resolution of the Company but unless and until so fixed there shall be no maximum number of Directors and the minimum number of Directors shall be two. In the event of the minimum number of Directors being one, a sole Director shall have authority to exercise all the powers and discretions by these Articles expressed to be vested in the Directors generally and Articles 56 and 57 shall be modified accordingly.

ALTERNATE DIRECTORS

37. (a) Any Director (other than an alternate Director) may by notice to the Company, signed by the Director, appoint any other Director, or any other person willing to act, to be his alternate Director, either for a particular meeting or until removed, or remove from office his alternate Director.

(b) A Director or any other person may act as alternate Director to represent more than one Director. An alternate Director shall be entitled at meetings of Directors or any committee of the Directors to vote for every Director whom he represents in addition to his own vote (if any) as a Director but he shall count as only one for the purpose of determining whether a quorum is present.

38. An alternate Director shall be entitled to receive notice of all meetings of Directors and of all meetings of committees of Directors of which his appointor is a member, to attend and vote at any such meeting at which the Director appointing him is not personally present, and generally to perform all the functions of his appointor as a Director in his absence, but shall not be entitled to receive any remuneration from the Company for services as an alternate Director. It shall not be necessary to give notice of such a meeting to an alternate Director who is absent from the United Kingdom.

39. An alternate Director shall cease to be an alternate Director if his appointor ceases to be a Director.

40. Save as otherwise provided in the Articles, an alternate Director shall be deemed for all purposes to be a Director and shall alone be responsible for his own acts and defaults. He shall not be deemed to be the agent of the Director appointing him.

POWERS OF DIRECTORS

41. Subject to the provisions of the Act, the Memorandum and the Articles and to any directions given by Special Resolution, the business of the Company shall be managed by the Directors who may exercise all the powers of the Company. No alteration of the Memorandum or Articles and no such direction shall invalidate any prior act of the Directors which would have been valid if that alteration had not been made or that direction had not been given. The powers given by this Article shall not be limited by any special power given to the Directors by the Articles and a meeting of Directors at which a quorum is present may exercise all powers exercisable by the Directors.

42. The Directors may, by power of attorney or otherwise, appoint any person to be the agent of the Company for such purposes and on such conditions as they determine, including authority for the agent to delegate all or any of his powers.

43. A resolution in writing signed by all the Directors for the time being in the United Kingdom shall be as effective as a resolution duly passed at a meeting of the Directors or (as the case may be) a committee of Directors. It may consist of several documents in the like form, each signed by one or more Directors and may be in any form, including facsimile transmission. A resolution signed by an alternate Director need not also be signed by his appointor and, if it is signed by a Director who has appointed an alternate Director, it need not be signed by the alternate Director in that capacity.

DELEGATION OF DIRECTORS' POWERS

44. (a) The Directors may delegate any of their powers or discretions to any committee consisting of one or more Directors or other person(s). They may also delegate to any managing Director, or any Director holding any other executive office, such of their powers and/or discretions as they consider desirable to be exercised by him.

(b) As far as any such power or discretion is delegated to a committee, any reference to these Articles to the exercise by the Directors of the power or discretion so delegated shall be read and construed as if it were a reference to the exercise by such committee. Any such delegation may include authority to sub-delegate all or any of the powers or discretions delegated.

(c) Any such delegation may be made subject to any conditions the Directors may impose, and either collaterally with or to the exclusion of their own powers and may be revoked or altered. Any such conditions may provide for the co-option to the committee or sub-committee of persons other than Directors and for such co-opted members to have voting rights as members of the committee or sub-committee. Subject to any such conditions, the proceedings of a committee with two or more members shall be governed by the Articles regulating the proceedings of Directors so far as they are capable of applying.

APPOINTMENT OF DIRECTORS

45. A holding company shall have power from time to time and at any time to appoint any person or persons as a Director or Directors, either as an addition to the existing Directors or to fill any vacancy, and to remove from office any Director so appointed. Any such appointment or removal shall be effected by an instrument in writing signed by one of the Directors or the Secretary of the said holding company or any other person duly authorised to sign on its behalf.

46. Subject to the preceding Article, the Company may by Ordinary Resolution appoint a person who is willing to act to be a Director either to fill a vacancy or as an additional Director.

47. The Directors may appoint a person who is willing to act to be a Director, either to fill a vacancy or as an additional Director, provided that the appointment does not cause the number of Directors to exceed any number fixed in accordance with the Articles as the maximum number of Directors.

