

THE COMPANIES ACTS 1985 AND 1989

COMPANY LIMITED BY SHARES

SPECIAL RESOLUTIONS

of

FIELD CAPITAL LIMITED

At an Extraordinary General Meeting of the Company held at 33 Glasshouse Street, London, W1B 5DG on 9 December 2002 the following resolutions were passed as special resolutions of the Company:-

SPECIAL RESOLUTIONS

1. THAT, subject to the prior written consent of the holders of not less than 75% of the issued Ordinary Shares pursuant to Article 4.2 of the Articles of Association of the Company and subject to the passing of resolutions numbered 2 to 12 inclusive, the contract proposed to be made between the Company and **Wireless Frontiers I LPA** for the purchase of 20,139,578 ordinary shares of one pence each in the capital of the Company the terms of which are set out in the draft produced to the meeting and signed by the Chairman for identification purposes be hereby approved and its terms authorised and that a payment of £1,689,115 (or such lesser sum as the auditors shall determine being the pro rata reduction of the amount specified if the net assets of the Company are less than £9,615,000) in respect of the purchase of Company's own shares under that contract otherwise than out of its distributable profits or the proceeds of a fresh issue of shares be hereby approved and that the board of directors is hereby authorised to make a payment of £200,000 to Wireless Frontiers I LPA.
2. THAT, subject to the prior written consent of the holders of not less than 75% of the issued Ordinary Shares pursuant to Article 4.2 of the Articles of Association of the Company and subject to the passing of resolutions numbered 1 and 3 to 12 (inclusive), the contract proposed to be made between the Company and **Newcote International Limited** for the purchase of 9,300,000 ordinary shares of one pence each in the capital of the Company the terms of which are set out in the draft produced to the meeting and signed by the Chairman for identification purposes be hereby approved and its terms authorised and that a payment of £779,995 (or such lesser sum as the auditors shall determine being the pro rata reduction of the amount specified if the net assets of the Company are less than £9,615,000) in respect of the purchase of Company's own shares under that contract otherwise than out of its distributable profits or the proceeds of a fresh issue of shares be hereby approved and that the board of directors is hereby authorised to make a payment of £300,000 to Newcote International Limited .



3. THAT, subject to the prior written consent of the holders of not less than 75% of the issued Ordinary Shares pursuant to Article 4.2 of the Articles of Association of the Company and subject to the passing of resolutions numbered 1 and 2 and 4 to 12 (inclusive), the contract proposed to be made between the Company, **Mecom UK Management Company Limited and David Montgomery** for the purchase of 3,745,493 ordinary shares of one pence each in the capital of the Company the terms of which are set out in the draft produced to the meeting and signed by the Chairman for identification purposes be hereby approved and its terms authorised and that a payment of £64,000 in respect of the purchase of Company's own shares under that contract otherwise than out of its distributable profits or the proceeds of a fresh issue of shares be hereby approved.
4. THAT, subject to the prior written consent of the holders of not less than 75% of the issued Ordinary Shares pursuant to Article 4.2 of the Articles of Association of the Company and subject to the passing of resolutions numbered 1 to 3 and 5 to 12 (inclusive), the contract proposed to be made between the Company and **DBCP Europe GP (Jersey) Limited** for the purchase of 4,358,478 ordinary shares of one pence each in the capital of the Company the terms of which are set out in the draft produced to the meeting and signed by the Chairman for identification purposes be hereby approved and its terms authorised and that a payment of £365,567 (or such lesser sum as the auditors shall determine being the pro rata reduction of the amount specified if the net assets of the Company are less than £9,615,000) in respect of the purchase of Company's own shares under that contract otherwise than out of its distributable profits or the proceeds of a fresh issue of shares be hereby approved.
5. THAT, subject to the prior written consent of the holders of not less than 75% of the issued Ordinary Shares pursuant to Article 4.2 of the Articles of Association of the Company and subject to the passing of resolutions numbered 1 to 4 and 6 to 12 (inclusive), the contract proposed to be made between the Company and **3i Group plc** for the purchase of 4,358,478 ordinary shares of one pence each in the capital of the Company the terms of which are set out in the draft produced to the meeting and signed by the Chairman for identification purposes be hereby approved and its terms authorised and that a payment of £365,567 (or such lesser sum as the auditors shall determine being the pro rata reduction of the amount specified if the net assets of the Company are less than £9,615,000) in respect of the purchase of Company's own shares under that contract otherwise than out of its distributable profits or the proceeds of a fresh issue of shares be hereby approved.
6. THAT, subject to the prior written consent of the holders of not less than 75% of the issued Ordinary Shares pursuant to Article 4.2 of the Articles of Association of the Company and subject to the passing of resolutions numbered 1 to 5 and 7 to 12 (inclusive), the contract proposed to be made between the Company and **Avanti Capital plc** for the purchase of 2,179,239 ordinary shares of one pence each in the capital of the Company the terms of which are set out in the draft produced to the meeting and signed by the Chairman for identification purposes be hereby approved and its terms authorised and that a payment of £182,774 (or such lesser sum as the auditors shall determine being the pro rata reduction of the amount specified if the net assets of the Company are less than £9,615,000) in respect of the purchase of Company's own shares under that contract otherwise than out of its distributable profits or the proceeds of a fresh issue of shares be hereby approved.
7. THAT, subject to the prior written consent of the holders of not less than 75% of the issued Ordinary Shares pursuant to Article 4.2 of the Articles of Association of the Company and subject to the passing of resolutions numbered 1 to 6 and 8 to 12 (inclusive), the contract proposed to be made between the Company and **Mole Nominees Limited** for the purchase of 3,759,188 ordinary shares of one pence each in the capital of the Company the terms of which are set out in the draft produced to the meeting and

signed by the Chairman for identification purposes be hereby approved and its terms authorised and that a payment of £315,285 (or such lesser sum as the auditors shall determine being the pro rata reduction of the amount specified if the net assets of the Company are less than £9,615,000) in respect of the purchase of Company's own shares under that contract otherwise than out of its distributable profits or the proceeds of a fresh issue of shares be hereby approved.

