

Registered No 05466039

FRIDAY



A24 \*AOZGWW37\* 30/11/2007 246  
COMPANIES HOUSE

**WRITTEN RESOLUTION  
of  
EUROTEL HOLDINGS LIMITED (the "Company")**

**CIRCULATION DATE:**

**Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose that the following resolution is passed as a special resolution**

**SPECIAL RESOLUTION**

That the attached Articles of Association be and they hereby are adopted as the new Articles of Association of the Company in substitution for and to the complete exclusion of its existing Articles of Association

Please read the notes at the end of this document before signifying your agreement to the Resolution

The undersigned, a person entitled to vote on the Resolution on 30 November 2007, hereby irrevocably agrees to the Resolution

**SIGNATURE OF MEMBERS**

DAVID IVOR YOUNG

Dated

CHRIS JAGUSZ

Dated

JONATHAN RODMELL

Dated

AJACHS LIMITED

By its lawful attorney  
Dated

EUROTEL HOLDINGS LIMITED  
LOI-7549651v1

DAVID DEY

Dated

PHIL ALLINGAN

Dated

MATTHEW KINGSWOOD

Dated

RRD LIMITED


By its lawful attorney  
Dated

PAUL HUDSON

By its lawful attorney  
Dated

MARK MAIN  


By his lawful attorney  
Dated

TONY MILLWARD  


By his lawful attorney  
Dated

KEITH MOORE  



By his lawful attorney  
Dated

ANTHONY COPSEY  


By his lawful attorney  
Dated

DAVE BEAMES  


By his lawful attorney  
Dated

STEVE SIMONITE  


By his lawful attorney  
Dated

VIC MARRIOTT  


By his lawful attorney  
Dated

CLAIRE TVER  


Dated

NICHOLA UMPLEBY  


By her lawful attorney  
Dated

CHRISTINA MAHER  


By her lawful attorney  
Dated

JASWINDER KAUR  


By her lawful attorney  
Dated

STEVE WELSH  

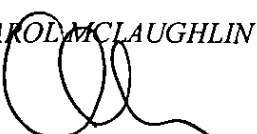

By his lawful attorney  
Dated

PAUL CUNNINGHAM  



By his lawful attorney  
Dated

MIKE ARNOLD  


By his lawful attorney  
Dated

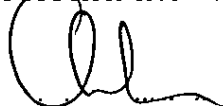
CAROL MCLAUGHLIN  


By her lawful attorney  
Dated

JAMES HUTCHINSON  



By her lawful attorney  
Dated

TOM IASNIKOWSKI



By his lawful attorney  
Dated

SIMON WETHERELL



By his lawful attorney  
Dated

MICHELLE HOBIN



By his lawful attorney  
Dated

RACHEL GATES



By her lawful attorney  
Dated

PETER MACKAREL



By his lawful attorney  
Dated

DAVID BUTLER



By his lawful attorney  
Dated

By his lawful attorney  
Dated

JANE WARDELL



By her lawful attorney  
Dated

DAVID TOWN



By his lawful attorney  
Dated

SAMANTHA VIGOR



By her lawful attorney  
Dated

MICK RODI



By his lawful attorney  
Dated

SARAH TAYLOR-SWART



By her lawful attorney  
Dated

## NOTES

1 If you agree with the Resolution, please indicate your agreement by signing and dating this document where indicated above and returning it to the Company using one of the following methods

- **By Hand:** delivering the signed copy to the Company c/o Jones Day, 21 Tudor Street, London, EC4Y 0DJ (Ref Project Belle – Written Resolutions of Eurotel Holdings Limited)

- **Post:** returning the signed copy by post to the Company c/o Jones Day, 21 Tudor Street, London, EC4Y 0DJ (Ref Project Belle – Written Resolutions of Eurotel Holdings Limited)
- **Fax:** faxing the signed copy to Jones Day on behalf of the Company to 020 7039 5999 marked "For the attention of James Goold/Katie Cotton" (Ref – Project Belle – Written Resolutions of Eurotel Holdings Limited)
- **E-mail:** by attaching a scanned copy of the signed document to an e-mail and sending it to [jegoold@jonesday.com](mailto:jegoold@jonesday.com) and [kcotton@jonesday.com](mailto:kcotton@jonesday.com) Please enter "Written resolutions of Eurotel Holdings Limited" in the e-mail subject box

If you do not agree to the Resolution, you do not need to do anything you will not be deemed to agree if you fail to reply

- 2 Once you have indicated your agreement to the Resolution, you may not revoke your agreement
- 3 Unless, by November 2007, sufficient agreement has been received for the Resolution to pass, it will lapse If you agree to the Resolution, please ensure that your agreement reaches us before or during this date
- 4 In the case of joint holders of shares, only the vote of the senior holder who votes will be counted by the Company Seniority is determined by the order in which the names of the joint holders appear in the register of members
- 5 If you are signing this document on behalf of a person under a power of attorney or other authority please send a copy of the relevant power of attorney or authority when returning this document



Director

Registered No 05466039

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of  
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DAVID IVOR YOUNG

