

**The Companies Act 1985**

**Elective Resolution**

**Pursuant to section 379A of the Companies Act 1985**

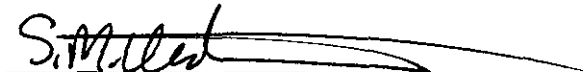
**COLT TELECOMMUNICATIONS NOMINEES LIMITED**

**(Company Number 4404461)**

The following ELECTIVE RESOLUTION dated 14 October 2005 has been passed as a written resolution by all members entitled to attend and vote on Shareholder Resolutions:

THAT as an elective resolution in accordance with section 379A of the Act the Company hereby elects:

- (i) pursuant to section 252 of the Act, to dispense with the laying of accounts before the Company in general meeting;
- (ii) pursuant to section 366A of the Act, to dispense with the holding of annual general meetings; and
- (iii) pursuant to section 386 of the Act, to dispense with the obligation to appoint auditors annually.

  
Secretary

