

GATEWAY TELECOMMUNICATIONS PLC
(with registered company number 5965197, the "Company")

WRITTEN RESOLUTIONS OF THE DIRECTORS
(so being passed on 7 November, 2006)

The undersigned are at the date hereof all the directors of the Company entitled to receive notice of a meeting of the directors (or a committee thereof) of the Company (the "Directors"), and pursuant to article 94 of the articles of association of the Company (the "Articles"), hereby pass the following resolutions and agree that such resolutions shall be for all purposes as valid and effective as if the same had been passed at a meeting of the directors (or a committee thereof) of the Company duly convened and held.

IT BEING NOTED THAT the Company was newly incorporated as a public limited company on October 12, 2006; THAT, the Directors, as of the date of incorporation, are Julian McIntyre and Peter Gbedemah; THAT Peter Gbedemah hereby discloses, pursuant to section 324 of the Companies Act 1985 (the "Act") that he is the holder of or is otherwise interested in one subscriber share in the Company; THAT Gateway Telecommunications SA (Pty) Limited ("GT") is the holder of the remaining initial subscriber share in the Company; THAT, the secretary of the Company, as of the date of incorporation, is MH Secretaries Limited (the "Company Secretary"); and THAT, pursuant to section 224(3A) of the Act, the accounting reference date (the "ARD") of the Company is presently October 31 of each year,

IT IS HEREBY RESOLVED:

In respect of various INCORPORATION MATTERS:

THAT, in accordance with Section 22 of the Act, the Company Secretary be and is hereby instructed to enter the name of the Subscribers in the register of members of the Company;

THAT, the ARD of the Company be and is hereby amended to December 31 of each year (the "ARD Change"); THAT the first accounting reference period of the Company be extended to end on December 31, 2007; and THAT, in respect of the ARD Change, the Companies House Form 225 be completed and delivered for filing at Companies House within 15 days of the passing of this resolution;

THAT Barclays Bank Plc, with branch address One Churchill Place, London, E14 5HP, and subject to the appropriate bank forms and mandates being completed and processed (the "Bank Forms"), be and is hereby appointed the Company's bankers (the "Bank"); and THAT any Bank Forms in that regard be approved and executed to give effect to the opening of one new UK Sterling account and one new US Dollar account (the "New Accounts"); and

THAT, subject to the appropriate engagement letter being executed, KPMG be appointed as auditors to the Company (the "Auditors"), and THAT any engagement letter in that regard be and is hereby approved such the Auditors be so appointed until, in accordance with section 385(3) of the Act, the conclusion of the first general meeting of the Company;

In respect of an INCREASE IN AUTHORISED SHARE CAPITAL:

THAT, in operation with the resolution of the shareholders of the Company, dated on or around the date of this resolution authorising the same, the Directors hereby authorise the authorised share capital of the Company to be increased by £69,950,000 to £70,000,000 by the creation of 69,950,000 ordinary shares of £1 each (the "ASC Increase");



THAT, in respect of the ASC Increase, and subject to the resolution of the shareholders of the Company referred to above, a Companies House Form 123 be completed and returned for filing at Companies House within 15 days of the date of this resolution and subject to the resolution of the shareholders of the Company authorising the same, the Articles and memorandum of association of the Company be accordingly amended and filed with Companies House;

In respect of a SHARE ALLOTMENT:

THAT, it being so authorised under article 4 of the Articles, the Company allots 49,567,567 ordinary shares of £1.00 each of the Company (the "GT Shares") to existing initial subscriber Gateway Telecommunications SA (Pty) Limited ("GT") (the "GT Allotment"), such that, and with reference to section 117 of the Act, the total issued share capital of the Company be £49,567,569; and

THAT in respect of the GT Allotment, a Companies House Form 88(2) be completed and returned for filing at Companies House within one month of the date of this resolution; THAT the Company Secretary be and is hereby instructed to make the entry of the GT Allotment in the Company books, and THAT share certificates be newly issued to GT in respect of the GT Allotment;

In respect of the GCA TRANSFER:

THAT as consideration for the GT Allotment, the GT Shares be fully paid-up to the value of each share's nominal value, by way of a share-for-share exchange (the "Share Consideration") by GT transferring its entire shareholding interest in Gateway Communications Africa (UK) Limited ("GCA") to the Company (the "GCA Transfer"), such interest being the entire issued share capital of GCA, namely 1 ordinary share (with nominal value of £1) (the "GCA Share");

