

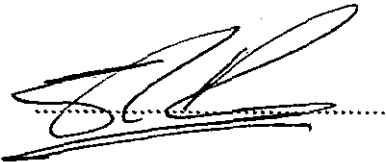
COMPANY NO. 2604354

O2 LIMITED

(the *Company*)


WRITTEN MEMBERS' RESOLUTION

In accordance with section 381A of the Companies Act 1985, WE, being all the members of the Company who at the date of this resolution would be entitled to attend and vote at a general meeting of the Company, AGREE that the following resolution shall have effect as if passed by the Company in general meeting and accordingly WE RESOLVE THAT the authorised share capital of the Company be increased from £10,000,400 to £10,000,500 by the creation of 100 ordinary shares of £1 each (the *Shares*) each having the rights set out in the articles of association of the Company.



Date: 11 September 2001

On behalf of British Telecommunications plc



Date: 11 September 2001

On behalf of British Telecommunications plc
acting as attorney for BT Wireless Investments
Limited

