

THE COMPANIES ACT 2006

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION

of

FASTNET GROUP LIMITED

(the "Company")

Circulation Date

20 June 2012

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose the following Written Resolutions as Special Resolutions (the "**Resolutions**")

SPECIAL RESOLUTIONS

- 1 THAT with effect from the passing of this resolution, the following should be inserted into the Articles of Association of the Company at Article 21,

"21.2 Any lien on shares which the Company has shall not apply in respect of any shares which have been charged by way of security to a bank or financial institution or a subsidiary of a bank or financial institution or which are transferred in accordance with the provision of Article 21.1"
- 2 THAT with effect from the passing of this resolution, Article 17 shall be deleted in its entirety and replaced with a new Article 17 as follows

"17 The directors may exercise all the powers of the Company (whether express or implied) -

17.1 of borrowing or securing the payment of money,

17.2 of guaranteeing the payment of money and the fulfilment of obligations and the performance of contracts, and

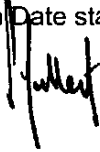
17.3 of mortgaging or charging the property assets and uncalled capital of the Company and (subject to section 80 of the Act) of issuing debentures"
- 3 THAT the terms and transactions contemplated by the execution by the Company of, and the performance by the Company of its obligations under, the Finance Documents be and are hereby approved



- 4 THAT the Finance Documents are in the best commercial interests and for the benefit and advantage of the Company and that entry into the Finance Documents would promote the success of the Company for the benefit of its members as a whole

Please read the Notes overleaf before signifying your agreement to the Resolutions.

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the undersigned, being the sole eligible member of the Company who would have been entitled to vote on the Resolutions on the Circulation Date stated above hereby irrevocably agree to the Resolutions



20 June 2012

Peter Hallett
Director
on behalf of
REDSTONE GROUP HOLDINGS LIMITED

Date of Signature

Notes

- 1 You can choose to agree to all of the Resolutions or none of them but you cannot agree to only some of the Resolutions. If you agree to the Resolutions please sign and date this document overleaf on the dotted line where indicated and return it to the Company using one of the following methods, in each case by no later than 5pm the date 28 days after the Circulation Date stated overleaf
 - by hand or by post to the Company's registered office at Building B – Office 10, Kirtlington Business Centre, Slade Farm, Kirtlington, Kidlington, Oxfordshire OX5 3JA, or
 - by attaching a scanned copy of the signed document to an email and sending it to Peter.Hallett@Redstone.com
- 2 If you do not agree to the Resolutions you do not need to do anything. You will not be deemed to agree if you fail to reply.
- 3 The Resolutions will lapse if the agreement of the required majority of eligible members is not received by the Company by 5pm on the date 28 days after the Circulation Date stated overleaf. If the Company does not receive this signed document from you by this date and time it will not be counted in determining whether the Resolutions are passed.
- 4 The Resolutions are passed on the date and time that the Company receives the agreement of the required majority of eligible members. The required majority for a Special Resolution is eligible members representing not less than 75% of the total voting rights of eligible members.
- 5 You may not revoke your agreement to the Resolutions once you have signed and returned this document to the Company.
- 6 If you are signing this document on behalf of a person under a power of attorney or other authority please send a copy of the relevant power of attorney or authority when returning this document.