

RESOLUTIONS
OF
TANGENT COMMUNICATIONS PLC
(the "Company")

(passed on 9 November 2012)

At a general meeting of the Company duly convened and held at the offices of Slaughter and May, One Bunhill Row, London EC1Y 8YY at 11 00am on 9 November 2012, the following resolutions were duly passed on a poll as ordinary resolutions (in the case of resolutions 1 and 2) and as a special resolution (in the case of resolution 3)

ORDINARY RESOLUTIONS

- 1 That, subject to and conditional upon First Admission (as that term is defined in a Circular from the Company to its Shareholders dated 24 October 2012 (the "**Circular**")) and the passing of Resolution 3 and in substitution for any existing authority, the Directors be generally and unconditionally authorised for the purposes of Section 551 of the Companies Act 2006 (the "**Act**") to exercise all powers of the Company to allot equity securities (within the meaning of section 560 of the Act)

- (A) up to an aggregate nominal amount of £1,000,000 in connection with the Placing (as that term is defined in the Circular), and
- (B) otherwise than pursuant to paragraph (A) above up to an aggregate nominal amount of £921,483 71,

provided that this authority shall expire 15 months after the date of the passing of this Resolution or at the conclusion of the next annual general meeting of the Company following the passing of this Resolution, whichever occurs first (unless previously renewed, varied or revoked by the Company in general meeting), except 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 such an offer or agreement as if this authority had not expired

- 2 That, subject to and conditional upon the passing of Resolutions 1 and 3, the grant of the waiver by the Panel on Takeovers and Mergers described in the Circular of any requirement under Rule 9 of the City Code on Takeovers and Mergers on the members of the Concert Party (as that term is defined in the Circular) to make a general offer to the shareholders of the Company as a result of the exercise of share options issued pursuant to the Concert Party Proposed Option Awards (as that term is defined in the Circular) be and is hereby approved

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SPECIAL RESOLUTION

3 That, subject to and conditional upon First Admission and the passing of Resolution 1 and in substitution for any existing authority, the Directors be empowered pursuant to Section 570 of the Act to allot equity securities (within the meaning of Section 560 of the Act) for cash as if Section 561(1) of the Act did not apply to any such allotment, provided that such power shall be limited to

(A) the allotment of equity securities for cash in connection with an offer of, or invitation to apply for, equity securities

(i) to ordinary shareholders in proportion (as nearly as may be practicable) to their existing holdings, and

(ii) to holders of other equity securities, as required by the rights of those securities, or as the board otherwise considers necessary,

and so that the board may impose any limits or restrictions and make any arrangements which it considers necessary or appropriate to deal with treasury shares, fractional entitlements, record dates, legal, regulatory or practical problems in, or under the laws of, any territory or any other matter,

(B) the allotment of equity securities in connection with the Placing pursuant to the authority conferred by Resolution 1, and

(C) the allotment (otherwise than pursuant to paragraphs (A) and (B)) of equity securities up to an aggregate nominal amount of £138,222 55,

and shall expire 15 months after the date of the passing of this Resolution or at the conclusion of the next annual general meeting of the Company following the passing of this Resolution, whichever occurs first (unless previously renewed, varied or revoked by the Company in general meeting), except that the Company may 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 power conferred hereby had not expired

A handwritten signature in black ink, consisting of a large, stylized capital 'N' followed by a horizontal line that tapers off to the right.

Director