

PRINT OF RESOLUTIONS

Company Number: 4075079

SPECIAL RESOLUTIONS

of

ESPRESSO BROADBAND PLC

(the "Company")

(Passed 6 September) 2001.

At an Extraordinary General Meeting of the Company duly convened and held at 10 AM on 6 September 2001 the following resolutions were duly passed as Ordinary and Special Resolutions respectively:

SPECIAL RESOLUTION

1. **THAT** the Company be re-registered as a private limited company under section 53 of the Companies Act 1985 (the "**Companies Act**") and that on such re-registration:
 - (a) its Memorandum of Association be amended by deleting from the heading and clauses 1 the words "public limited company" and "plc" and replacing them with the words "private limited company" and "Limited" respectively and by deleting clause 2 and renumbering the following clauses accordingly; and
 - (b) on re-registration of the Company as a private limited company the Articles of Association of the Company be amended by deleting from each heading the word "plc" and replacing it with the word "Limited".

ORDINARY RESOLUTIONS

2. **THAT** the authorised share capital of the Company be increased from £1,800,200 to £2,800,200 by the creation of 10,000,000 ordinary A shares of £0.10 each.
3. **THAT** the Directors be and they are hereby generally and unconditionally authorised in accordance with Section 80 of the Companies Act 1985 to exercise all the powers of the Company to allot relevant securities (as defined in Section 80(2) of that Act) up to an aggregate nominal amount of £1,744,890.60 provided that the authority hereby given shall expire on the fifth anniversary of the passing of this resolution save that the Company shall be entitled to make offers or agreements before the expiry of such authority which would or might require relevant securities to be allotted after such expiry and the Directors shall be entitled to allot relevant securities pursuant to any such offer or agreement as if this authority had not expired.



SPECIAL RESOLUTION

4. **THAT** pursuant to section 95 of the Companies Act 1985 (the "**Companies Act**") the statutory pre-emption rights contained in sections 89 to 96 of the Companies Act shall not apply to any allotments made by the directors under their authority to allot share in the Company at resolution 3 above.

SIGNED..........
CHAIRMAN

**CONSENT TO SHORT NOTICE
ESPRESSO BROADBAND PLC**

(the "Company")

**CONSENT TO SHORT NOTICE OF
EXTRAORDINARY GENERAL MEETING**

We, the undersigned, being a majority of the members of the Company having the right to attend and vote at the meeting and together holding not less than 95 per cent in nominal value of the shares giving that right HEREBY CONSENT to the Extraordinary General Meeting of the Company being held at the place, date and time stated in the attached notice of such meeting and to the resolutions set out in the said notice being proposed and passed, in the case of the special resolutions, as special resolutions of the Company notwithstanding that less than the statutory period of notice of such meeting has been given to us.

We the undersigned FURTHER CONSENT to the re-registration of the Company as a private limited company and acknowledge that we have given such consent to the re-registration for the purposes of section 54 of the Companies Act 1985 and accordingly will not apply to the court for the cancellation of the resolution to re-register the Company as a private limited company.

Dated: *September 6, 2001*

SIGNED by JAMES BABCOCK)
acting by his duly authorised attorney)

James S. Faulkner

SIGNED by JOSEPH PAUL CAPRA)
acting by his duly authorised attorney)

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SIGNED by BRUCE CARUSI)
acting by his duly authorised attorney)

James S. Faulkner

SIGNED by JAMES CRAIG)
acting by his duly authorised attorney)

James S. Faulkner

SIGNED by TIM EVANS)
acting by his duly authorised attorney)

James S. Faulkner

SIGNED by ROBERT FALKENBERG)
acting by his duly authorised attorney)

James S. Faulkner

SIGNED by JAMES FANTACI)
acting by his duly authorised attorney)

James S. Fuly

SIGNED by SIMON GRAY)
acting by his duly authorised attorney)

James S. Fuly

SIGNED by EDWARD HANSON)
acting by his duly authorised attorney)

James S. Fuly

SIGNED by LEO HELLINGA)
acting by his duly authorised attorney)

James S. Fuly

SIGNED by NICHOLAS LETHBRIDGE)
acting by his duly authorised attorney)

James S. Fuly

SIGNED by NICHOLAS MYERS)
acting by his duly authorised attorney)

James S. Fuly

SIGNED by PHILIP DAVID READ)
acting by his duly authorised attorney)

James S. Fuly

SIGNED by LEONARD SHAVEL)
acting by his duly authorised attorney)

James S. Fuly

SIGNED by JOHN MARK TOMLINSON)
acting by his duly authorised attorney)

James S. Fuly

SIGNED by PETER VARDIGANS)
acting by his duly authorised attorney)

James S. Fuly

SIGNED by HIGHLAND FUND)
ADVISORS LIMITED acting by its duly)
authorised attorney)

James S. Fuly

SIGNED by HIGHLAND SPECIALIST)
HOLDINGS LIMITED acting by its duly)
authorised attorney)

James S. Fuly

SIGNED by HIGHLAND CAPITAL)
HOLDINGS LIMITED acting by its duly)
authorised attorney)

James B. Farley

SIGNED by STRAWBERRY FUND)
LIMITED acting by its duly authorised)
attorney)

James B. Farley

SIGNED by YARROW LLC)
acting by its duly authorised attorney)

James B. Farley

SIGNED by BABCOCK & BROWN)
OPERATING PARTNERSHIP LP acting)
by its duly authorised attorney)

James B. Farley

AVANTI PARTNERS P/C Farley
SIGNED by INTERNET INCUBATOR)
PLC acting by its duly authorised attorney)

James B. Farley

SIGNED by MICHAEL PERRY)
acting by his duly authorised attorney)

James B. Farley

SIGNED by LEWIS BRONZE)
acting by his duly authorised attorney)

James B. Farley

SIGNED by ANTHONY BOWDEN)
acting by his duly authorised attorney)

James B. Farley