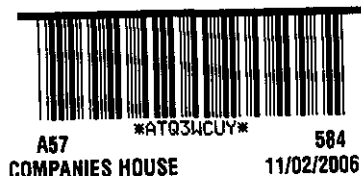


Company Number: 04419913

The Companies Act 1985

Company limited by shares

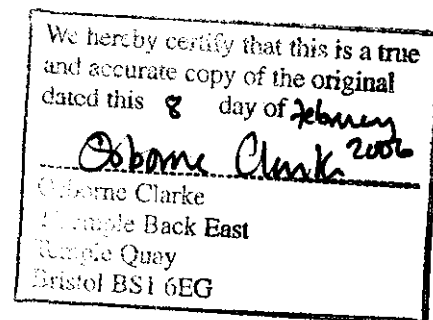


Written resolution

of

Phones International Group Holdings Limited
(the "Company")

(passed on 3 February 2006)



We, being all the members of the Company entitled to attend and vote at an **extraordinary general meeting** of the Company, in accordance with paragraph 53 of Table A in the Schedule to the Companies (Tables A to F) Regulations 1985 as amended ("**Table A**") and incorporated in the Company's articles of association, having been supplied with a copy of the statutory declarations made pursuant to section 155 of the Companies Act 1985 and the auditors reports annexed thereto and copies of all draft documents referred to in this resolution, HEREBY PASS THE FOLLOWING RESOLUTIONS IN WRITING, which would otherwise be passed as special resolutions of the Company, and hereby agree in accordance with paragraph 53 of Table A that the said resolutions shall for all purposes be valid and effective as if passed as special resolutions at a general meeting of the Company duly convened and held:

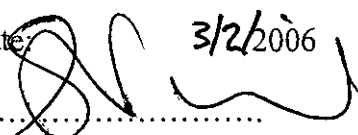
1. That the giving of financial assistance by the Company to Oval (2074) Limited ("**Oval**"), within sections 151-158 (inclusive) of the Act for the acquisition of the share capital of the Company by the execution, delivery and performance by the Company of the following documents:
 - (a) an accession letter between the Company and Credit Suisse International (in its capacity as arranger, original lender, agent and security trustee)(the "**Finance Parties**") (the "**Credit Agreement Accession Letter**") to a £25,000,000 credit agreement dated 3 February 2006 among *inter alia* Oval (2074) Limited ("**Oval**") as borrower, and the Finance Parties (the "**Credit Agreement**") pursuant to which the Company agrees to become an Additional Guarantor and to be bound by the terms of the Credit Agreement;
 - (b) a debenture (the "**Debenture**") to be entered into by the Company granting first fixed charges over the assets identified in the debenture and a first floating charge over the remainder of the Company's undertaking by way of security for all obligations of the Company to the Finance Parties from time to time, including those under the Credit Agreement;

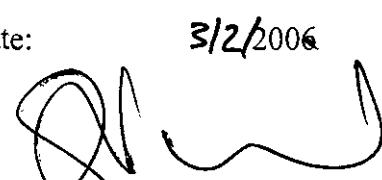
- (c) an intra-group loan agreement (the "**Intra-Group Loan Agreement**") between Oval, the Company, Phones International Group Limited and Data Select Limited (other than Oval, the "**Subsidiaries**") pursuant to which each of the Company and the Subsidiaries agree (unless any such company may be unable to do so by reason of its insolvency) to provide funds to Oval, to enable it to meet its obligations to the Finance Parties in connection with enabling Oval to discharge any liability or obligation incurred in connection with its acquisition of the entire issued share capital of the Company (the "**Acquisition**"); and
- (d) a security trust deed to be entered into between the Company, Phones International Group Limited, Data Select Limited, Oval (2074) Limited and Credit Suisse as Security Trustee.

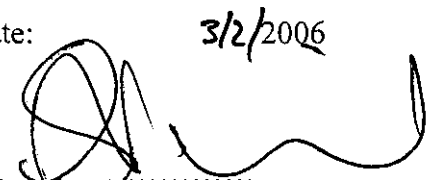
together the "**Financial Assistance Documents**", such Financial Assistance Documents being in the form of the drafts attached to this written resolution be and is approved.

2. That the giving of financial assistance by Phones International Group Limited and Data Select Limited (together the "**Company's Subsidiaries**") to Oval, within sections 151-158 (inclusive) of the Act for the purpose of the Acquisition by the execution, delivery and performance by each of the Company's subsidiaries of the Financial Assistance Documents and an intercreditor deed to be entered into between (1) Phones International Group Limited (2) Data Select Limited (3) Barclays Bank PLC (4) and Credit Suisse International in its capacity as arranger, original lender, agent and security trustee, be and is approved.


.....
Peter David Jones

Date:  3/2/2006
.....
Stephen Mark Vincent

Date:  3/2/2006
.....
Eric Richard Woollard White
acting by his duly appointed attorney Stephen Vincent

Date:  3/2/2006
.....
Stafford Wright
acting by his duly appointed attorney Stephen Vincent

Date: 3/2/2006

A copy of this written resolution has been supplied to the auditors of the Company.