

IPC NETWORK SERVICES UK HOLDINGS LIMITED (THE "COMPANY")

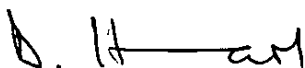
(Company No. 05887379)

WRITTEN RESOLUTION IN LIEU OF A GENERAL MEETING

26 July 2007

The following resolutions are duly passed by the Company's sole shareholder in writing

- 1 **THAT** the authorized share capital of the Company be increased from £40,000,000 to £51,000,000 by the creation of 11,000,000 ordinary shares of £1 each
- 2 **THAT** the sole Director, or at such time as the Company has more than one Director, the Directors, be hereby generally and unconditionally authorized in accordance with Section 80 of the Companies Act 1985 (the "Act") to exercise all the powers of the Company to allot relevant securities (as defined in Section 80(2) of the Act) up to an aggregate nominal amount of £51,000,000 provided that the authority shall hereby given shall expire on 26 July 2012 save that the company shall be entitled to make offers or agreement before the expiry of such authority which would or might require relevant securities to be allotted after such expiry and the sole Director or the Directors, as the case may be, shall be entitled to allot relevant securities pursuant to any such offer or agreement as if this authority had not expired
- 3 **THAT** pursuant to Section 80A(1) of the Act, the provisions of Section 80A of the Act shall apply instead of the provisions of Sections 80(4) and 80(5) in relation to the giving, after the passing of this resolution, of an authority to allot shares



For and on behalf of **IPC Information Systems UK Holdings Limited**

(Authorised Signatory)

TUESDAY



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COMPANIES HOUSE