

Company No. 3490013

THE COMPANIES ACTS 1985-1989
PRIVATE COMPANY LIMITED BY SHARES
WRITTEN RESOLUTION
of
THE C PREFERENCE SHAREHOLDERS
of
TELECITY LIMITED

DATED: 20th March 2000

WE, being all the registered holders of C preference shares of 0.1p each in the capital of the Company entitled to receive notice of and to attend and vote at a class meeting of the Company for holders of such C preference shares in respect of the Resolution set out below do hereby agree to and make the following Resolution pursuant to section 381A Companies Act 1985 (as amended) which shall have effect as a Special Resolution and which shall be as valid and effective for all purposes as if the same had been duly passed at a class meeting of the Company for holders of such C preference shares duly convened and held:

Special Resolution

THAT the registered holders of the issued class of C preference shares of 0.1p each in the capital of the Company consent for all purposes to the passing of the resolutions set out in the attached Written Resolution of the Company notwithstanding that such resolutions do or may constitute a variation of any class rights attached to such C preference shares.



duly authorised for and on behalf of
3i Group plc

