

**GPT SPECIAL PROJECT MANAGEMENT LIMITED**

(Company No. 2984211)

**WRITTEN RESOLUTION**

(Passed on 1<sup>st</sup> April 2003)

We, the undersigned, being all the members of the Company who at the date hereof would have been entitled to vote upon the resolution set out below if it had been proposed at a general meeting at which we were present, hereby agree, pursuant to the Company's Articles of Association, to pass the resolution set out below as a special resolution.

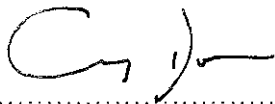
**SPECIAL RESOLUTION:-**

The Articles of Association of the Company be and hereby are amended by the addition of the following words at the end of Article 1:-

"Notwithstanding the above provisions of this Article or anything otherwise provided in these Articles of Association (whether by way of or in relation to pre-emption rights, restrictions on, or conditions applicable to, share transfers, or otherwise) the directors shall not decline to register any transfer of shares and shall not suspend registration thereof:-

- (a) where such transfer is in favour of a bank or any nominee of a bank (in each case whether as facility agent, security trustee or otherwise) and the transfer is as contemplated by, or pursuant to, any mortgage or charge of shares or any call or other share option granted in favour of the bank (whether as facility agent, security trustee or otherwise); or
- (b) where such transfer is by or on behalf of a bank or any nominee of a bank (in each case whether as facility agent, security trustee or otherwise) in favour of any third party upon disposal or realisation of shares following the bank (whether in its capacity as facility agent, security trustee or otherwise) having become entitled to exercise or enforce its rights under any such mortgage, charge and/or call or other option,

and a certificate by any officer of the bank that the relevant transfer is within paragraph (a) and (b) above shall be conclusive evidence of that fact."



.....  
for and on behalf of

**Marconi Communications Limited**



.....  
for and on behalf of

**Marconi Communications Investments Limited**