THAT the GCA Transfer be undertaken at a fair market value, such value being determined, in consultation with KPMG, the accountants of the GT and its subsidiaries (the "Group"), to be the Sterling equivalent of US\$91.7 million, at an US\$/£ exchange rate of US\$1.85 to every £1, being £49,567,567, as agreed in a share purchase agreement to be entered into between GT and the Company on or around the date of this resolution (the "SPA");

THAT the Company hereby approves the entry into and the execution of the SPA, a draft of which has been considered by the Directors, subject to such amendments and additions thereto as any Director shall in his absolute discretion and sole opinion deem appropriate, whereby it be ensured that on transfer, the GCA Share remains subject to any existing liens or encumbrances, namely a mortgage over the GCA Share currently in existence for the benefit of Investec Bank (Mauritius) Limited ("Investec") entered into by GT and Investec on June 7, 2005 (the "Investec Share Mortgage");

THAT, in respect of the GCA Transfer, a stock transfer form dated on or around the date of this resolution (the "Stock Transfer Form"), stamped by the applicable authority, and duly signed by GT, be and is hereby accepted and approved by the Company;

In respect of THE COMPANY STARTING ITS COMMERCIAL BUSINESS:

THAT, in reference to sections 117 and 118 of the Act, and pursuant to the GT Allotment whereby the issued share capital of the Company is increased to £49,567,569, fully paid-up, being above the statutorily required authorised minimum for a public limited company's allotted share capital, a Companies House Form 117 be executed on the date the GCA Transfer becomes effective (the "Effective Date") and immediately delivered to Companies House, such form providing the statutory declaration that the Company's issued share capital is at least the statutory minimum in order so it may on the Effective Date obtain a trading certificate from Companies House entitling it to begin its commercial business as of the Effective Date;

In respect of continuance of the INVESTEC SHARE MORTGAGE:

THAT, in respect of the Investec Share Mortgage, the Company hereby approves the entry into and execution of a consent and novation letter (the "Consent Letter"), to be executed as a deed by the Company, GCA, GT and Investec, on the Effective Date, a final draft of which has been considered by the Directors, subject to such amendments and additions thereto as any Director shall in his absolute discretion and sole opinion deem appropriate, whereby the Company undertakes to perform the Investec Share Mortgage and be bound, as of the Effective Date, by its terms in every way as if having been a party to the Investec Share Mortgage in place of GT, to the satisfaction of Investec; and

THAT in respect of the Consent Letter, a Companies House Form 395 be completed and returned for filing at Companies House within 21 days of the date of the execution of the Consent Letter; THAT the Company Secretary be and is hereby instructed to make the entry of the Consent Letter in the Company books;

(where all such matters in connection with the above are collectively the "Initial Matters")

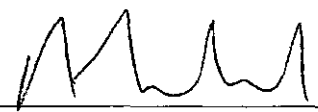
AND IT IS HEREBY FURTHER RESOLVED:

THAT each Director be and is hereby severally authorised to do all acts and things necessary or desirable to give effect to these resolutions and to sign and deliver on behalf of the Company any and all documents (including the giving of any notices) which may be required or desirable pursuant to or in connection with the Initial Matters (the "Documents"), in each case in such manner of form as any Director may in his absolute discretion consider necessary or desirable; and THAT the execution by a Director of any Document shall be conclusive evidence of the approval by the Director of any amendments which may have been made thereto.

The above being so RESOLVED on 7 November, 2006.

Signed by:


Julian McIntyre


Peter Gbedemah

Agreement or the legal relationships established by this Agreement shall be subject to the exclusive jurisdiction of the English courts to which the parties hereby submit.

AS WITNESS whereof the parties have signed this Agreement on the date and year first above written.

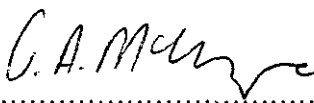
(signatures to follow)

SIGNATORIES

GATEWAY TELECOMMUNICATIONS SA (PTY) LIMITED
as Seller

Signed by Julian McIntyre,
duly authorised signatory for
Gateway Telecommunications
SA (Pty) Limited


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GATEWAY TELECOMMUNICATIONS PLC
as Purchaser

Signed by Julian McIntyre,
duly authorised signatory for
Gateway Telecommunications Plc

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