

Company Number 3928553

THE COMPANIES ACTS 1985 AND 1989
COMPANY LIMITED BY SHARES

PRINT OF A
SPECIAL RESOLUTION
OF
ZTC TELECOMMUNICATIONS PLC
("the Company")

At an Annual General Meeting of the Company duly convened and held at 14 New Street, London EC2M 4HE on the 21st day of April 2009 at 10 am the following Resolution was duly passed as a Special Resolution of the Company:-

THAT the Company be and is hereby generally and unconditionally authorised, in accordance with section 166 of the 1985 Act, to make market purchases (within the meaning of section 163 of the 1985 Act) of ordinary shares of 1 pence each in the capital of the Company on such terms and in such manner as the Directors may from time to time determine provided that:

- (a) the maximum number of ordinary shares authorised to be purchased is 32,585;
- (b) the minimum price which may be paid for an ordinary share is 1 pence (exclusive of expenses and advance corporation tax (if any) payable by the Company);
- (c) the maximum price which may be paid for an ordinary share is an amount equal to 105 per cent. of the average of the middle market quotations for an ordinary share derived from the AIM Appendix of the Daily Official List for the five business days immediately preceding the day on which the ordinary share is purchased (exclusive of expenses and advance corporation tax (if any) payable by the Company); and
- (d) the authority conferred shall expire at the conclusion of the next Annual General Meeting of the Company except that the Company may before such expiry make a contract to purchase its own shares which will or may be completed or executed wholly or partly after such expiry.

References in this resolution to the 1985 Act, or to sections of the 1985 Act, shall, where the context requires and where appropriate, include references to the Companies Act 2006 and any corresponding or similar sections of that Act, it being the intention that, to the extent permitted by law, the authority contained in this resolution shall continue in full force and effect notwithstanding any repeal of the 1985 Act or any relevant part or section thereof.

.....
Frank Lewis
(Chairman)

FRIDAY



A24 24/04/2009 287
COMPANIES HOUSE