

Company No. 3179118



THE COMPANIES ACTS 1985 AND 1989

PUBLIC COMPANY LIMITED BY SHARES

SPECIAL RESOLUTIONS

of

MOBILE SYSTEMS INTERNATIONAL HOLDINGS LIMITED

Passed on 14 January 1998

At an Extraordinary General Meeting of the Company duly convened and held at 1, Harbour Exchange Square, London E14 9GE on 14 January 1998 the following resolutions were duly passed as Special Resolutions:

SPECIAL RESOLUTIONS

1. THAT:

WHEREAS:

- A. *On 1 September 1993 and on various occasions thereafter, the Company's subsidiary, Mobile Systems International plc ("MSI plc"), purported to make various purchases of its own shares (the "Buy Back Shares") pursuant to contracts which had not been approved in accordance with section 164 of the Companies Act 1985;*
- B. *MSI plc had purported to treat the Buy Back Shares as cancelled and, as a result, had purported to allot on 15 December 1994 and on various dates thereafter a greater number of shares than it had authorised but unissued share capital. There being no means of ascertaining which of those persons to whom MSI plc purported to allot shares on 15 December 1994 could be considered to have been allotted shares first (and therefore to have received such shares as were available for allotment) and which of those persons could not have been allotted shares (because all available shares available had already been allotted), doubts have arisen as to which, if any, of*

the allotments made on 15 December 1994, and as to which, if any, of the allotments made thereafter, were valid;

- C. *In relation to the allotment of shares in the Company made on 4 July 1996, pursuant to contracts for the exchange of shares in the Company for shares which MSI plc purported to allot on or after 15 December 1994, doubts have arisen as to whether such contracts (given that they included shares as to which there were doubts as to whether or not they existed) were void;*
- D. *MSI plc has created and allotted to the Company new shares of 2.5p each (the "New Shares") in consideration of those persons to whom it purported to allot shares on or after 15 December 1994 releasing MSI plc from any claims in respect of the subscription monies paid to MSI plc for its purported allotment of shares to them and renouncing in favour of the Company any right they might have to the allotment of New Shares and is proposing to reduce its share capital by cancelling the Buy Back Shares, together with:*
- (i) those unissued shares which the Company purported to allot on 15 December 1994 at the same time as it had purported to allot Buy Back Shares; and*
 - (ii) those unissued shares which the Company has never purported to allot.*

The Company do and it does hereby ratify the Directors' treatment of the allotment of shares in the Company made on 4 July 1996 as effective for all purposes as if:

- (i) the New Shares allotted to the Company had been allotted to the persons to whom MSI plc purported to allot shares on or after 15 December 1994; and
- (ii) the allotment of shares on 4 July 1996 had been made pursuant to contracts for the exchange of New Shares allotted to such persons;

and in particular that the allotment of shares in the Company made on 4 July 1996 be treated as having been made for full consideration, notwithstanding the doubts which have arisen as to whether some of the shares in MSI plc which were purportedly exchanged for shares in the Company had been validly issued.

2. THAT:

- (a) The authorised share capital of the Company be increased from £400,000 to £425,000 by the creation of a further 1,000,000 ordinary shares of 2.5 pence each to rank pari passu in all respects with the existing ordinary shares of the Company.

- (b) The Directors be and they are hereby generally and unconditionally authorised for the purpose of section 80 of the Companies Act 1985 to allot relevant securities (as defined in that Act) up to a maximum aggregate nominal amount of £124,000 to such persons at such times and upon such conditions as the Directors may determine (subject to the Articles of Association of the Company) during the period expiring at the end of five years from the date of the passing of this resolution; and
- (c) the Company may at any time prior to the expiration of such authority make an offer or agreement which would or might require relevant securities to be allotted pursuant thereto after such expiration and the directors may allot relevant securities in pursuance of such offer or agreement as if the authority conferred hereby had not expired; and
- (d) The Directors be and they are hereby empowered pursuant to section 95(1) of the Companies Act 1985 to allot equity securities (as defined in section 94(2) of that Act) pursuant to the authority conferred hereby as if:
 - (i) Section 89(1) of that Act did not apply to the allotment, provided that this power shall expire on the expiration of the authority conferred hereby; and
 - (ii) the Company may at any time prior to the expiration of such power make an offer or agreement which would or might require equity securities to be allotted pursuant thereto after such expiration and the directors may allot equity securities in pursuance of such offer or agreement as if the power conferred hereby had not expired.

3. THAT:

The objects of the Company be altered by deleting the whole of sub-paragraph (P) of paragraph 3 of its Memorandum of Association and by substituting in its place the following:

"(P) To support and subscribe to any funds and to subscribe to and assist in the promotion of any charitable, benevolent or public purpose or object for the benefit of the Company or its employees, directors or other officers past or present, to establish any form of trust for the benefit of such persons, to grant pensions to such persons or their dependants and to establish any type of employees' share scheme (as defined in section 743 of the Companies Act 1985), including any profit-sharing scheme or share option scheme."

4. THAT:

The Articles of Association of the Company be amended by:

- (a) the deletion of the existing Article 22 and the substitution therefor of the following new Article 22:

"22. The directors shall be entitled to such remuneration as the Directors may determine by way of lump sum, salary, participation in profits, granting of options over shares in the capital of the Company or otherwise."; and

- (b) the deletion of the existing Article 2 and the substitution therefor of the following new Article 2:

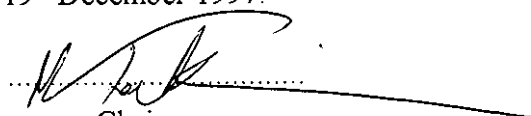
" 2. Regulations 2, 24, 50, 54, 73 to 78 (inclusive), 80, 81, 82, 94 to 98 (inclusive) and 115 of Table A shall not apply to the Company."

ORDINARY RESOLUTION

5. THAT

Upon the recommendation of the Directors, a dividend on the

- (a) ordinary shares of 2.5 pence each in the Company be and is hereby declared payable to shareholders on the register of members of the Company on 17 January 1998 (or such other date as the Directors may determine), such dividend to be satisfied by the transfer to such shareholders of shares in Mobile Systems International Cellular Investments Holdings BV ("BV Shares"), in the proportion of one BV Share for each ordinary share of the Company then held by such shareholders;
- (b) the Directors of the Company be and are hereby authorised to do or procure to be done all such acts and things on behalf of the Company and any of its subsidiaries as they consider necessary or desirable for the purposes of giving effect to the demerger of the Cellular Investments business of the Company as described or referred to in the circular to shareholders from the Chairman of the Company dated 19th December 1997.


Chairman