

Company Number 2762625

THE COMPANIES ACT 1985 and 1989

COMPANY LIMITED BY SHARES

MAGNET LIMITED

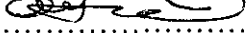
("the Company")

WRITTEN RESOLUTION

We, the undersigned, being the sole member of the Company entitled to attend and vote at general meetings of the Company, make the following resolution as a written resolution of the Company and which will, pursuant to section 381A of the Companies Act 1985 (amended by the Deregulation (Resolutions of Private Companies) Order 1996) be valid and effective as if the same had been passed at a general meeting of the Company duly convened and held:

1. That the memorandum of association of the Company be amended by the insertion of the following paragraph at clause 3 (12):

"to borrow and raise money, and to secure or discharge any debt, obligation or liability, in any matter on any terms and for any purposes whatsoever, and in particular (without derogation from the generality of the foregoing) secure any debt, obligation or liability by mortgages of or charges upon all or any part of the undertaking, real and personal property, assets, rights and revenues (present or future) and uncalled capital of the Company or by the creation of and issue on any terms of debentures, debenture stock or other securities of any description;"

Signed.....

*B May* 2003

For and on behalf of Nobia Holdings  
(UK) Limited

