

COMPANY NO. 1743099

O2 (UK) LIMITED

(the Company)



SOLE MEMBERS' WRITTEN RESOLUTION

In accordance with section 381A of the Companies Act 1985, WE, the sole member of the Company who at the date of this resolution would be entitled to attend and vote at a general meeting of the Company, **DECLARE** that the following resolutions shall have effect as if passed by the Company in general meeting and accordingly **WE RESOLVE**:

1. **THAT** each issued ordinary share of £1 in the capital of the Company be subdivided into one ordinary A share of 20 pence and four ordinary B shares of 20 pence each, to rank *pari passu* in all respects save as otherwise provided in the articles of association of the Company as amended in accordance with resolutions 2 and 3 below.

2. **THAT** the articles of association of the Company be amended by the addition of the following article as the new article 3(1) and by the re-numbering of the existing articles 3(1) to 3(3) as articles 3(2) to 3(4):

"3(1) The authorised share capital of the Company is £10,000,200 divided into 10,000,200 "A" shares of 20 pence each and 40,000,800 "B" shares of 20 pence each. Such shares shall entitle the holders thereof to the respective rights and privileges and subject them to the respective obligations and restrictions contained in these articles but, save as otherwise provided in these Articles, the "A" shares and "B" shares shall rank *pari passu* in all respects."

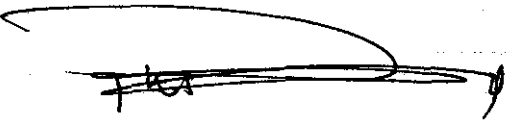
3. **THAT** the articles of association of the Company be amended by addition of the following articles as the new articles 15(1) and 15(2), by the re-numbering of the existing article 15 as article 16 and by the re-numbering of all subsequent articles:

"DIVIDENDS

15(1) Subject to the provisions of the Act, the Company may by ordinary resolution declare a dividend in respect of the "A" shares only or the "B" shares only or in respect of both the "A" shares and the "B" shares, but no dividend so declared in respect of the "A" shares or the "B" shares or both shall exceed the amount the directors may, in their absolute discretion, recommend. Regulation 102 of Table A shall not apply.

15(2) Subject to the provisions of the Act, the directors may, from time to time and in their absolute discretion, resolve to pay an interim dividend (out of the profits of the Company available for distribution) in respect of the "A" shares only or the "B" shares only or in respect of both the "A" shares and the "B" shares. If the directors resolve to pay an interim dividend in respect of both the "A" shares and the "B" shares, the amount of the dividend so paid in

respect of each class may be identical or otherwise as the directors may, in their absolute discretion, determine."



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For and on behalf of
O2 Networks Limited

Date: 28 February 2003