


Company Number
4383521

THE COMPANIES ACTS 1985 TO 1989
COMPANY LIMITED BY SHARES
WRITTEN RESOLUTIONS
OF
BT FLEET LIMITED (the "Company")

The sole member of the Company passes the following resolutions by way of written resolutions, in accordance with article 31 of the Company's articles of association:

That:

1. the authorised share capital of the Company be increased from £100 to £10,000,000 by the creation of a further 9,999,900 ordinary shares of £1 each;
2. the directors of the Company be generally and unconditionally authorised in accordance with section 80 of the Companies Act 1985 (the "Act") (and in place of all existing authorities which are hereby revoked) to exercise all the powers of the Company to allot relevant securities (as defined in that section) up to an aggregate nominal amount of £10,000,000. The authority conferred by this resolution shall be for a period of five years from the date of the passing of this resolution except that the Company may before the end of such period make any offer or agreement which would or might require equity securities to be allotted after such period, and the directors of the Company may allot equity securities in pursuance of any such offer or agreement as if the power conferred by this resolution had not expired; and
3. the directors of the Company be empowered under section 95 of the Act to allot equity securities (within the meaning of section 94 of the Act) for cash pursuant to the authority conferred on them by Resolution 2 above as if section 89(1) of the Act did not apply to any such allotment. The Company may make any offer or agreement before the expiry of this power which would or might require equity securities to be allotted after it has expired, and the directors of the Company may allot equity securities in pursuance of any such offer or agreement as if the power conferred by this resolution had not expired.


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For British Telecommunications plc

Date: 31st May, 2002

