

THE COMPANIES ACT 2006  
COMPANY LIMITED BY SHARES  
WRITTEN RESOLUTIONS

OF

**O2 MOBILES LIMITED** (the "Company")

PURSUANT TO SECTION 288 OF THE COMPANIES ACT 2006

The following special resolutions (numbered 1 and 3) and ordinary resolution (numbered 2) having been duly proposed by the directors of the Company were passed as written resolutions on 23 June 2009.

**Special Resolution**

"1. THAT:

- a. the issued share capital of the Company be reduced from £107,000,000 divided into 107,000,000 issued fully paid-up Ordinary Shares of £1.00 each to £1.00 divided into 107,000,000 issued fully paid-up Ordinary Shares of £1/107,000,000 (the "**Reduction of Capital**") by reducing the nominal value of each issued fully paid-up Ordinary Share from £1.00 to £1/107,000,000 and the amount so cancelled shall create distributable reserves of the Company; and
- b. the directors of the Company be and are hereby authorised generally to do all acts and things which they may consider appropriate to implement the foregoing."

**Ordinary Resolution**

- "2. THAT, subject to and conditional upon the passing of the Resolution 1 above, the Company's authorised share capital be reduced from an aggregate total of £107,000,000 (divided into 107,000,000 issued fully paid-up Ordinary Shares of £1.00 each) to £1.00 (divided into 107,000,000 issued fully paid-up Ordinary Shares of £1/107,000,000)."

**Special Resolution**

- "3. THAT, subject to and conditional upon the passing of Resolutions 1 and 2 above, clause 5 of the memorandum of the Company be amended to read "The

WEDNESDAY



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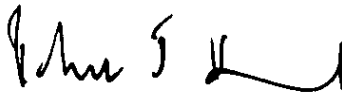
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share capital of the Company is £1.00 divided into 107,000,000 Ordinary  
Shares of £1/107,000,000 each."



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DIRECTOR  
FOR AND ON BEHALF OF O2 MOBILES LIMITED