

Company No. 03162997

THE COMPANIES ACT 1985 TO 2006

THURSDAY



PRIVATE COMPANY LIMITED BY SHARES

BIG COMMUNICATIONS LIMITED (THE "COMPANY")

WRITTEN RESOLUTIONS OF THE MEMBERS

CIRCULATION DATE 14<sup>th</sup> December 2007 (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 are passed as special resolutions (the "**Resolutions**")

### SPECIAL RESOLUTIONS

- 1 **THAT** the provisions of the documents listed below (the "**Documents**"), which the Company is proposing to enter into in connection with the guaranteeing of liabilities and obligations of The Mission Marketing Group plc (the "**Borrower**") to The Royal Bank of Scotland plc (in various capacities, including agent, security trustee and lender) (the "**Bank**") and HSBC Bank plc (as lender) (together, the "**Finance Parties**") and the security to be provided to the Bank in connection with the acquisition by the Borrower of the entire issued share capital of RLA Group Limited and the refinancing by the Borrower of sums borrowed by it from the Finance Parties in connection with the Borrower's acquisition of, *inter alia*, the entire issued share capital of the Company (the "**Refinancing**") be and are hereby approved -
  - (a) a guarantee and debenture to be given by the Company in favour of the Bank (as security trustee) securing, amongst other obligations, sums due to the Finance Parties and charging by way of fixed and floating charges all of the Company's assets, property and undertaking, and
  - (b) an intragroup loan agreement to be made between, *inter alia*, the Borrower and the Company
- 2 **THAT** the Company is receiving full and fair consideration for the obligations it is undertaking in accordance with the terms of the Documents,
- 3 **THAT**, notwithstanding any provisions of the Company's Memorandum and Articles of Association or any personal interest of any of the Company's Directors, the Company's Directors and/or Secretary be and are hereby empowered, authorised and directed, subject

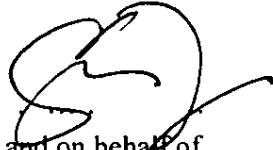
to and upon completion of the Refinancing, to execute and deliver the Documents on behalf of the Company (in such manner as they think fit), and

#### **AGREEMENT TO THE RESOLUTIONS**

Please read the notes below before signifying your agreement to the Resolutions

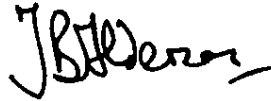
The undersigned, being the sole member of the Company and entitled to vote on the above resolutions on the circulation Date, hereby agrees to the Resolutions

Signed



For and on behalf of

**The Mission Marketing Group plc**



Date

1<sup>st</sup> December 2007

## NOTES

- 1 If you agree with the Resolutions, please indicate your agreement by signing and dating this document where indicated above and returning it to the Company using one of the following methods

- **By Hand** delivering the signed copy to the Company care of Lewis Silkin LLP, 5 Chancery Lane, Clifford's Inn, London EC4A 1BL
- **Post** returning the signed copy by post to the Company care of Lewis Silkin LLP, 5 Chancery Lane, Clifford's Inn, London EC4A 1BL

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

- 2 Once you have indicated your agreement to the Resolutions, you may not revoke your agreement
- 3 Unless, within 28 days of the circulation date above, sufficient agreement has been received for the Resolutions to be passed, they shall lapse If you agree to the Resolutions, please ensure that your agreement reaches Lewis Silkin LLP within this period