

**YOUR COMMUNICATIONS GROUP LIMITED**

(the *Company*)

**WRITTEN MEMBER'S RESOLUTION**



Save as otherwise defined herein, the terms and expressions used in this Resolution have the same meaning given to them in the loan agreement (the *Loan Agreement*) dated 31 October 2005 and amended and restated on 23 December 2005 between (1) Thus Group plc, as Parent, (2) Thus plc (*Thus*) as Borrower, (3) The Royal Bank of Scotland (*RBS*) as Arranger, Agent and Original Lender and (4) the financial institutions listed in the Loan Agreement as Original Lenders and Hedge Counterparties.

In accordance with section 381A of the Companies Act 1985 (the *Act*), **WE**, being all the members of the Company who at the date of this resolution would be entitled to attend and vote at a general meeting of the Company, **AGREE** that the following resolutions be passed as written resolutions of the Company and shall have effect as if passed by the Company in general meeting and accordingly **WE RESOLVE**:

1. that the articles of association of the Company be altered by the addition of this Article 5.3 set out below:

5.3 Notwithstanding anything contained in these Articles:

(a) any pre-emption rights conferred on existing members by these Articles or otherwise shall not apply to, and

(b) the directors shall not decline to register, nor suspend registration of,

any transfer of shares where such transfer is:

(i) in favour of any bank or institution (or any nominee or nominees of such a bank or institution) to whom such shares are being transferred by way of security, or

(ii) duly executed by any such bank or institution (or any such nominee or nominees) to whom such shares shall (including any further shares in the Company acquired by reason of its holding of such shares) have been transferred as aforesaid, pursuant to the power of sale under such security, or

(iii) duly executed by a receiver appointed by a bank or institution pursuant to any security document which creates any security interest over such shares,

and a certificate by any official of such bank or institution or any such receiver that the shares are or are to be subject to such a security and that the transfer is executed in accordance with the provisions of this article shall be conclusive evidence of such facts.

2. that the Articles of Association be further amended by the addition of this Article 4.2 set out below:


4.2 Notwithstanding anything in these Articles, any lien on shares which the Company has shall not apply in respect of any shares which have been charged by way of security to a bank or financial institution or a subsidiary financial institution or which are transferred in accordance with the provisions of Article 5.3.

3. that the Company be and is hereby authorised to give financial assistance under sections 155-158 (inclusive) of the Act to Thus, a company incorporated in Scotland, for the purpose of the acquisition of the entire issued share capital of the Company as more particularly set out in the Statutory Declaration (defined below) attached hereto; and
4. to hereby approve the terms of the following documents:
  - (a) a supplemental deed to a debenture dated 8 November 2005 granted by Thus in favour of RBS as Security Trustee for the Finance Parties (each as defined in the Loan Agreement) (the *English Debenture*) (the *Supplemental Deed*);
  - (b) an accession letter to the Loan Agreement to be entered into by the Company for the purposes of guaranteeing the debt that was advanced to Thus pursuant to the Loan Agreement to be used inter alia for the purposes of paying the costs related to the acquisition of the entire issued shared capital of the Company (the *Accession Letter*);
  - (c) a statutory declaration Form 155(6)(a) stating that the directors of the Company have formed the opinion, as regards the Company's initial situation immediately following the date on which the assistance is proposed to be given, that there will be no ground on which it could be found to be unable to pay its debts and that the Company will be able to pay its debts as they fall due during the year immediately following that date (the *Statutory Declaration*);
  - (d) the statutory declaration Form 155(6)(b) stating that the directors of the Company, as the holding company of Intercell Limited (*Intercell*), have formed the opinion, as regards Intercell's initial situation immediately following the date on which the assistance is proposed to be given, that there will be no ground on which they could be found to be unable to pay its debts and that Intercell will be able to pay its debts as they fall due during the year immediately following that date (the *Subsidiary Statutory Declaration*); and
  - (e) a board memorandum of the Company, to be attached to a letter to be given by the auditors in relation to the net assets of the Company, such board memorandum in the form produced at the meeting stating that (i) the Company has net assets and (ii) the giving of the financial assistance would not reduce the net assets of the Company (the *Board Memorandum*),

with such amendments as any authorised signatory of the Company may in his or her sole discretion approve, be and are hereby approved.

The terms of the documents referred to in paragraphs (a) to (e) above, with such amendments as any authorised signatory of the Company may in his or her sole discretion approve, are to the commercial benefit of the Company.

The resolutions contained herein shall have effect as special resolutions and shall have effect notwithstanding any provisions of the Company's Articles of Association.

  
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for and on behalf of Thus plc

Date: 13 March 2006

**Notice to member**

A copy of this resolution has been sent to the Company's auditors, KPMG LLP pursuant to s381B of the Act.

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Director/Secretary

We, being the auditors of the Company, confirm that we have received a copy of this resolution.

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KPMG LLP

Date: 2006