

Company Number 05299925

THE COMPANIES ACT 2006
PUBLIC COMPANY LIMITED BY SHARES
ORDINARY AND SPECIAL RESOLUTIONS
OF
SARANTEL GROUP PLC
(the "Company")

THURSDAY



Passed 24 March 2011

At the sixth Annual General Meeting of the Company duly convened and held at the offices of Seymour Pierce Limited, 20 Old Bailey, London EC4M 7EN on 24 March 2011 at 10:30am, the following resolutions (as numbered in the notice of such meeting) were passed, resolutions 6 and 9 were passed as an ordinary resolutions and resolutions 7 and 8 were passed as special resolutions

ORDINARY RESOLUTION

6. **THAT** the Directors be and they are hereby generally and unconditionally authorised pursuant to section 551 of the Companies Act 2006 (the "Act") to allot shares in the Company and to grant rights to subscribe for or to convert any security into shares in the Company up to a maximum aggregate nominal amount of £1,336,454 44 provided that this authority shall expire 15 months after the date of the passing of this Resolution or at the conclusion of the Company's annual general meeting to be held in the calendar year 2012, whichever first occurs (unless previously revoked, varied or extended by the Company in general meeting) save that the Company may make offers or agreements before the expiry thereof which would or might require shares to be allotted or rights to subscribe for or convert securities into shares to be granted after the expiry of such authority and the Directors may allot shares or grant rights to subscribe for or convert securities into shares in pursuance of such an offer or agreement as if the authority conferred by this Resolution had not expired

SPECIAL RESOLUTIONS

7. **THAT** in addition and without prejudice to the authority set out in the immediate preceding Resolution the Directors be and they are hereby generally and unconditionally authorised to exercise all powers of the Company to allot equity securities (within the meaning of section 560 of the Act) in connection with an offer (whether by way of a rights issue, open offer or otherwise) in favour of holders of A ordinary shares and B ordinary shares in the capital of

the Company where the equity securities respectively attributable to the interests of all holders of A ordinary shares and B ordinary shares are proportionate (as nearly as may be) to the respective numbers of A ordinary shares and B ordinary shares (such shares being treated as one class for these purposes) held by them (subject to the Directors having a right to make such exclusions or other arrangements in connection with the offering as they deem necessary or expedient to deal with equity securities representing fractional entitlements and to deal with legal or practical problems under the laws of any territory or the requirements of any regulatory body or stock exchange) up to an aggregate nominal amount of £1,336,454 44 provided that this authority shall expire 15 months after the date of the passing of the Resolution or at the conclusion of the Company's annual general meeting to be held in the calendar year 2012 save that the Company may make offers or agreements before the expiry thereof which would or might require equity securities to be allotted after the expiry of such authority and the Directors may allot equity securities in pursuance of such an offer or agreement as if the authority conferred by this Resolution had not expired

8. **THAT**, subject to the passing of Resolutions 6 and/or 7, the Directors be and they are hereby empowered pursuant to section 570 of the Act to allot equity securities (within the meaning of section 560 of the Act) for cash pursuant to the authorities conferred by Resolutions 6 and/or 7 as if section 561(1) of the Act did not apply to any such allotments This power is limited to

- (a) the allotment of equity securities where such securities have been offered (whether by way of rights issue, open offer or otherwise) to holders of A ordinary shares and B ordinary shares in the capital of the Company made in proportion (as nearly as may be) to their existing holdings of A ordinary shares and B ordinary shares (such shares being treated as one class for these purposes) but subject to the Directors having a right to make such exclusions or other arrangements in connection with the offering as they deem necessary or expedient
 - (i) to deal with equity securities representing fractional entitlements, and
 - (ii) to deal with 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) up to an aggregate nominal amount of £400,936 33,

and will expire 15 months after the date of the passing of this Resolution or at the conclusion of the Company's annual general meeting to be held in the calendar year 2012, whichever first occurs, but the Company may, before such expiry, make offers or agreements which would or might require equity securities to be allotted after such expiry and the Directors may allot equity securities in pursuance of that offer or agreement as if the power conferred by this Resolution had not expired

For the purposes of this resolution

- (i) references (except in paragraph (ii) below) to an allotment of equity securities shall include a sale of treasury shares, and

- (ii) the power in paragraph (a) of this Resolution, in so far as it relates to the allotment of equity securities rather than the sale of treasury shares, is granted pursuant to the authorities referred to in Resolutions 6 and 7

ORDINARY RESOLUTION

9. **THAT** the Company and all companies that are its subsidiaries at any time during the period for which this Resolution is effective be and they are hereby authorised in aggregate, to

- (a) make political donations to political organisations other than political parties and/or independent election candidates not exceeding £25,000 in total,
- (b) incur political expenditure, not exceeding £25,000 in total,

provided that this authority will expire 15 months after the date of the passing of this Resolution or at the conclusion of the Company's annual general meeting to be held in calendar year 2012, whichever first occurs

For the purposes of this Resolution the terms "political donation", "political parties", "independent election candidates", "political organisation" and "political expenditure" have the meanings given by sections 363 to 365 of the Act

Signed

Chairman of the Annual General Meeting