DISQUALIFICATION AND REMOVAL OF DIRECTORS

48. The office of a Director shall be vacated if the Director:

- (a) ceases to be a director by virtue of any provision of the Act or he becomes prohibited by law from being a Director;
- (b) becomes bankrupt or makes any arrangement or composition with his creditors generally;
- (c) is, or may be, suffering from mental disorder and either:-
 - i) he is admitted to hospital as the result of an application for admission for treatment under the Mental Health Act 1983 or, in Scotland, an application for admission under the Mental Health (Scotland) Act 1960, or
 - ii) an order is made by a court having jurisdiction (whether in the United Kingdom or elsewhere) in matters concerning mental disorder for his detention or for the appointment of a receiver, curator bonis or other person to exercise powers with respect to his property or affairs; or
- (d) resigns his office by notice to the Company; or
- (e) is removed from office in accordance with Article 45.

No Director shall vacate his office or be ineligible for re-election nor shall any person be ineligible for appointment as a Director by reason only of his attaining or having attained any particular age.

REMUNERATION OF THE DIRECTORS

49. The Directors shall be entitled to such remuneration as the Company may by Ordinary Resolution determine and, unless the resolution provides otherwise, the remuneration shall be deemed to accrue from day to day.

DIRECTORS' EXPENSES

50. The Directors may be paid all travelling, hotel, and other expenses properly incurred by them in connection with their attendance at meetings of Directors, committees, sub-committees of Directors, general meetings, or otherwise in connection with the discharge of their duties.

DIRECTORS' APPOINTMENTS AND INTERESTS

51. Subject to the provisions of the Act, the Directors may appoint one or more of their number to the office of managing Director or to any other executive office in the Company and may enter into an agreement or arrangement with any Director for his employment by the Company or for the provision by him of any services outside the scope of the ordinary duties of a Director. Any such appointment, agreement or arrangement may be made upon such terms as the Directors determine and they may remunerate any such Director for his services as they think fit. Any appointment of a Director to an executive office shall terminate if he ceases to be a Director but without prejudice to any claim to damages for breach of the contract of service between the Director and the Company.

52. Subject to the provisions of the Act, and provided that he has disclosed to the Directors the nature and extent of any material interest of his, a Director:

- (a) may be a party to, or otherwise interested in, any transaction or arrangement with the Company or in which the Company is otherwise interested;
- (b) may be a Director or other officer of, or employed by, or a party to any transaction or arrangement with, or otherwise interested in, any body corporate promoted by the Company or in which the Company is otherwise interested; and
- (c) shall not, by reason of his office, be accountable to the Company for any benefit which he derives from any such office or employment or from any such transaction or arrangement or from any interest in any such body corporate and no such transaction or arrangement shall be liable to be avoided on the ground of any such interest or benefit.

53. For the purposes of Article 52:-

- (a) a general notice given to the Directors that a Director is to be regarded as having an interest of the nature and extent specified in the notice in any transaction or arrangement in which a specified person or class of persons is interested shall be deemed to be a disclosure that the Director has an interest in any such transaction of the nature and extent so specified; and
- (b) an interest of which a Director has no knowledge and of which it is unreasonable to expect him to have knowledge shall not be treated as an interest of his.

DIRECTORS' GRATUITIES AND PENSIONS

54. The Directors may provide benefits, whether by the payment of gratuities or pensions or by insurance or otherwise, for any Director who has held but no longer holds any executive office or employment with the Company, with any body corporate which is or has been a subsidiary of the Company, a predecessor in business of the Company or of any such subsidiary. For any member of his family (including a spouse and a former spouse) or any person who is or was dependent on him the Directors may (before as well as after he ceases to hold such office or employment) contribute to any fund and pay premiums for the purchase or provision of any such benefit.

PROCEEDINGS OF DIRECTORS

55. Subject to the provisions of the Articles, the Directors may regulate their proceedings as they think fit. A Director may, and the Secretary at the request of a Director shall, call a meeting of the Directors. It shall not be necessary to give notice of a meeting to a Director who is absent from the United Kingdom. Questions arising at a meeting shall be decided by a majority of votes. In the case of an equality of votes, the chairman shall have a second or casting vote.

56. The quorum for the transaction of the business of the Directors may be fixed by the Company in general meeting. Unless the quorum is fixed at any other number, it shall be two. A person who holds office only as an alternate Director shall, if his appointor is not present, be counted in the quorum.

57. The continuing Directors or a sole continuing Director may act despite any vacancies in their number, but, if the number of Directors is less than the number fixed as the quorum, the continuing Directors or Director may act only for the purpose of filling vacancies or of calling a general meeting.

58. The Directors may appoint one of their number to be the chairman of the board of Directors and may at any time remove him from that office. Unless he is unwilling to do so, the Director so appointed shall preside at every meeting of Directors at which he is present. But if there is no Director holding that office, or if the Director

holding it is unwilling to preside or is not present at the time appointed for the meeting, the Directors present may appoint one of their number to be chairman of the meeting.

59. All acts done by a meeting of Directors, a committee of Directors, or by a person acting as a Director shall, even if it is discovered afterwards that there was a defect in the appointment of any Director or that any of them were disqualified from holding office, or had vacated office, or were not entitled to vote, be as valid as if every such person had been duly appointed and was qualified and had continued to be a Director and had been entitled to vote.

