

Company number: 02778084

PRIVATE COMPANY LIMITED BY SHARES

**WRITTEN RESOLUTIONS
OF
XPEDITE SYSTEMS LIMITED
(the "Company")**

Circulated on *19th March* 2009 (the "Circulation Date")

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the Directors of the Company propose that the following resolutions be passed as special resolutions (the "Resolutions"):

SPECIAL RESOLUTIONS

- 1 ~~THAT pursuant to section 28 of the Companies Act 1985, the Company's name be changed to~~
~~Premiere Global Services (UK) Limited~~ *FOR INFO ONLY*

- 2 "THAT the following definitions be inserted into the articles of association of the Company at clause 1.1:

"the 2006 Act"

the Companies Act 2006 (to the extent that the statutory provisions of such Act are from time to time in force) and every statutory modification or re-enactment thereof for the time being;

"conflict of interest"

any reference in these articles to a conflict of interest includes a conflict of interest and duty and a conflict of duties;"

- 3 "THAT Article 9.9 of the articles of association be deleted and the following provisions be inserted as new Articles 9.9 to 9.16:

9.9 Each Director shall comply with his obligations to disclose the nature and extent of his interests in proposed and existing transactions and arrangements with the Company under sections 177 and 182 of the 2006 Act. A Director shall not be required to disclose the nature and extent of his interests in proposed transactions and arrangements with the Company under this Article 9.9 where the interest or potential interest has arisen by reason of that Director also acting as a Director of any group undertaking (as defined in section 1161(5) of the 2006 Act).

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9.10 The Directors may (subject to such terms and conditions, if any, as they may think fit to impose from time to time, and subject always to their right to vary or terminate such authorisation) authorise:

9.10.1 any matter which would otherwise result in a Director infringing his duty to avoid a situation in which he has, or can have, a direct or indirect interest that conflicts, or possibly may conflict, with the interests of the Company and which may reasonably be regarded as likely to give rise to a conflict of interest (including a conflict of interest and duty or conflict of duties);

9.10.2 a Director to accept or continue in any office, employment or position in addition to his office as a Director of the Company and without prejudice to the generality of Article 9.10.1 may authorise the manner in which a conflict of interest arising out of such office, employment or position may be dealt with, either before or at the time that such a conflict of interest arises;

provided that for this purpose the Director in question and any other interested Director are not counted in the quorum at any board meeting at which such matter, or such office, employment or position, is approved and it is agreed to without their voting or would have been agreed to if their votes had not been counted.

9.11 For the purposes of Articles 9.9 to 9.16 an interest includes both direct and indirect interests.

9.12 A Director shall not be regarded as in breach of the duty set out in section 175 of the 2006 Act in relation to conflicts of interest or potential conflicts of interest which arise by reason of that Director also acting as a Director of any group undertaking (as defined in section 1161(5) of the 2006 Act).

9.13 Where a matter, or office, employment or position, has been authorised by the Directors subject to terms and conditions under Article 9.10, the Director must act in accordance with those terms and conditions.

9.14 If a matter, or office, employment or position, has been authorised by the Directors in accordance with Article 9.10 then:

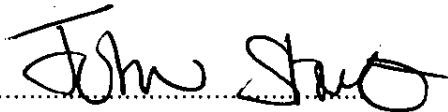
9.10.1 the Director shall not be required to disclose any confidential information relating to such matter, or such office, employment or position, to the Company or to use such information in relation to the Company's affairs if to make such a disclosure or use would result in a breach of duty or obligation or confidence owed by him to another person in relation to or in connection with that matter, or that office, employment or position;

- 9.10.2 the Director may absent himself from meetings of the Directors at which anything relating to that matter, or that office, employment or position, will or may be discussed; and
- 9.10.3 the Director may make such arrangements as such Director thinks fit for Board and committee papers of the Company to be received and read by a professional adviser on behalf of that Director.
- 9.15 The general duties which a Director owes to the Company pursuant to sections 171 to 177 of the 2006 Act will not be infringed by anything done (or omitted to be done) by a Director in accordance with the provisions of Articles 9.9 to 9.16 or any terms or conditions imposed pursuant to Article 9.10.
- 9.16 A Director shall not, by reason of his office, be accountable to the Company for any benefit which he derives from any matter, or from any office, employment or position, which has been approved by the Directors pursuant to Article 9.10 (subject to any limits or conditions to which such approval was subject), nor shall the receipt of such benefit constitute a breach of his duty under section 176 of the 2006 Act, and any contract, transaction or arrangement relating thereto shall not be liable to be avoided on the grounds of any such benefit. "

AGREEMENT

Please read the notes at the end of this document before signifying your agreement to the Resolutions.

The undersigned, being the sole person entitled to vote on the Resolutions on the Circulation Date, hereby irrevocably agrees to the Resolutions:



for and on behalf of

XPEDITE SYSTEMS HOLDINGS (UK) LIMITED (in its capacity as the sole holder of the ordinary shares, the A ordinary shares and the preference shares)

Dated: 19 March 2009

NOTES

1. You can choose to agree to all of the Resolutions or none of them but you cannot agree to only some of them. If you agree with all of the Resolutions, please indicate your agreement by signing and dating this document where indicated above and returning it to the Company.
2. If you do not agree to any of the Resolutions, you do not need to do anything: you will not be deemed to agree if you fail to reply.
3. Once you have indicated your agreement to the Resolutions, you may not revoke your agreement.
4. Unless sufficient agreement has been received for the Resolutions to be passed before the end of the period of 28 days beginning on the Circulation Date, they will lapse. If you agree to the Resolutions, please ensure that your agreement reaches us before the end of this period.