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Company No. 2607995

THE COMPANIES ACTS 1985 AND 1989

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COMPANY LIMITED BY SHARES

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SPECIAL RESOLUTION

of

E-VITESSE PLC

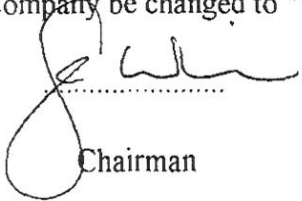
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Passed on Monday 23 July 2001

At an Extraordinary General Meeting of the Company duly convened and held at Rowe & Maw, 20 Black Friars Lane, London EC4V 6HD on Monday 23 July 2001 the following resolution was duly passed as a Special Resolution:

**SPECIAL RESOLUTION**

5. THAT the name of the Company be changed to "Vitesse Media plc".

  
.....  
Chairman



Company No.2607995

THE COMPANIES ACTS 1985 AND 1989

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PUBLIC COMPANY LIMITED BY SHARES

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ORDINARY RESOLUTION

of

E-VITESSE PLC

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Passed on 24 October 2000

At the Annual General Meeting of the Company duly convened and held at Rowe & Maw, 20 Black Friars Lane, London EC4V 6HD on 24 October 2000 the following resolution was duly passed as an Ordinary Resolution:

**ORDINARY RESOLUTION**

**THAT** the authorised share capital of the Company be increased from £1,200,000 to £1,500,000 by the creation of a further 3,000,000 Ordinary Shares of 10p each to form a single class of shares with the existing Ordinary Shares of the Company.



Company No. 2607995

THE COMPANIES ACTS 1985 AND 1989

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COMPANY LIMITED BY SHARES

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ORDINARY RESOLUTION

of

E-VITESSE PLC

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Passed on 23 July 2001

At the Annual General Meeting of the Company duly convened and held at 20 Black Friars Lane, London EC4V 6HD on 23 July 2001 the following resolution was duly passed as an Ordinary Resolution:

**ORDINARY RESOLUTION**

6. THAT the authorised share capital of the Company be increased from £1,500,000 to £2,000,000 by the creation of a further 5,000,000 ordinary shares of 10p each to form a single class of shares with the existing ordinary shares of the Company.

*Alfonso*  
For and on behalf of  
MAYNARD LAW SECRETARIES LTD  
Secretary

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THE COMPANIES ACTS 1985 TO 1989

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PUBLIC COMPANY LIMITED BY SHARES

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ORDINARY & SPECIAL RESOLUTIONS  
of  
VITESSE MEDIA PLC  
(the "**Company**")

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Passed on 7 July 2006

At the Annual General Meeting of the Company duly convened and held at the offices of KBC Peel Hunt, 111 Old Broad Street, London, EC2N 1PH on Friday, 7 July 2006 the following resolutions numbered 7 and 8 were duly passed as Ordinary resolutions and resolution numbered 8 was duly passed as a Special resolution:

**ORDINARY RESOLUTIONS**

**7. Increase of authorised share capital:**

THAT the authorised share capital of the Company be increased from £2,000,000 to £2,500,000 by the creation of a further 5,000,000 ordinary shares of £0.10 each to rank pari passu in all respects with the existing ordinary shares of the Company.

**8. Authority to allot shares:**

THAT, subject to the passing of Resolution 7 above, the directors of the Company be and they are hereby generally and unconditionally authorised for the purposes of Section 80 of the Companies Act 1985 (the "**Act**") in substitution for any previous power conferred on the directors pursuant to such Section, to exercise all powers of the Company to allot relevant securities (as defined in Section 80(2) of the Act) up to an aggregate nominal amount of £450,000 to such persons and upon such conditions as the directors may determine, such authority to expire on 7 July 2011 or at the conclusion of the 2011 Annual General Meeting of the Company (whichever is earlier) save that the Company may before such expiry make an offer or agreement which would or might require relevant securities to be allotted after such expiry and the directors may allot relevant securities in pursuance of such an offer or agreement as if the authority conferred hereby had not expired.

## SPECIAL RESOLUTION

### 9. Disapplication of pre-emption rights:

THAT, subject to the passing of Resolution 8 above, the directors of the Company be and they are hereby empowered pursuant to Section 95 of the Act, in substitution for any previous power conferred on the directors pursuant to such Section, to allot equity securities (within the meaning of Section 94 of the Act) for cash pursuant to the authority conferred by resolution 7 above as if Section 89(1) of the Act did not apply to such allotment provided that this power shall be limited:

- (a) to the allotment of equity securities in connection with a rights issue and so that for this purpose 'rights issue' means an offer of equity securities open for acceptance for a period fixed by the directors to holders of equity securities on the register on a fixed record date in proportion to their respective holdings of such securities or in accordance with the rights attached thereto but subject to such exclusions or other arrangements as the directors may deem necessary or expedient in relation to fractional entitlements or legal or practical problems under the laws of, or the requirements of any recognised regulatory body or any Stock Exchange in, any territory; and
- (b) to the allotment (otherwise than pursuant to sub-paragraph (a) above) of equity securities up to an aggregate nominal amount of £450,000

such authority to expire on 7 July 2011 or at the conclusion of the 2011 Annual General Meeting of the Company (whichever is earlier) save that the Company may before 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 in pursuance of such offer or agreement as if the power conferred hereby had not expired.

For the purpose of this resolution, the expression "equity securities" and references to the allotment of equity securities shall respectively have the meanings given to them in Section 94 of the Act.

for and on behalf of  
Mawlaw Secretaries Limited

Secretary