

Company Number 3918124

**WRITTEN RESOLUTION**

**OF**

**HUTCHISON 3G UK HOLDINGS LIMITED**  
**(the "Company")**

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, we, the undersigned, being the members for the time being of the Company, propose that the following resolutions (the "Resolutions") be passed

Further, we, the undersigned, being the members for the time being of the Company entitled to receive notice of and to attend and vote at General Meetings of the Company HEREBY IRREVOCABLY PASS the Resolutions and agree that the Resolutions shall, pursuant to s288 Companies Act 2006, for all purposes be as valid and effective as if the same had been passed at a General Meeting of the Company duly convened and held

**SPECIAL RESOLUTION**

- 1 that with effect from 22 October 2010
  - (a) the articles of association of the Company be amended by deleting all the provisions of the Company's memorandum of association which, by virtue of s28 Companies Act 2006, are to be treated as provisions of the Company's articles of association, and
  - (b) the articles of association of the Company contained in the document attached hereto and for the purposes of identification marked "A" be adopted as the new articles of association of the Company in substitution for, and to the exclusion of, all the existing articles of association of the Company

Dated 22 October 2010

For and on behalf of  
BRAVE FIRST LIMITED



Director

For and on behalf of  
BRIGHT THOUGHT LIMITED



Director

THURSDAY



A23

\*AKAJEOTI\*

04/11/2010

COMPANIES HOUSE

316

**HUTCHISON 3G UK HOLDINGS LIMITED**

For and on behalf of  
BRILLIANT DESIGN LIMITED



Director

For and on behalf of  
CLEAR CHOICE LIMITED



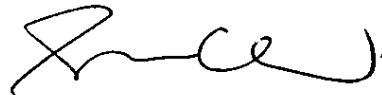
Director

For and on behalf of  
WAERDAH LIMITED



Director

For and on behalf of  
HUTCHISON 3G UK  
INVESTMENTS S À R L



Manager