

THE COMPANIES ACT 1985

Company Limited by shares

ELECTIVE
RESOLUTIONS

of

ECT COMMUNICATIONS LIMITED

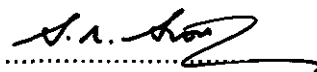
At the Reconvened Annual General Meeting of the above named Company convened and held on 25 January 2001 the following resolution was passed as an elective resolutions.

ELECTIVE
RESOLUTIONS

IT WAS RESOLVED that the following resolutions be and they are hereby adopted:-

- (i) THAT the company hereby elects pursuant to section 252(1) of the Companies Act 1985 to dispense with the laying before the company in general meeting of accounts and reports for the current financial year of the company and all subsequent financial years.
- (ii) THAT the company hereby elects pursuant to section 366A(1) of the Companies Act 1985 to dispense with the holding of an annual general meeting for all subsequent years.
- (iii) THAT the company hereby elects pursuant to sections 369(4) and 378(3) of the Companies Act 1985 that the provisions of those sub-sections shall have effect in relation to the company as if for the references therein to 95 per cent there were substituted references to 90 per cent.
- (iv) THAT the company hereby elects pursuant to section 386(1) of the Companies Act 1985 to dispense with the obligations to appoint auditors annually.




Secretary