

**Company Number: 4247143**

**BT WIRELESS INTERKOM HOLDINGS LIMITED**

("the Company")

The Companies Act 1985

A Company Limited by Shares

**RESOLUTIONS**

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**Passed: 7 JULY 2001**

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By a WRITTEN RESOLUTION of the Company in accordance with Regulation 53 of Table A and Section 381A of the Companies Act 1989 the following RESOLUTIONS were approved by all the Members entitled to attend and vote at General Meetings:

**ORDINARY RESOLUTION**

"THAT" the appointment by the Board of Directors of Messrs PricewaterhouseCoopers as the Company's auditors is APPROVED.

**ELECTIVE REGIME**

**Elective Resolutions**

1. "THAT pursuant to Section 252 of the Companies Act 1985 ("the Act"), the Company hereby elects to dispense with the laying of Reports and Accounts before the Company in General Meeting each year.
2. "THAT pursuant to Section 306A of the Act, the Company hereby elects to dispense with the holding of Annual General Meetings each year.
3. "THAT pursuant to Section 386 of the Act, the Company hereby elects to dispense with the obligation to appoint auditors annually.

*E. Curran*.....

Esther Curran  
on behalf of Newgate Street Secretaries Limited  
Company Secretary

*7/7/01*.....  
Date

