

Number of Company 2650571

The Companies Act 1985

**ELECTIVE WRITTEN RESOLUTION**

of the sole member of

ALCATEL TELECOM LIMITED


Pursuant to Regulation 53 of Table A as incorporated  
in the Articles of Association of the Company

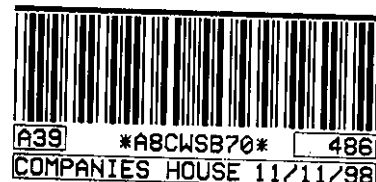
Passed on 5<sup>TH</sup> November 1998

The undersigned being the sole Member of the Company for the time being entitled to receive notice to attend and vote at General Meetings, or authorised representative to such member, hereby passes the following as an elective resolution in accordance with Section 379A of the Companies Act 1985:

The Company hereby elects:

- (i) pursuant to Section 252 of the Act, to dispense with the laying of accounts and reports before the company in general meeting;
- (ii) pursuant to Section 366A of the Act, to dispense with the holding of annual general meetings;
- (iii) pursuant to Section 386 of the Act, to dispense with the obligation to appoint auditors annually; and that during the term that such dispensations in force the Directors be and they are hereby authorised to fix the auditors remuneration.

  
N W HORNE  
Duly authorised for and on behalf of  
ALCATEL LIMITED



CERTIFIED TRUE COPY.

S. L. MARTIN   
COMPANY SECRETARY