

REGISTERED NUMBER: 06316460

WRITTEN RESOLUTION OF THE COMPANY

PURSUANT TO SECTION 288 OF THE COMPANIES ACT 2006 ("Act")

Optus Holdings Limited (the "Company")

The directors of the Company propose that the following written resolution be passed by the Company as a special resolution

That the purchase by the Company of 25,000 B ordinary shares of one pound (£1) each from John McGallan, a director of the Company, for the total sum of twenty five thousand pounds (£25,000) on the terms set out in the draft share buy back agreement enclosed with this written resolution be approved for the purposes of section 190 of the Act

Members of the Company who are eligible members because they are entitled to vote on the resolution on the circulation date (that is the first date on which copies of the resolution are first sent to members), should sign and date below to signify their agreement to the resolution and return the signed document by hand or by post to the registered office of the Company

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

We, the undersigned, being all the members of the Company entitled to vote on the resolution on the circulation date, hereby irrevocably agree and approve the resolution

Agreed

Signed by JOHN SMEDLEY

Date 4.8.11



SATURDAY



AHNQ1WUV

A36

20/08/2011

221

COMPANIES HOUSE

Agreed

Signed by JUSTIN WEIR

Date 4.8.11



NOTES

You can choose to agree to the resolution. If you agree to the resolution please indicate your agreement by signing and dating this document where indicated above and returning it to the Company by hand or by post in each case returning the signed copy to the directors at the Company's registered office.

If you do not agree to the resolution, you do not need to do anything, you will not be deemed to have agreed if you fail to reply.

- 1 Once you have indicated your agreement to the resolution, you may not revoke your agreement.
- 2 Unless, within 28 days of the circulation date, sufficient agreement has been received for the resolution to pass it will lapse. If you agree to the resolution, please ensure that your agreement reaches us before the expiry date.
- 3 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.
- 4 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 when returning this document.