

THE COMPANIES ACT 2006

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION
of
OPTUS HOLDINGS LTD

(the "Company")

CIRCULATION DATE: 24 JUNE 2009

We, being the members of the Company who at the date of this resolution are entitled to attend and vote at general meetings of the Company, hereby unanimously **RESOLVE** that the following resolution (the "**Resolution**") be passed as a written resolution having effect as a ordinary resolution of the Company in accordance with Chapter 2 of Part 13 of the Companies Act 2006 (the "**Act**") and agree that the Resolution shall for all purposes be as valid and effective as if the same had been passed at a general meeting of the Company duly convened and held:-

ORDINARY RESOLUTION

THAT, the purchase by the Company of 25,000 A ordinary shares of £1.00 each from Jonathan Heanaghan a director of the Company, for the total aggregate sum of £2,000 be approved for the purposes of section 190 of the Act.

AGREEMENT

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

We, the undersigned, members of the Company entitled to vote on the Resolution on the circulation date, hereby irrevocably agree and approve the Resolution.

.....
Signed by JONATHAN HEANAGHAN

Dated:


Signed by JOHN SMEDLEY

Dated:


Signed by JUSTIN WEIR

Dated:


Signed by JOHN MCGALLAN

Dated:



Notes

You can choose to agree to the Resolution. If you agree to the Resolution please indicate your agreement by signing and dating this document where indicated above and returning it to the Company by hand or by post in each case returning the signed copy to the directors at the Company's registered office.

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

1. Once you have indicated your agreement to the Resolution, you may not revoke your agreement.
2. Unless, within 28 days of the circulation date, 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 the expiry date.
3. 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.
4. 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 when returning this document.

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