

The Companies Act 1985

Company limited by shares

Written resolution

Of

Big Communications Limited

(the "Company")

passed on *2 February* 2005

Pursuant to section 381A, Companies Act 1985, we, being all the members of the Company entitled to attend and vote at an extraordinary general meeting of the Company resolve in writing as follows:

1. That the giving of financial assistance by the Company in the form and on terms set out in Form 155(6)a (including the auditor's reports attached thereto) (copies of the same having been supplied to the members of the Company being entitled to vote prior to the signing of this written resolution), pursuant to Sections 151-158 (inclusive), Companies Act 1985, for the acquisition of its own share capital by The Mission Marketing Group Limited (the "**Purchaser**") by the execution, delivery and performance by the Company of the following documentation in favour of the Governor and Company of the Bank of Scotland (the "**Bank**"):
 - 1.1 A cross guarantee whereby the Company (amongst others listed therein) agrees to guarantee the liabilities of the Purchaser and Fuse Digital Limited from time to time;
 - 1.2 A debenture creating fixed and floating charges over all of the property, assets and undertaking of the Company, as continuing security for all of the liabilities of the Company from time to time;
 - 1.3 An intercompany loan agreement between the Company and the Purchaser by which the Company agrees to make available to the Purchaser such sums as are necessary in order for the Purchaser to meet its loan obligations to the Bank from time to time and the Purchaser agrees to repay the loan in accordance with the terms therein;

Each of the documents listed at 1.1 to 1.3 above to be in the form of the drafts supplied to the members of the Company being entitled to vote prior to the signing of this Written resolution

be and is approved.



Signed

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Dylan Bogg

Signed

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Mark Paul Firth

Signed

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Christopher Morris

Signed

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Philip Charles Wright