

VPHASE PLC ("the Company")

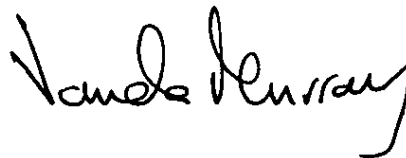
COPY Special Resolution of the type and in the terms specified below as passed by the members of the Company on 25 October 2010

SPECIAL RESOLUTION

THAT, in accordance with section 570 of the Companies Act 2006 ("Act"), the directors be empowered to allot equity securities (as defined in section 560 of the Act) pursuant to the authority conferred by ordinary resolution of the Shareholders passed on 20 May 2010 at the Annual General Meeting of the Company, as if section 561(1) of the Act did not apply to any such allotment, provided that this power shall

Be limited to the allotment of equity securities in connection with the Placing referred to in the Circular to Shareholders dated 6 October 2010 up to an aggregate nominal amount of £250,000, and

Expire on 10 November 2010 (unless renewed, varied or revoked by the Company prior to or on that date) 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 notwithstanding that the power conferred by this resolution has expired



Chairman

Dated 25 October 2010

TUESDAY



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02/11/2010

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COMPANIES HOUSE