

Company number: 03155883

**THE COMPANIES ACT 1985**  
**PRIVATE COMPANY LIMITED BY SHARES**  
**MEMBERS' WRITTEN RESOLUTIONS**

of

**CSL (Dualcom) LIMITED**  
**(the "Company")**



**Passed on: 12 June 2006**

We, at the date hereof being the sole the member of the Company, hereby unanimously agree that the following resolutions be passed as written resolutions of the Company pursuant to Section 381A of the Companies Act 1985 (the "Act"), namely:

**RESOLUTIONS**

- 1 Consolidation of shares and conversion of shares into shares of a different class**
- 1.1 That each of the authorised and issued A ordinary shares of £1 each in the capital of the Company be converted into and redesignated as ordinary shares of £1 each ranking pari passu with existing ordinary shares of £1 each in the capital of the Company.
- 1.2 That each of the authorised and issued B ordinary shares of £1 each in the capital of the Company be converted into and redesignated as ordinary shares of £1 each ranking pari passu with existing ordinary shares of £1 each in the capital of the Company.
- 1.3 That each of the authorised and issued C ordinary shares of £0.25 each in the capital of the Company be consolidated, converted into and redesignated as ordinary shares of £1 each so that every four C ordinary shares of £0.25 each in the capital of the Company be consolidated into one ordinary share of £1 each, ranking pari passu with existing ordinary shares of £1 each in the capital of the Company.

- 1.4 That each of the authorised and issued D ordinary shares of £0.25 each in the capital of the Company be consolidated, converted into and redesignated as ordinary shares of £1 each so that every four D ordinary shares of £0.25 each in the capital of the Company be consolidated into one ordinary share of £1 each, ranking pari passu with existing ordinary shares of £1 each in the capital of the Company.
- 1.5 That each of the authorised and issued deferred shares of £0.75 each in the capital of the Company be consolidated, converted into and redesignated as ordinary shares of £1 each so that every 1.25 deferred shares of £0.25 each in the capital of the Company be consolidated into one ordinary share of £1 each, ranking pari passu with existing ordinary shares of £1 each in the capital of the Company.
- 1.6 That each of the authorised and issued preference shares of £0.01 each in the capital of the Company be consolidated, converted into and redesignated as ordinary shares of £1 each so that every 100 preference shares of £0.01 each in the capital of the Company be consolidated into one ordinary share of £1 each, ranking pari passu with existing ordinary shares of £1 each in the capital of the Company.
- 1.7 That the authorised and issued voting share of £1 each in the capital of the Company be consolidated, converted into and redesignated as an ordinary share of £1 each ranking pari passu with existing ordinary shares of £1 each in the capital of the Company.

## **2 Increase in authorised capital**

That the authorised share capital of the Company be hereby increased from £2,223,751 to £2,723,751 by the creation of 500,000 Ordinary Shares of £1 each all such shares ranking pari passu with existing ordinary shares of £1 each in the capital of the Company.

## **3 Authority to issue shares (Section 80)**

That the directors be generally and unconditionally authorised in accordance with section 80 of the Act to allot relevant securities (within the meaning of section 80(2) of the Act) up to a maximum aggregate nominal amount of £2,723,751 such authority to expire on the date that is 5 years after the date hereof, but so that the Company may, before the expiry of such period, make an offer or agreement which would or might require relevant securities to be allotted after the

expiry of such period and the directors may allot relevant securities pursuant to such an offer or agreement as if the authority had not expired.

#### 4 **Dis-application of pre-emption rights**

- 4.1 That, subject to and conditional on the passing of the resolution 3, the directors be empowered, pursuant to section 95 of the Act, to allot equity securities (within the meaning of section 94(2) of the Act) for cash or otherwise pursuant to the authority conferred by resolution 3 as if section 89(1) of the Act did not apply to any such allotment, provided that this power shall be limited to the allotment of equity securities up to an aggregate nominal amount of £2,723,751 and shall expire on the date that is 5 years after the date hereof save that the Company may, before such expiry, make an offer or agreement which would or might require equity securities to be allotted after such expiry and the directors may allot equity securities in pursuance of such offer or agreement as if the power had not expired.

