

THE COMPANIES ACTS 1985 AND 1989

COMPANY LIMITED BY SHARES

RESOLUTION

of

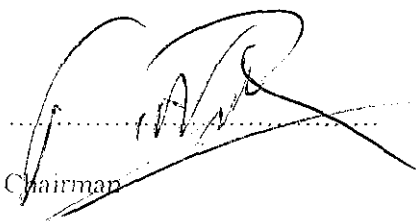
TELECOM PLUS PLC ("Company")

At an extraordinary general meeting of the Company duly convened and held at 111 Old Broad Street, London EC2N 1PH on 31 May 2005 at 11.30 am. the following resolution was duly passed as a special resolution:

THAT, conditional upon the Placing Agreement (as defined in the Circular to Shareholders of the Company dated 6 May 2005) becoming unconditional in all respects save only for the passing of the Resolution and Admission (as each term is defined in the Circular):

- (i) the Directors be and are generally and unconditionally authorised for the purposes of section 80 of the Companies Act 1985 (as amended) (the "Act") to exercise all the powers of the Company to allot relevant securities (within the meaning of section 80(2) of the Act) up to a maximum nominal amount of £300,000 provided that this authority shall expire at the conclusion of the Annual General Meeting of the Company to be held in 2005, save that the Company may before such expiry make any offer or agreement which would or might require relevant securities to be allotted after such expiry and the Directors may allot relevant securities in pursuance of any such offer or agreement as if the authority conferred hereby had not expired; and
- (ii) the Directors be and are hereby generally and unconditionally empowered pursuant to section 95 of the Act, to allot equity securities (as defined in section 94(2) of the Act) for cash pursuant to the authority granted to the Directors by resolution (i) as if section 89(1) of the Act did not apply to any such allotment provided that the power conferred by this resolution shall be limited to the allotment of equity securities up to an aggregate nominal amount of £300,000 pursuant to the Placing (as defined in the Circular) and shall expire at the conclusion of the Annual General Meeting of the Company to be held in 2005, save that the Company may before such expiry make an offer or agreement which would or might require equity securities to be allotted after such expiry and the Directors may allot equity securities in pursuance of any such offer or agreement as if the authority conferred hereby had not expired.

These authorities are in addition to the existing authorities granted at the Company's last annual general meeting held in 2004.


Chairman

