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31/03/2011
COMPANIES HOUSE

Registered Number: 02954343

Easynet Limited

(the "Company")

Private Company Limited by Shares

CERTIFIED TO BE A TRUE AND
COMPLETE COPY OF THE ORIGINAL

CMS Cameron McKenna

DATE *31/03/2011*

CMS Cameron McKenna LLP
Mitre House, 160 Aldersgate Street
London EC1A 4DD

WRITTEN RESOLUTIONS OF THE SOLE SHAREHOLDER CIRCULATED ON
30 March **2011 (THE "CIRCULATION DATE") PURSUANT**
TO CHAPTER 2 OF PART 13 OF THE COMPANIES ACT 2006

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose that the following resolutions 1-3 below are passed as unanimous resolutions and that resolution 4 below is passed as a special resolution

UNANIMOUS RESOLUTIONS

1. THAT the provisions of and the transactions contemplated by

- (a) an accession deed whereby the Company will accede as a guarantor to a senior term and revolving facilities agreement dated 17 March 2011 (the "**Facilities Agreement**") between, inter alia (1) EGHL (UK) Limited as borrower, (2) Investec Bank plc as arranger, and, (3) HSBC Bank plc as agent,
- (b) an intercreditor agreement (the "**Intercreditor Agreement**") to be entered into between amongst others (1) HSBC Bank plc as agent, (2) the financial institutions named on the signing pages thereof as senior lenders, (3) Investec Bank plc as arranger; (4) the persons and companies named on the signing pages thereof as investors, (5) the Parent, and, (6) HSBC Corporate Trustee Company (UK) Limited as security trustee (the "**Security Trustee**"),
- (c) a debenture (the "**Debenture**") to be made between (1) the Company, (2) EGHL (UK) Limited, and (3) HSBC Corporate Trustee Company (UK) Limited as Security Trustee, and
- (d) a second debenture (the "**Second Debenture**") to be made between (1) the Company, (2) EGHL (UK) Limited, and (3) HSBC Corporate Trustee Company (UK) Limited as Security Trustee,

(together the "**Documents**") and the execution, delivery and performance by the Company (as the case may be) of the Documents be and are hereby approved and is for the benefit of and in the best interests of the Company for the purposes of carrying on its business

2. THAT:

- (a) the terms and conditions of, and the transactions contemplated by, the Documents and any other documents entered into pursuant thereto, including but not limited to, any borrowing, the provisions of any security, guarantees and indemnities be and are hereby approved, subject to such changes as the Company's directors and/or authorised signatories, in their absolute discretion think fit, notwithstanding any provision of the Company's memorandum of association and Articles of Association,

- (b) the directors and/or authorised signatories of the Company be and are hereby authorised to take any action or enter into any other documents in connection or pursuant to the terms of the Documents as they shall deem necessary or appropriate, and to execute, deliver and perform any and all obligations made under those documents notwithstanding any provision of the Company's Memorandum of Association and Articles of Association or any personal interest of any of the Company's Directors,
- (c) the directors and/or authorised signatories of the Company are authorised to do all things necessary in respect of the Documents and any other related documents, notwithstanding any provisions of the Company's Memorandum and Articles of Association, and
- (d) notwithstanding any provisions of the Company's Memorandum and Articles of Association or any personal interest of any of the Company's Directors and/or Secretary the Company's Directors and/or Secretary be and are hereby empowered, authorised and directed to execute and deliver the Documents for and on behalf of the Company (in such manner and subject to such changes as they, in their absolute discretion, think fit)

3 **THAT THESE RESOLUTIONS** (including resolution 4 below) shall have effect notwithstanding any provision of the Company's Memorandum of Association and Articles of Association or any personal interest of any director of the Company

SPECIAL RESOLUTION

4 **THAT:**

- (a) article 17 3 of the Articles of Association be amended to read

Furthermore, notwithstanding anything contained in these Articles, the Company and the directors shall not be entitled to exercise any lien over shares that are subject to a security interest in favour of a Secured Party

- (b) article 17 4 of the Articles of Association be amended to read

For the purposes of this Article "Secured Party" means any bank or financial institution to which a security interest has been granted over the shares in the Company, or any nominee, receiver or other entity acting on its behalf

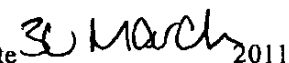
Please read the explanatory notes at the end of this document before signifying your agreement to the resolutions

We, the undersigned, being the sole member entitled at the time the resolutions were circulated to members to vote on the resolutions, **HEREBY IRREVOCABLY AGREE** to the above resolutions being passed.

Signed


for and on behalf of EGHL (UK) Limited

Date

 2011

GUIDANCE NOTES:

1. If you agree to the resolutions, please indicate your agreement by signing and dating this document where indicated above and returning it to the Company by using one of the following methods
 - **BY HAND** by delivering the signed copy to

Patrick Donegan
CMS Cameron McKenna LLP
Mitre House
160 Aldersgate Street
London
EC1A 4DD
 - **BY POST** by returning the signed copy by post to

Patrick Donegan
CMS Cameron McKenna LLP
Mitre House
160 Aldersgate Street
London
EC1A 4DD
 - **BY FAX** by faxing the signed copy to 020 7367 2000 marked "For the attention of Patrick Donegan"
 - **BY E-MAIL** by attaching a scanned copy of the signed document to an e-mail and sending it patrick.donegan@cms-cmk.com. Please enter "For the attention of Patrick Donegan" in the email subject box
- If you do not agree to the above resolutions, you do not need to do anything
2. Once you have indicated your agreement to the resolutions, you may not revoke your agreement
 3. Unless, by the date at the end of the 28 day period beginning on the Circulation Date, sufficient agreement has been received for the resolutions to pass, they will lapse. If you agree to the resolutions, please ensure that your agreement reaches us before or on this date
 4. Sufficient agreement will have been reached to pass a unanimous resolution if all eligible members (i.e. members who were entitled to vote at the time the resolution was circulated) signify their agreement to it and sufficient agreement will have been reached to pass a special resolution if eligible members (i.e. members who were entitled to vote at the time the resolution was circulated) representing not less than 75% of the total voting rights of eligible members signify their agreement to it
 5. 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
 6. 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 or authority when returning this document.