60. Any Director or member of a committee or sub-committee of Directors may participate in a properly convened meeting of the Directors or such committee or sub-committee by means of a conference telephone, videoconference or any communications equipment which allows all persons participating in the meeting to hear and speak to each other. A person so participating shall be deemed to be present in person at the meeting and shall be entitled to vote and be counted in the quorum. Such a meeting shall be deemed to take place where the largest group of those participating is assembled, or if there is no such group, where the chairman of the meeting is present.

61. The Directors may exercise all the powers of the Company to borrow money without limit as to amount and upon such terms and in such manner as they think fit, and to grant any mortgage, charge or security over its undertaking, property and uncalled capital, or any part, and, subject to Section 80 of the Act if applicable, to issue debentures, debenture stock, and other securities whether outright or as security for any debt, liability or obligation of the Company or of any third party.

62. A Director or his alternate Director may vote as a director in regard to any contract or arrangement in which he is interested or upon any matter arising out of such contract or arrangement. If he shall so vote his vote shall be counted and he shall be reckoned in constituting a quorum when any such contract or arrangement is under consideration.

SECRETARY

63. Subject to the provisions of the Act, the Secretary shall be appointed by the Directors for such terms, at such remuneration and upon such conditions as they may think fit. Any Secretary so appointed may be removed by them. The Directors may also appoint from time to time, on such terms as they think fit, some person to act as a temporary Secretary.

MINUTES

64. The Directors shall cause minutes to be made in books kept for the purpose of:-

- (a) all appointments of officers made by the Directors; and

(b) all proceedings at meetings of the Company, of the holders of any class of shares in the Company, and of the Directors, and of committees of Directors, including the names of the Directors present at each such meeting. It shall not be necessary for Directors to sign their names in any book which may be kept for the purpose of recording attendance at meetings.

SEAL

65. (a) The Directors shall provide for the safe custody of the Seal which shall be used only by the authority of the Directors or of a committee authorised by the Directors.

(b) Every instrument to which the Seal shall be affixed shall be signed in any of the following ways by:

(i) one Director and the Secretary;

(ii) two Directors;

(iii) a person duly authorised by the Directors either generally or in relation to specific instruments or instruments of specific descriptions.

DIVIDENDS

66. Subject to the provisions of the Act, the Company may by Ordinary Resolution declare dividends in accordance with the respective rights of the members, but no dividend shall exceed the amount recommended by the Directors.

67. Subject to the provisions of the Act, the Directors may pay dividends (whether interim or final) if it appears to them that they are justified by the profits of the Company and available for distribution. If the share capital is divided into different classes, the Directors may pay dividends on shares which confer deferred or non-preferred rights with regard to dividend as well as on shares which confer preferential rights with regard to dividend, but no dividend shall be paid on shares carrying deferred or non-preferred rights if, at the time of payment, any preferential dividend is in arrears. The Directors may also pay at intervals settled by them any dividend payable at a fixed rate if it appears to them that the profits available for distribution justify the payment. Provided the Directors act in good faith they shall not incur any liability to the holders of shares conferring preferred rights for any loss they may suffer by the lawful payment of a dividend on any shares having deferred or non-preferred rights.

68. Except as otherwise provided by the rights attached to shares, all dividends shall be declared and paid according to the amounts paid up on the shares on which the dividend is paid. All dividends shall be apportioned and paid proportionately to the amounts paid up on the shares during any portion or portions of the period in

respect of which the dividend is paid; but, if any share is issued on terms providing that it shall rank for dividend as from a particular date, that share shall rank for dividend accordingly.

69. A meeting of the Directors declaring a dividend may direct that it shall be satisfied wholly or partly by the distribution of assets and, where any difficulty arises in regard to the distribution, the Directors may settle the same and in particular may issue fractional certificates and fix the value for distribution of any assets and may determine that cash shall be paid to any member upon the footing of the value so fixed in order to adjust the rights of members and may vest any assets in trustees.

70. Any dividend or other moneys payable in respect of a share may be paid by bank transfer or cheque remitted to the bank account of or to the address of the person entitled. Every bank transfer or cheque shall be made payable to the order of the person or persons entitled or to such other person as the person or persons entitled may in writing direct. Payment by bank transfer or of the cheque shall be a good discharge to the Company.

71. No dividend or other moneys payable in respect of a share shall bear interest against the Company unless otherwise provided by the rights attached to the share.

ACCOUNTS

72. A member shall have the right to inspect any accounting records or other book or document of the Company on request, on reasonable notice.