DAVID DEY

*Dated*

*Dated*

CHRIS JAGUSZ

PHIL ALLINGAN

*Dated*

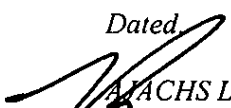
*Dated*

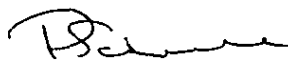
JONATHAN RODMELL

MATTHEW KINGSWOOD

*Dated*

*Dated*

  
DAVID IVOR YOUNG  
Authorised Signatory  
For COSIGN SERVICES LIMITED  
Director

  
DAVID DEY  
Authorised Signatory  
For SPREAD SERVICES LIMITED  
Director

By its lawful attorney  
*Dated*

EUROTEL YA LIMITED

  
DAVID DEY  
Authorised Signatory  
For COSIGN SERVICES LIMITED  
Director

  
PHIL ALLINGAN  
Authorised Signatory  
For SPREAD SERVICES LIMITED  
Director

By its lawful attorney  
*Dated*

PAUL HUDSON

Number 05466039

THE COMPANIES ACTS 1985 TO 2006

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PRIVATE COMPANY LIMITED BY SHARES

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ARTICLES OF ASSOCIATION

- of -

EUROTEL HOLDINGS LIMITED

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COMPANIES ACTS 1985 TO 2006

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COMPANY LIMITED BY SHARES

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ARTICLES OF ASSOCIATION

- of -

EUROTEL HOLDINGS LIMITED

**1. PRELIMINARY**

The Company is a private company limited by shares and accordingly any offer to the public of shares in or debentures of the Company or any allotment of or agreement to allot shares in or debentures of the Company with a view to their being offered for sale to the public is prohibited. Subject as hereinafter provided and except where the same are varied by or inconsistent with these presents, the regulations contained in Table A in the Companies (Tables A-F) Regulations 1985 (as amended prior to the adoption of these Articles) (hereinafter referred to as "**Table A**") shall apply to the Company.

**2. AUTHORISED SHARE CAPITAL**

- 2 1 The authorised share capital of the Company is £100 divided into 100 ordinary shares of £1 each

**3. TRANSFER OF SHARES**

- 3 1 For as long as the Company is the wholly owned subsidiary (as defined in Section 736 of the Act) of another company, a transfer in respect of any shares in the Company may be executed by a director of that other company, and the Directors of the Company shall be bound to accept such a transfer as validly executed by a duly authorised agent of the transferor

- 3 2 Regulation 24 of Table A shall not apply. Save for any transfer made pursuant to the provisions of Article 3 1 the Directors may in their absolute discretion and without assigning any reason therefor decline to register any transfer of any share, whether or not it is a fully paid share

- 3 3 Notwithstanding anything contained in these articles, the Directors shall not decline to register any transfer of shares, nor may they suspend registration of it where the transfer

- (A) is to any bank or institution to which such shares have been charged by way of security, or to any nominee of such a bank or institution ("a Secured Institution"), or
- (B) is delivered to the Company for registration by a Secured Institution or its nominee in order to perfect its security over the shares, or

- (C) is executed by a Secured Institution or its nominee pursuant to the power of sale or other power under such security,

and furthermore notwithstanding anything to the contrary contained in these articles no transferor of any shares in the Company or proposed transferor of such shares to a Secured Institution or its nominee and no Secured Institution or its nominee shall be required to offer the shares which are or are to be the subject of any transfer aforesaid to the shareholders for the time being of the Company or any of them, and no such shareholder shall have any right under the articles or otherwise howsoever to require such shares to be transferred to them whether for consideration or not

#### **4. PROCEEDINGS AT GENERAL MEETINGS**

The second sentence of Regulation 40 of Table A shall be omitted One member present in person or by proxy shall be a quorum at any general meeting

#### **5. SHARE CERTIFICATES**

The Company may execute share certificates in accordance with the enabling provisions of Section 36A of the Act and the provisions of Regulation 6 of Table A shall be deemed to have been varied accordingly

#### **6. VOTES OF MEMBERS**

- 6 1 A proxy shall be entitled to vote on a show of hands and Regulation 54 of Table A shall be modified accordingly

- 6 2 Regulation 59 of Table A shall not apply to the Company On a poll votes may be given either personally or by proxy or, in the case of a member being a corporation, by its duly authorised representative

- 6 3 Where a general meeting is being held at short notice, an instrument appointing a proxy will be valid if it is deposited at or received by the Company at any time prior to the commencement of the general meeting, and Regulation 62 of Table A shall be amended accordingly

#### **7. DIRECTORS**

- 7 1 Regulations 64 and 73 to 80 (inclusive) of Table A shall not apply to the Company The last sentence of Regulation 84 of Table A shall be omitted

- 7 2 Unless and until otherwise determined by ordinary resolution there shall be no maximum number of Directors and the minimum number of Directors shall be one A sole Director shall have authority to exercise all the powers of the Company vested in the Directors

- 7 3 If any Director shall be called upon to perform extra services or to make special exertions in going or residing abroad or otherwise for any of the purposes of the Company, the Company may remunerate the Director so doing either by a fixed sum or by a percentage of profits or otherwise as may be determined by a resolution passed at a Board Meeting of the Directors of the Company, and such remuneration may be either in addition to or in substitution for any other remuneration to which he may be entitled as a Director