#### 5 **Alteration of articles of association**

That the articles of association of the Company be altered as follows:

- 5.1 Regulations 8, 24 and 26 of Table A of the Companies Act 1985 be disapplied;
- 5.2 Articles 10, 13.1 and 18.1 be deleted; and article 10 be replaced with the following new article:

##### **"TRANSFER OF SHARES**

Notwithstanding anything contained in these Articles, the Directors shall not decline to register any transfer of shares, nor may they suspend registration thereof where such transfer:-

10.1 is to any bank or institution to which such shares have been charged by way of security, or to any nominee of such a bank or institution (a **"Secured Institution"**); or

10.2 is delivered to the Company for registration by a Secured Institution or its nominee in order to perfect its security over the shares; or

10.3 is executed by a Secured Institution or its nominee pursuant to the power of sale or other power under such security,

and furthermore notwithstanding anything to the contrary contained in these Articles no transferor of any shares in the Company or proposed transferor of such shares to a Secured Institution or its nominee and no Secured Institution or its nominee shall be required to offer the shares which are or are to be the subject of any transfer aforesaid to the shareholders for the time being of the Company or any of them, and no such shareholder shall have any right under the Articles or

otherwise howsoever to require such shares to be transferred to them whether for consideration or not."

For and on behalf of  
CSL Investments Limited  
Sole member

T. Calger

In accordance with section 381B of the Companies Act 1985, a copy of this written resolution was sent to the Company's auditors at the same time as, or before, this written resolution was supplied to any member of the Company for signature.

Signed:

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Director

T. Colgan

**THE COMPANIES ACT 1985**

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**COMPANY LIMITED BY SHARES**

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**RESOLUTIONS**

of

**CSL Investments Limited**

**(the "Company")**

**Passed on 12 June**

At an extraordinary general meeting duly convened and held at Berwin Leighton Paisnder LLP, Adelaide House, London Bridge, London EC4R 9HA on 12 June the above date the following resolutions were duly passed as special resolutions of the Company:

**Special Resolutions**

1. That the articles of association of the Company be amended as follows:

1.1 Regulations 8 and 26 of Table A of the Companies Act 1985 be disappplied;

1.2 Article 6 be deleted;

1.3 Article 7 be deleted and replaced with the following new article:

## "TRANSFER OF SHARES

Notwithstanding anything contained in these Articles, the Directors shall not decline to register any transfer of shares, nor may they suspend registration thereof where such transfer:-

7.1 is to any bank or institution to which such shares have been charged by way of security, or to any nominee of such a bank or institution (a "**Secured Institution**"); or

7.2 is delivered to the Company for registration by a Secured Institution or its nominee in order to perfect its security over the shares; or

7.3 is executed by a Secured Institution or its nominee pursuant to the power of sale or other power under such security,

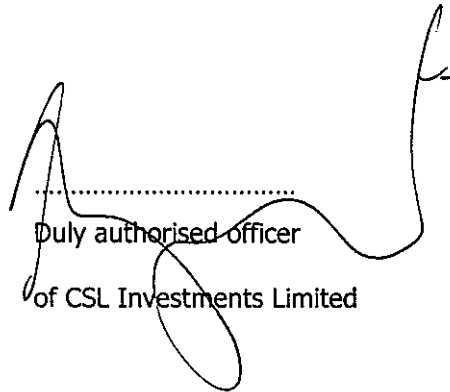
and furthermore notwithstanding anything to the contrary contained in these Articles no transferor of any shares in the Company or proposed transferor of such shares to a Secured Institution or its nominee and no Secured Institution or its nominee shall be required to offer the shares which are or are to be the subject of any transfer aforesaid to the shareholders for the time being of the Company or any of them, and no such shareholder shall have any right under the Articles or otherwise howsoever to require such shares to be transferred to them whether for consideration or not."

2. The statutory declarations in Forms 155(6)a and 155(6)b made by each of the Directors on the date hereof in respect of the financial assistance proposed to be given by the Company and in respect of the financial assistance proposed to be given by CSL (Dualcom) Limited respectively, together with the auditor's reports annexed to each statutory declaration, having been made available to the members of the Company in advance of and during the course of the meeting pursuant to Section 157(4)a of the Act:

That the Company is for all purposes in connection with the acquisition by Dualcom Holdings Limited of the entire issued share capital of the Company, hereby authorised to give financial assistance pursuant to section 152 Companies Act 1985 and in compliance with sections 155-158 Companies Act 1985 as such financial assistance is more particularly set out in the sworn statutory declarations of the directors of the Company and CSL (Dualcom) Limited on Forms 155(6)a and Form 155(6)b produced to the meeting together with the statutory auditor's report annexed to the statutory declarations (together the "Statutory Declarations");

3. That the Guarantee, the Debenture, the Cross Guarantee and Debenture, the Intra-Group Loan Agreement, the Intercreditor Agreement and the Deed of Priority each as defined in Appendix 2 to the Statutory Declarations referred to in 1 above) be and are hereby approved; and

4. That the execution, delivery and performance by the Company of and the subsequent exercise of rights under the documents referred to in 3 above is in the best interests of the Company.



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Duly authorised officer  
of CSL Investments Limited