CAPITALISATION OF PROFITS

73. The Directors may:-

(a) subject to the remainder of this Article, resolve to capitalise any undivided profits of the Company not required for paying any preferential dividend (whether or not they are available for distribution) or any sum standing to the credit of the Company's share premium account or capital redemption reserve;

(b) appropriate the sum resolved to be capitalised to the member(s) who would have been entitled to it if it were distributed by way of dividend and in the same proportions and apply such sum on their behalf either in or towards paying up the amounts, if any, for the time being unpaid on any shares held by them respectively, or in paying up in full unissued shares or debentures of the Company of a nominal amount equal to that sum, and allot the shares or debentures credited as fully paid to those member(s), or as they may direct, in those proportions, or partly in one way and partly in the other: but the share premium account, the capital redemption reserve, and any profits which are not available for distribution may, for the purposes of this regulation, be applied only in paying up unissued shares to be allotted to member(s) credited as fully paid;

(c) make such provision by the issue of fractional certificates or by payment in cash or otherwise as they determine in the case of shares or debentures becoming distributable under this Article in fractions; and

(d) authorise any person to enter on behalf of all the members concerned into an agreement with the Company providing for the allotment to them respectively, credited as fully paid, of any shares or debentures to which they are entitled upon such capitalisation, any agreement made under such authority being binding on all such members.

NOTICES

74. Any notice to be given to or by any person under the Articles shall be in writing except that a notice calling a meeting of the Directors need not be in writing.

75. Any notice or document may be served by the Company on any member, personally, by telex or facsimile transmission, or by leaving it at or sending it through the post in a prepaid letter addressed to such member at his registered address which appears in the register of members or to such other address, if any, as the holder may in writing direct. Where a notice is sent by post, service of the notice shall be deemed to be effected 72 hours after the letter containing the same is posted and if served by telex or facsimile transmission shall be deemed to have been effected the same day as the telex or facsimile transmission was despatched. In proving such service it shall be sufficient to prove that the letter containing the notice or document was, if such notice or document is served by post, properly addressed, stamped and put into the post or that the notice or document, if served by telex or facsimile transmission, was properly addressed and despatched, or if left at the address was so left.

76. A member present, either in person or by proxy, at any meeting of the Company or of the holders of any class of shares in the Company shall be deemed to have received notice of the meeting and, where required, of the purposes for which it was called.

77. Every person who becomes entitled to a share shall be bound by any notice in respect of that share which, before his name is entered in the register of members, has been duly given to a person from whom he derives his title.

WINDING UP

78. If the Company is wound up, the liquidator may, with the sanction of an Extraordinary Resolution of the Company and any other sanction required by the Act, divide among the member(s) in specie the whole or any part of the assets of the Company and may, for that purpose, value any assets and determine how the division shall be carried out as between the member(s) or different classes of members. The liquidator may, with the like sanction, vest the whole or any part of

- the assets in trustees upon such trusts for the benefit of the members as he with the like sanction determines, but no member shall be compelled to accept any assets upon which there is a liability.

INDEMNITY

79. Subject to the provisions of the Act, the Company may from time to time approve or purchase and maintain for any Director, other officer, employee or auditor insurance against any liability. Subject to those provisions, but without prejudice to any indemnity to which the person concerned may otherwise be entitled, every Director, auditor, Secretary, employee or officer of the Company shall be indemnified out of the assets of the Company against all losses or liabilities which he may sustain or incur in or about the execution of the duties of his office or employment, or otherwise in relation to them.

- the assets in trustees upon such trusts for the benefit of the members as he with the like sanction determines, but no member shall be compelled to accept any assets upon which there is a liability.

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79. Subject to the provisions of the Act, the Company may from time to time approve or purchase and maintain for any Director, other officer, employee or auditor insurance against any liability. Subject to those provisions, but without prejudice to any indemnity to which the person concerned may otherwise be entitled, every Director, auditor, Secretary, employee or officer of the Company shall be indemnified out of the assets of the Company against all losses or liabilities which he may sustain or incur in or about the execution of the duties of his office or employment, or otherwise in relation to them.

The Company was incorporated as BT Thirty-Eight Limited, changed its name to Adnox 1 Limited by Special Resolution of 30th April 1992 with effect from 20th May 1992, and changed its name to Cellnet Group Limited by Special Resolution of 30th June 1992 with effect from 7th July 1992 and changed its name to BT Wireless by Special Resolution of 29 March 2001 with effect from 30 March 2001.

Name and Address of the Subscribers**Number of shares taken
by the Subscriber**

BT Holdings Limited
81 Newgate Street, London EC1A 7AJ

One

by a duly authorised officer

..K Duffy.....

BT Nominees Limited
81 Newgate Street, London EC1A 7AJ

One

by a duly authorised officer

P A Ewington

Total Shares Taken

Two

Dated this 12th day of April 1991
Witness to both the above signature

D H Sanger
.....

BT Centre
81 Newgate Street
London EC1A 7AJ