

Company Number: 05113820
Fonebak plc

At the Annual General Meeting – 21st December, 2007

of Fonebak plc ("the Company") held at KBC Peel Hunt, 111 Old Broad Street, London EC2N 1PH on 21ST December 2007 the following Special Resolutions were passed :

(1) That, pursuant to Section 80 of the Companies Act 1985 ("the Act") and in substitution for all existing authorities under that section, the directors be and are hereby unconditionally authorised to exercise all powers of the company to allot relevant securities (within the meaning of Section 80 of the Act) up to an aggregate nominal amount of £188,950 (being 9,447,500 ordinary shares) provided that (unless previously revoked, varied or renewed) this authority shall expire at the conclusion of the next annual general meeting of the Company after passing of this resolution, save that the Company may make an offer or agreement before expiry of this authority which would or might require relevant securities to be allotted after such expiry and the directors may allot relevant securities pursuant to any such offer or agreement as if such authority conferred had not expired

(2) That, pursuant to section 95 of the Act and in substitution of all existing authorities under that section, the directors be and are hereby unconditionally empowered to allot equity securities (within the meaning of Section 94(2) of the Act) for cash pursuant to the authority conferred by resolution 5 as if Section 89(1) of the Act did not apply to such allotment, provided that such power shall be limited to

- (a) the allotment of equity securities in connection with an offer (whether by way of a rights issue, open offer or otherwise) to holders of ordinary shares in the capital of the Company in proportion (as nearly as practicable) to the respective numbers of ordinary shares held by them, subject to such exclusions or other arrangements as the directors may deem necessary or expedient in relation to such fractional entitlements or any legal or practical problems under the laws of any territory or the requirements of any regulatory body or stock exchange, and
- (b) the allotment of equity securities for cash (otherwise than pursuant to paragraph (a) above) up to an aggregate nominal amount of £28,342,

and (unless previously revoked, varied or renewed) shall expire at the conclusion of the next annual general meeting of the company after the passing of this resolution, save that the company may make an offer or agreement before the expiry of this power which would or might require equity securities to be allotted for cash after such expiry and the directors may allot equity securities for cash pursuant to any such offer or agreement as if the power conferred by this resolution had not expired

(3) That pursuant to section 166 of the Act, the Company be and is generally and unconditionally authorised to make market purchases (within the meaning of section 163 of the Act) of ordinary shares of 2 pence each in the capital of the company ("Shares"), provided that

- (a) The maximum number of Shares which may be purchased is 2,834,257,
- (b) The minimum price (exclusive of expenses) that may be paid for a share is 2 pence

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(c) the maximum price (exclusive of expenses) which may be paid for a Share is an amount equal to 105 per cent of the average of the middle market quotations for the Shares as derived from the Daily Official List for the five business days immediately preceding the day on which the purchase is made

and (unless previously revoked, varied or renewed) shall expire at the conclusion of the next annual general meeting of the Company, save that the Company may enter into a contract to purchase Shares before the expiry of this authority under which such purchase will or may be completed or executed wholly or partly after such expiry and may make a purchase of Shares pursuant to any such contract as if the authority conferred by this resolution had not expired

J.N.Temple

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