

Company Number 3928553

THE COMPANIES ACTS 1985 AND 1989
COMPANY LIMITED BY SHARES

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

FRIDAY



A24 *AZSB59A0* 277
24/04/2009
COMPANIES HOUSE

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, subject to and conditional upon the passing of Resolution 9 above, the Directors be and they are hereby authorised and empowered pursuant to section 95 of the 1985 Act to allot equity securities (within the meaning of Section 94(2) of the 1985 Act) for cash pursuant to the authority conferred by Resolution 9 above as if Section 89(1) of the 1985 Act did not apply to such allotment, provided that this power shall expire 15 months after the date of passing of this resolution or at the conclusion of the next Annual General Meeting of the Company, whichever first occurs except that the Company may, prior to 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 after such expiry in pursuance of such offer or agreement as if the power conferred by this resolution has not expired and shall be limited to:

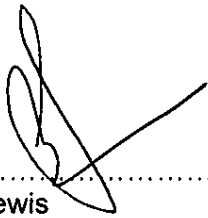
- (a) the allotment of equity securities in connection with rights issues or similar issues in favour of holders of ordinary shares where the equity securities respectively attributable to the interests of the holders of ordinary shares are proportionate (as nearly as may be) to the respective number of ordinary shares held by them subject to such exclusions and other arrangements as the Directors may deem necessary or expedient in relation to the fractional entitlements or legal or practical problems arising under the laws of, or the requirements of any regulatory body or stock exchange in, any overseas territory or otherwise howsoever;
- (b) the allotment of equity securities up to an aggregate nominal value amount of £928.85 following the Share Capital Reorganisation in connection with the Subscription Shares (as defined in the Circular);
- (c) the allotment of equity securities up to an aggregate nominal value amount of £11,245.06 following the Share Capital Reorganisation in connection with the Convertible Loan Note (as defined in the Circular);
- (d) the allotment of equity securities up to an aggregate nominal value amount of £8,695.65 following the Share Capital Reorganisation to raise further finance for the implementation of the Investment Strategy (as defined in the Circular);
- (e) the allotment of equity securities up to an aggregate amount of £1,086.96

following the Share Capital Reorganisation in connection with the Directors' options (as described in the Circular under the heading "Directors Remuneration"); and

- (f) the allotment (otherwise than pursuant to subparagraph (a) to (e) above) of equity securities and/or the sale of transfer of shares held by the Company in treasury up to an aggregate nominal value amount of £2,415.58 following the Share Capital Reorganisation.

This power applies in relation to a sale of shares which is an allotment of equity securities by virtue of section 94(3A) of the 1985 Act as if in the first paragraph of this resolution the words "pursuant to the authority conferred by Resolution 9" above were omitted.

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.



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Frank Lewis
(Chairman)