

Company Number: 04901734

EXECUTIVE TELECOMMUNICATIONS (UK) LIMITED

(the "Company")

WRITTEN RESOLUTIONS

30 July 2013 (the "Circulation Date")

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose that the following resolutions be passed as special resolutions (the "Resolutions")

SPECIAL RESOLUTIONS

- 1 THAT the Articles of Association of the Company be amended by the inclusion of the following Article as new Article 15


"15 Where any shares are charged in favour of a bank or other institution which has provided funding to the Company or any holding company of the Company, those shares may be transferred to that bank or institution, or a nominee of such bank or institution. A certificate of an official of such bank or institution that the shares are so charged and that the transferee named in any transfer is a person to whom shares have been so charged shall be conclusive evidence of such facts. Notwithstanding any other provision of these Articles, the Directors shall not refuse to register a transfer of Shares permitted by this article 15 and, on presentation of any such transfer, shall forthwith register the same"

- 2 THAT the contracts of employment proposed to be entered into between the Company and each of Stephen Kelly and Denis Slattery be approved pursuant to section 188 of the Companies Act 2006

AGREEMENT

Please read the notes at the end of this document before signifying your agreement to the Resolutions

The undersigned, being all persons entitled to vote on the Resolutions on the Circulation Date, hereby irrevocably agree to the Resolutions


For and on behalf of Pocket (UK) Limited

Date

30 / 7 / 2013

WEDNESDAY



A34 *A2EAFN4* 07/08/2013 #3
COMPANIES HOUSE

NOTES

- 1 If you agree with the Resolutions, please indicate your agreement by signing and dating this document where indicated above and returning it to the Company using one of the following methods
 - (a) **By hand** delivering the signed copy to the Company's Registered Office
 - (b) **Post** returning the signed copy by post to the Company's Registered Office
- If you do not agree to the Resolutions, you do not need to do anything you will not be deemed to agree if you fail to reply
- 2 Once you have indicated your agreement to the Resolutions, you may not revoke your agreement
- 3 Unless, by the date falling 28 days after the Circulation Date, sufficient agreement has been received for the Resolutions to be passed, it will lapse. If you agree to the Resolutions, please ensure that your agreement reaches us before or during this date
- 4 In the case of joint holders of shares, only the vote of the senior holder who votes will be counted by the Company. Seniority is determined by the order in which the names of the joint holders appear in the register of members
- 5 If you are signing this document on behalf of a person under a power of attorney or other authority please send a copy of the relevant power of attorney or authority when returning this document