

Company Number: 2412603

THE COMPANIES ACTS 1985 AND 2006

COMPANY LIMITED BY SHARES

PRINT OF A WRITTEN RESOLUTION OF THE MEMBERS

of

ORANGE HOLDINGS (UK) LIMITED

(the "Company")

Passed on 26th September 2011

Pursuant to chapter 2 of part 13 of Companies Act 2006, the following resolution (the "**Resolution**") is proposed by the directors as a special resolution and is first circulated to the sole member of the Company on 26th September 2011 (the "**Circulation Date**")

SPECIAL RESOLUTION

- 1 THAT the share capital of the Company be reduced by £30,656,928 by
- 1 1 reducing the issued share capital of the Company from £30,656,929 divided into 1 Ordinary A share of £1 each, 20,975,793 Ordinary B shares of £1 each and 9,681,135 Ordinary C shares of £1 each, all of which are fully paid, to £1 divided into 1 Ordinary A share, by cancelling all of the Ordinary B shares and all of the Ordinary C shares

SIGNED by)
on behalf of Orange Holdings (UK))
Limited)

Chel Mont
Secretary

TUESDAY



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27/09/2011

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COMPANIES HOUSE

NOTES

- 1 If you agree with the Resolution, please
 - 1 1 sign this document above alongside your name or the name of the person on whose behalf you are authorised to act, and
 - 1 2 return the signed document by delivering it in person or by hand to Charles Mowat, Orange Holdings (UK) Limited, St James Court, Great Park Road, Almondsbury Park, Bradley Stoke, Bristol BS32 4QJ

You should not return the document to any other person or address, whether such person's name and address is included in a document accompanying this document or otherwise

- 2 Unless by the end of the period of 28 days beginning with the Circulation Date sufficient agreement has been received by the Company for the Resolution to pass, it will lapse