8. THAT, subject to the prior written consent of the holders of not less than 75% of the issued Ordinary Shares pursuant to Article 4.2 of the Articles of Association of the Company and subject to the passing of resolutions numbered 1 to 7 and 9 to 12 (inclusive), the contract proposed to be made between the Company and **Punch Taverns plc** for the purchase of 1,089,620 ordinary shares of one pence each in the capital of the Company the terms of which are set out in the draft produced to the meeting and signed by the Chairman for identification purposes be hereby approved and its terms authorised and that a payment of £91,387 (or such lesser sum as the auditors shall determine being the pro rata reduction of the amount specified if the net assets of the Company are less than £9,615,000) in respect of the purchase of Company's own shares under that contract otherwise than out of its distributable profits or the proceeds of a fresh issue of shares be hereby approved.
9. THAT, subject to the prior written consent of the holders of not less than 75% of the issued Ordinary Shares pursuant to Article 4.2 of the Articles of Association of the Company and subject to the passing of resolutions numbered 1 to 8 and 10 and 12 (inclusive), the contract proposed to be made between the Company and **Luminar plc** for the purchase of 544,810 ordinary shares of one pence each in the capital of the Company the terms of which are set out in the draft produced to the meeting and signed by the Chairman for identification purposes be hereby approved and its terms authorised and that a payment of £45,693 (or such lesser sum as the auditors shall determine being the pro rata reduction of the amount specified if the net assets of the Company are less than £9,615,000) in respect of the purchase of Company's own shares under that contract otherwise than out of its distributable profits or the proceeds of a fresh issue of shares be hereby approved.
10. THAT, subject to the prior written consent of the holders of not less than 75% of the issued Ordinary Shares pursuant to Article 4.2 of the Articles of Association of the Company and subject to the passing of resolutions numbered 1 to 9 and 11 and 12 (inclusive), the contract proposed to be made between the Company and **Kunick Limited** for the purchase of 544,810 ordinary shares of one pence each in the capital of the Company the terms of which are set out in the draft produced to the meeting and signed by the Chairman for identification purposes be hereby approved and its terms authorised and that a payment of £45,693 (or such lesser sum as the auditors shall determine being the pro rata reduction of the amount specified if the net assets of the Company are less than £9,615,000) in respect of the purchase of Company's own shares under that contract otherwise than out of its distributable profits or the proceeds of a fresh issue of shares be hereby approved.
11. THAT, subject to the prior written consent of the holders of not less than 75% of the issued Ordinary Shares pursuant to Article 4.2 of the Articles of Association of the Company and subject to the passing of resolutions numbered 1 to 10 and 12 (inclusive), the contract proposed to be made between the Company and **Paschal G. Mullery** for the purchase of 1,460,090 ordinary shares of one pence each in the capital of the Company the terms of which are set out in the draft produced to the meeting and signed by the Chairman for identification purposes be hereby approved and its terms authorised and that a payment of £122,459 (or such lesser sum as the auditors shall determine being the pro rata reduction of the amount specified if the net assets of the Company are less than £9,615,000) in respect of the purchase of Company's own shares under that contract

otherwise than out of its distributable profits or the proceeds of a fresh issue of shares be hereby approved.

12. THAT, subject to the prior written consent of the holders of not less than 75% of the issued Ordinary Shares pursuant to Article 4.2 of the Articles of Association of the Company and subject to the passing of resolutions numbered 1 to 11 (inclusive), the Articles of Association of the Company be amended as follows:-

12.1 by the deletion of Clause 4.2

12.2 by the deletion in Article 5 after the words "specific provisions of these Articles" of the following:

"(and in particular Article 4.2.17)"

12.3 by the deletion in Article 5 after the words "by the Company in general meeting" of the following:

"in accordance with Article 4.2"

12.4 by the deletion in Article 5.2 after the words "section 90 of the Act, and" of the following:

"Articles 4.2 and"

and the substitution of those words with the word:

"Article"

12.5 by the deletion in Article 7 after the words "Act and these Articles" of the following:

"(in particular Article 4.2)"

12.6 by the deletion at the beginning of Article 34 of the words:

"Subject to any relevant provisions of Article 4.2"

12.7 by the deletion in Article 97 after the words "Subject to the provisions of the Act" of the following:

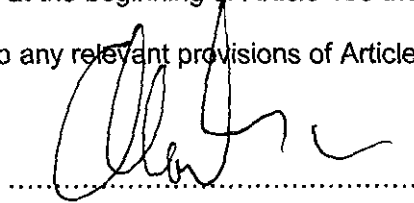
"and Article 4.2"

12.8 by the deletion in Article 98 after the words "Subject to the provisions of the Act" of the following:

"and Article 4.2"

12.9 by the deletion at the beginning of Article 106 the words:

"Subject to any relevant provisions of Article 4.2"



CHAIRMAN