

Company No. 5026914

**THE COMPANIES ACT 1985**  
**COMPANY LIMITED BY SHARES**  
**WRITTEN RESOLUTIONS**

-of-

**DX NETWORK SERVICES LIMITED**

(the "Company")

(Effective *10/09* / 2006)



The following resolutions were duly agreed to by all the members of the Company entitled to attend and vote at general meetings of the Company in accordance with section 381A of the Companies Act 1985 as Written Resolutions with effect from *1 September* 2006.

**SPECIAL RESOLUTIONS**

**1. Alteration of Memorandum of Association**

THAT, pursuant to section 4 of the Companies Act 1985, the Memorandum of Association of the Company be amended by inserting the following new Paragraph 3(u) as follows:-

"Subject to due compliance, and in accordance, with the provisions of sections 155 to 158 (inclusive) of the Companies Act 1985 (if and so far as such provisions shall be applicable), to give, whether directly or indirectly, any kind of financial assistance (as defined in section 152(1)(a) of the Companies Act 1985) for any such purpose as is specified in section 151(1) and/or section 151(2) of the Companies Act 1985."

**2. Alteration of Articles of Association**

THAT, pursuant to section 9 of the Companies Act 1985, the Articles of Association of the Company be amended by inserting the following new Article 11A:-

"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 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. 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 of a bank or financial institution or which are transferred in accordance with the provisions of this Article."

### 3. Approval of Transaction Documents

**THAT** the entry into and performance by the Company of the agreements listed below and such other deeds, certificates, instruments, notices, consents, requests, mandates and other documents to be entered into in connection therewith (together the "**Documents**") and the terms, transactions and matters contemplated by the Documents (in particular, the giving of a guarantee by the Company by the entry into, and the performance of its obligations under the Senior Facilities Agreement and the Mezzanine Facility Agreement (as defined below)) is in the best interests and to the further benefit and advantage of the Company and is hereby approved:

- (a) a draft accession letter (the "**Accession Letter**") to a senior facilities agreement dated 5 July 2006 for the provision of sterling term and revolving loan facilities in the maximum aggregate amount of £225,000,000 (the "**Senior Facilities Agreement**") entered into between, amongst others, (1) Mail Acquisitions 1 Limited and (2) Mail Acquisitions Limited as Borrowers and Guarantors, (3) Mail Acquisitions Holdings Limited and (4) Mail Acquisitions Finance Limited as Guarantors, (5) The Governor and Company of the Bank of Scotland for itself as Mandated Lead Arranger, (6) The Governor and Company of the Bank of

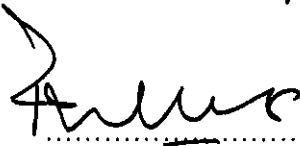
Scotland for itself as Original Lender, (7) The Governor and Company of the Bank of Scotland as Agent for itself and in its capacity as agent for the other Finance Parties, (8) The Governor and Company of the Bank of Scotland as Security Trustee for itself and in its capacity as agent and security trustee for the Secured Parties and (9) each of the Finance Parties pursuant to which the Lenders (as such terms are defined in the Senior Facilities Agreement) would make available certain credit facilities;

- (b) a draft accession letter (the **"Mezzanine Accession Letter"**) to a mezzanine facility agreement dated 5 July 2006 for the provision of a sterling term loan facility in the maximum aggregate amount of £57,200,000 (the **"Mezzanine Facility Agreement"**) entered into between, amongst others, (1) Mail Acquisitions 1 Limited and (2) Mail Acquisitions Limited as Borrowers and Guarantors, (3) Mail Acquisitions Holdings Limited and (4) Mail Acquisitions Finance Limited as Guarantors, (5) The Governor and Company of the Bank of Scotland for itself as Mezzanine Arranger, (6) The Governor and Company of the Bank of Scotland for itself as Original Mezzanine Lender, (7) The Governor and Company of the Bank of Scotland as Mezzanine Agent for itself and in its capacity as agent for the other Mezzanine Finance Parties, (8) The Governor and Company of the Bank of Scotland as Security Trustee for itself and in its capacity as agent and security trustee for the Secured Parties and (9) each of the Mezzanine Finance Parties pursuant to which the Lenders (as such terms are defined in the Mezzanine Facility Agreement) would make available to Mail Acquisitions 1 Limited and Mail Acquisitions Limited certain credit facilities;
- (c) a draft deed of accession and supplemental charge (the **"Deed of Accession and Supplemental Charge"**) to a debenture (the **"Debenture"**) dated 5 July 2006 and entered into by (1) Mail Acquisitions Holdings Limited, (2) Mail Acquisitions Finance Limited, (3) Mail Acquisitions 1 Limited and (4) Mail Acquisitions Limited in favour of the Bank as Security Trustee for itself and for each of the Finance Parties to secure the Secured Obligations (as defined in the Debenture);
- (d) a draft accession deed (the **"Intercreditor Accession Deed"**) to an intercreditor agreement (the **"Intercreditor Agreement"**) dated 5 July 2006 and entered into by (1) Mail Acquisitions Holdings Limited, (2) Mail Acquisitions Finance Limited, (3) Mail Acquisitions 1 Limited, (4) Mail Acquisitions Limited, (5) The Governor and Company of the Bank of Scotland (as Original Senior Lender, Original Mezzanine Lender, Agent, Mezzanine Agent, Issuing Bank, LNG Bank and Security Trustee), (6) the Institutions listed therein and (7) the Hedge Counterparties regulating the subordination of payments due and, where applicable, the enforcement of security by the parties thereto;

- (e) a certificate of the Company to be signed by one of its Directors, certifying and confirming certain matters set out therein;
- (f) a draft standard security (the "**Standard Security**") to be governed by Scottish law and entered into by the Company in favour of the Bank over the Company's property at Rutland Square Edinburgh EH1 2AS registered with title number MID 71908; and
- (g) a draft share charge (the "**Share Charge**") to be entered into by the Company and the Governor and Company of the Bank of Scotland over the Company's shares in DX Network Services Ireland Limited,

(documents referred to from paragraphs (a) to (g) inclusive are, together the "**Finance Documents**").

Dated: 1 September 2006



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Director/Secretary