- 7 4 In Regulation 85(c) of Table A there shall be inserted after the words "interest or benefit" the words "unless the Company by ordinary resolution otherwise direct "



## **8. APPOINTMENT AND REMOVAL OF DIRECTORS**

A member or members holding a majority in nominal value of the issued ordinary shares for the time being in the Company shall have power from time to time and at any time to appoint any person or persons as a Director or Directors either as an additional Director or to fill any vacancy and to remove from office any Director howsoever appointed. Any such appointment or removal shall be effected by an instrument in writing signed by the member or members making the same, or in the case of a member being a company, signed by one of its directors on its behalf, and shall take effect upon lodgement at the registered office of the Company.

## **9. ALTERNATE DIRECTORS**

The last sentence of Regulation 66 of Table A shall be omitted.

## **10. POWERS AND DUTIES OF DIRECTORS**

10 1 Subject to a Director complying with the provisions of Section 317 of the Act, he shall be entitled to vote at a meeting of Directors in respect of any contract or arrangement in which he is interested and if he does so his vote shall be counted and he may be taken into account in ascertaining whether a quorum is present. Regulation 94 of Table A shall be construed accordingly.

10 2 The Directors may grant retiring pensions or annuities or other allowances, including allowances on death, to any person or to the widow or dependants of any person in respect of services rendered by him to the Company as managing director, assistant managing director or in any other executive office or employment under the Company or indirectly as an executive officer or employee of any subsidiary of the Company or of its holding company (if any) notwithstanding that he may be or may have been a director of the Company, and may make payments towards insurances or trusts for such purposes in respect of such persons and may include rights in respect of such pensions, annuities and allowances in the terms of engagement of any such person.

## **11. DISQUALIFICATION OF DIRECTORS**

Regulation 81 of Table A shall not apply to the Company. The office of Director shall be vacated if the Director

11 1 resigns his office by notice in writing to the Company, or

11 2 becomes bankrupt or makes any arrangement or composition with his creditors generally; or

11 3 ceases to be a director by virtue of any provision of the Act or he becomes prohibited by law from being a director, or

11 4 becomes of unsound mind, or

11 5 ceases to be a director by virtue of Section 291 or 293 of the Act, or

11 6 is removed from office in accordance with the provisions of Article 8.

## **12. PROCEEDINGS OF DIRECTORS**

12 1 Notices of meetings of Directors shall be given to all Directors and to any alternative Directors appointed by them. Notice of the meeting of the Directors shall be deemed to be

properly given to a Director if it is given to him personally or by word of mouth or sent in writing to him at his last known address or at any other address given by him to the company for this purpose, or by any other means authorised in writing by the Director concerned. A Director absent or intending to be absent from the United Kingdom may request that notices of meetings of the Directors shall, during his absence, be sent in writing to him at an address or to a facsimile or telex number given by him to the company for this purpose. Regulation 88 of Table A shall be modified accordingly.

12.2 Regulation 90 of Table A shall not apply to the Company.

12.3 All or any of the Directors or of the members of any committee of the Board may participate in a meeting of the Board or that committee by means of a conference telephone or any communication equipment which allows all persons participating in the meeting to hear and speak to each other. A person so participating shall be deemed to be present in person at the meeting and shall be entitled to vote or be counted in a quorum accordingly. Such a meeting shall be deemed to take place where the largest of those participating is assembled, or, if there is no such group where the Chairman of the meeting then is.

### **13. DIRECTORS' GRATUITIES AND PENSIONS**

Regulation 87 of Table A shall not apply to the Company.

### **14. NOTICES**

14.1 In Regulation 112 of Table A the words "and who gives to the Company an address within the United Kingdom at which notices may be given to him" and the words "but otherwise no such member shall be entitled to receive any notice from the Company" shall be omitted.

14.2 In Regulation 116 of Table A the words "within the United Kingdom" shall be omitted.

### **15. WINDING UP**

In Regulation 117 of Table A there shall be inserted before the words "determine how such division" the words "with the like sanction".

### **16. INDEMNITY**

Regulation 118 of Table A shall not apply to the Company. Subject to the provisions of the Act, the Company may purchase and maintain for any Director, Managing Director, Secretary or other officer or employees or agent of the Company or its auditors insurance against any liability. Subject to the provisions of the Act, but without prejudice to any indemnity to which the person concerned may otherwise be entitled, every person who is or has been a Director, Managing Director, Secretary and other officer or employee of the Company shall (to the extent the proceeds of any insurance policy against such liability are insufficient to meet such liability in full) be indemnified out of the assets of the Company against any liability relating to his conduct as, or incurred by him as, such Director, Managing Director, Secretary or other officer or employee of the Company in defending any proceedings, whether civil or criminal, in which judgment is given in his favour or in which he is acquitted or in connection with any application under Section 144(3) or Section 144(4) or Section 727 of the Act in which relief is granted to him by the Court, and, if the Board thinks fit, every agent and the auditors of the Company may be so indemnified against any liability incurred by him/them in defending any such proceedings.