

Company number 3856936

**WRITTEN RESOLUTION APPROVING ELECTIVE RESOLUTIONS**

**The Companies Act 1985**

**A private company limited by shares**

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**RESOLUTIONS  
OF  
ORANGE INTERNATIONAL LIMITED**

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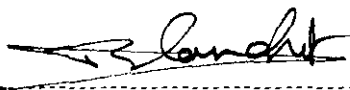
Pursuant to Section 381A of the Companies Act 1985 ('the Act') passed on 28 June 2006:

WE, the undersigned members of the above named Company being all the members who at the date hereof would be entitled to attend and vote at a general meeting of the Company, hereby resolve as follows such resolutions to take effect as elective resolutions pursuant to Section 379A of the Act.

**ELECTIVE RESOLUTIONS**

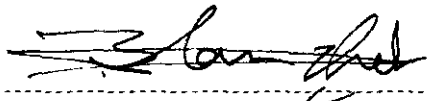
1. THAT the Company hereby elects;
  - 1.1 To dispense with the laying of accounts and reports before the Company in general meeting, in accordance with Section 252;
  - 1.2 To dispense with the holding of annual general meetings in accordance with Section 366(A); and
  - 1.3 To dispense with the obligation to appoint auditors annually in accordance with Section 386.

£1 Ordinary



Orange Holdings Limited

Date 28/6/06



Orange Overseas Holdings No2 Limited

Date 28/6/06

