

Company No: 5298866

THE COMPANIES ACT 1985
COMPANY LIMITED BY SHARES
WRITTEN RESOLUTION

OF

Phonematch Limited

Passed on the 5th day of December 2005

The following WRITTEN RESOLUTION (Resolution 1 to have effect as an ordinary resolution and Resolutions 2 and 3 to have effect as a Special Resolution) were duly passed by the sole member of the Company entitled to attend and vote at a general meeting of the Company pursuant to Article 53 of the articles of association of the Company.

1. Authorised Capital

THAT the authorised share capital of the Company be increased from £1,001.00 to £10,000,000.00 by the creation of 9998999 additional ordinary shares of £1 each ranking in all respects pari passu with the existing 1,001 ordinary shares of £1 each.

2. Directors' Authority to Allot Shares

THAT the directors are authorised unconditionally, for the purposes of Section 80 of the Companies Act 1985, to allot shares up to the amount of the authorised capital of the Company £10,000,000.00 at any time or times during the period of five years from the date of passing this resolution.

3. Pre-Emption Rights

THAT the directors shall have the power to allot the shares up to the proposed level of authorised share capital of 10,000,000 ordinary shares of £1 each as if Section 89(1) of the Companies Act 1985 did not apply to the allotment and that such allotments shall be made within five years from the date of this resolution.

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Secretary

