

Company Number 02650571

ALCATEL TELECOM LIMITED (The Company)

COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

WRITTEN RESOLUTIONS OF
ALCATEL TELECOM LIMITED



Pursuant to S.381A of the Companies Act 1985

Passed on 13 October, 2004

We, the undersigned, being all members of the Company for the time being entitled to attend and vote at general meetings, hereby pass the following resolutions as written resolutions of the Company pursuant to Section 381A Companies Act 1985 (the "**Act**") and agree that such resolutions 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: -

WRITTEN RESOLUTIONS

1. INCREASE OF SHARE CAPITAL

That the authorised share capital of the Company be increased from £225,000,000 to £273,711,268 by the creation of a further 48,711,268 ordinary shares of £1 each in the capital of the Company with all such ordinary shares having the rights set out in the Articles of Association of the Company.

2. AUTHORITY TO DIRECTORS TO ALLOT SHARES

That the directors of the Company be generally and unconditionally authorised for the purposes of Section 80 of the Act to exercise all the powers of the Company to allot relevant securities up to an aggregate nominal amount of £60,000,000 provided that this authority shall expire 1 year from the date of these written resolutions and that the Company may, before such expiry, make an offer or agreement which would or might require relevant securities to be allotted after such expiry and the directors may allot relevant securities in pursuance of such offer or agreement notwithstanding that the authority conferred hereby has expired and, in this written resolution, the expression "relevant securities" and references to "*the allotment of relevant securities*" shall bear the same respective meanings as in Section 80(2) of the Act.

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3. DIS-APPLICATION OF PRE-EMPTION RIGHTS

That, subject to the passing of written resolution 2, the directors be and they are hereby empowered pursuant to Section 95 of the Act to allot equity securities for cash pursuant to the authority conferred by the previous resolution as if Section 89(1) of the Act did not apply to any such allotment.


4. ALTERATION OF MEMORANDUM OF ASSOCIATION

That clause 5 of the Memorandum of Association of the company be substituted with the following:

"The Company's share capital is £273,711,268 divided into 273,711,268 ordinary shares of £1 each"

Signed by

On behalf of Alcatel UK Limited


L A Sadiq, Director/Secretary

Signed by

On behalf of Alcatel Canada Inc.


David Wilson, Director/Secretary