

Company No 1890998

BROADBAND VENTURES LIMITED

(the "Company")

Written Resolution

of the Members of the Company

Circulation Date 3 February 2011

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose that the following resolution is passed as a special resolution (the "**Resolution**")

Special Resolution

THAT, the directors of the Company having on 3 February 2011 made a solvency statement in accordance with section 643 of the Companies Act 2006, the Company's share capital be reduced from £60,000,000 to £500,000 by the cancellation of 59,500,000 shares of £1 00 each

Agreement

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

The undersigned, being the persons entitled to vote on the Resolution on 3 February 2011, hereby irrevocably agree to the Resolution

Signed on behalf of
British Telecommunications plc



Signed on behalf of
BT Nominees Limited



Date 3 February 2011

TUESDAY



LD3 26/04/2011 64
COMPANIES HOUSE