

**THE COMPANIES ACT 1985**  
**COMPANY LIMITED BY SHARES**  
**ATLANTIC TELECOM GROUP PLC**

**Special Resolution**

At the Annual General Meeting of the Members of the above company duly convened and held at London on the Twenty eighth day of August, Nineteen Hundred and Ninety-seven the following Resolution was passed as a Special Resolution:-

"That, pursuant to section 95 of the Companies Act 1985 (as amended) ("the Act"), the directors be and they are hereby empowered to allot for cash equity securities (as defined for the purposes of section 89 of the Act) pursuant to the authority conferred on them by in resolution 5 passed of even date herewith as if section 89(1) of the Act did not apply to such allotment, provided that this power shall be limited to:-

- (a) the allotment of equity securities in connection with a rights issue in favour of ordinary shareholders and so that for this purpose "rights issue" means an offer of equity securities open for acceptance for a period fixed by the directors to holders of equity securities on the register on a fixed record date in proportion to their respective holdings of such securities or in accordance with the rights attached thereto but subject to such exclusions or other arrangements as the directors may deem necessary or expedient in relation to fractional entitlement or legal or practical problems under the law of, or the requirements of any recognised regulatory body or any stock exchange in, any territory;
- (b) the granting of options in connection with the Atlantic Telecom Group PLC Approved Executive Share Option Scheme 1995; and
- (c) the allotment (otherwise than pursuant to paragraphs (a) and (b) of this resolution) of equity securities up to an aggregate nominal value of £631,933,

and shall expire at the earlier of the expiry of 15 months from the date of passing of this resolution and the conclusion of the annual general meeting following such date provided that the Company may make prior to the expiry thereof any offer or agreement which would or might require any such securities to be allotted otherwise than in accordance with section 89(1) of the Act after the expiry of this power and the directors may allot equity securities in pursuance of such offer or agreement as if the power conferred hereby had not expired, and this power shall be to the exclusion of and in substitution for all existing powers under section 95 of the Act."

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A handwritten signature is written over a dotted line.

Secretaries