

ORDINARY AND SPECIAL RESOLUTIONS

OF

TSE GROUP PLC

("the Company")

At a General Meeting of the Company duly convened and held at 10am on 17 December 2010 at 4 Park Place, London, SW1A 1LP the following Resolutions were duly passed as Ordinary and Special Resolutions

ORDINARY RESOLUTIONS

1. THAT, the strategy of the Company be amended so as to include building an international communications and marketing business

2. THAT, the directors be and they are hereby generally and unconditionally authorised in accordance with section 551 of the Companies Act 2006 to exercise all powers of the Company to allot Relevant Securities (as defined in the Companies Act 2006) (i) in respect of the Placing Shares and (ii) up to an aggregate maximum nominal amount equal to £500,000 provided that the authority hereby conferred shall operate in substitution for and to the exclusion of any previous authority given to the Directors pursuant to section 80 of the Companies Act 1985 or section 551 of the Companies Act 2006 and shall expire on whichever is the earliest of the conclusion of the Annual General Meeting of the Company held in 2011 or the date falling 12 months from the date of the passing of this resolution unless such authority is renewed, varied or revoked by the Company in general meeting save that the Company may at any time before such expiry make an offer or agreement which might require Relevant Securities to be allotted after such expiry and the directors may allot Relevant Securities in pursuance of such offer or agreement as if the authority hereby conferred had not expired.

SPECIAL RESOLUTIONS

3. THAT, subject to and conditional upon passing of resolution 2 above the Directors be and they are hereby empowered pursuant to Section 570 of the Companies Act 2006 to allot equity securities (as defined in Section 560 of the Companies Act 2006) for cash as if Section 561 (1) of the Companies Act 2006 did not apply to any such allotment PROVIDED THAT such power shall be limited to

(a) the allotment of equity securities in connection with a rights issue or any other pre-emptive offer in favour of holders of equity securities (as required by the rights of such securities) in proportion (as nearly as may be) to the respective amounts of equity securities held by them subject only to such exclusions or other arrangements as the directors may consider appropriate to deal with treasury shares, fractional entitlements, record dates or legal or practical difficulties under the laws of any territory or the requirements of any recognised regulatory body or stock exchange in any territory or otherwise,

(b) the allotment of the Placing Shares, and

(c) the allotment (otherwise than pursuant to sub paragraph (a) or (b) above) of equity securities up to an aggregate nominal amount of £500,000,

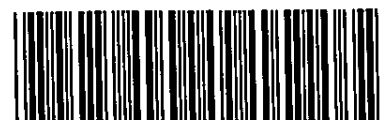
and the power hereby conferred shall operate in substitution for and to the exclusion of any previous power given to the directors pursuant to section 95 of the Companies Act 1985 or section 561 (1) of the Companies Act 2006 and shall expire on whichever is the earlier of the conclusion of the Annual General Meeting of the Company held in 2011 or the date falling 12 months from the date of the passing of this Resolution unless such power is renewed, varied or revoked by the Company in the General Meeting except that the Company may before the expiry of any power contained in this Resolution make an offer or agreement which would or might require equity securities to be allotted after such expiry and the directors may allot equity securities in pursuance of such offer or agreement as if the power conferred hereby had not expired

~~4. THAT, subject to the consent of the Registrar of Companies, the name of the Company is changed to~~
~~PORTA COMMUNICATIONS PLC~~ **FOR INFORMATION ONLY**

5. THAT, the Articles of Association of the Company be amended so that Article 5 is deleted and replaced with the word "Blank "

[Signature]
Chairman

FRIDAY



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COMPANIES HOUSE