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Company Number 1743099

The Companies Acts 1948 to 1981

Company Limited by Shares

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MEMORANDUM OF ASSOCIATION

of

TELEFÓNICA O2 UK LIMITED

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- 1 The name of the Company is Telefónica O2 UK Limited<sup>1</sup>
- 2 The registered office of the Company will be situate in England
- 3 The objects for which the Company is established are
  - (A) To develop, operate, market, sell and otherwise provide or operate a radio, telephone, telegraphic telex and data communication and intercommunication service and radio system or systems to incorporate all or any of the foregoing and which may be terrestrial or otherwise,
  - (B) To manufacture, develop, build, construct, erect, distribute, sell, market and operate, install, maintain service, repair or otherwise make use of or vend radio, telephone and/or telephone equipment parts, products and all or any type of transmitting, receiving and relaying equipment and stations and aenals whether or not at transmitting, receiving or relaying stations and all or any equipment ancillary thereto and to negotiate and acquire the necessary Governmental licences for the use of the radio frequency spectrum appropriate to the foregoing activities,
  - (C) To carry on any other trade or business whatsoever which can in the opinion of the Board of Directors be advantageously carried on by the Company in connection with or an ancillary to any of the above businesses or the general business of the Company,
  - (D) To purchase, take on lease or in exchange, hire or otherwise acquire and hold for any estate or interest any lands, buildings, easements, rights, privileges, concessions, patents, patent rights, licences, secret processes, machinery,

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<sup>1</sup> The Company was incorporated on 28 July 1983 under the name Telecom Securicor Cellular Radio Limited. On 1 November 2000, the name was changed by Written Resolution dated 1 November 2000 to BT Cellnet Limited. On 19 April 2002, the name was changed by Written Resolution dated 15 April 2002 to O2 (UK) Limited. On 30 May 2008, the name was changed by Written Resolution dated 21 May 2008 to Telefónica O2 UK Limited.

plant, stock-in-trade and any real or personal property of any kind necessary or convenient for the purposes of or in connection with the Company's business or any branch or department thereof,

- (E) To erect, construct, lay down, enlarge, alter and maintain any roads, railways, tramways, sidings, bridges, reservoirs, shops, stores, factories, buildings, works, plant and machinery necessary or convenient for the Company's business and to contribute to or subsidise the erection, construction and maintenance of any of the above,
- (F) To borrow or raise or secure the payment of money for the purposes of or in connection with the Company's business and for the purposes of or in connection with the borrowing or raising of money by the Company to become a member of any building society,
- (G) To mortgage and charge the undertaking and all or any of the real and personal property and assets, present or future, and all or any of the uncalled capital for the time being of the Company and to issue at part or at a premium or discount and for such consideration and with an subject to such rights, powers, privileges and conditions as may be thought fit debentures or debenture stock either permanent or redeemable or repayable and collaterally or further to secure any securities of the Company by a trust deed or other assurance,
- (H) To issue and deposit any securities which the Company has power to issue by way of mortgage to secure any sum less than the nominal amount of such securities and also by way of security for the performance of any contracts or obligations of the Company or of its customers or other persons or corporations having dealings with the Company or in whose businesses or undertakings the Company is interested whether directly or indirectly,
- (I) To receive money on deposit or loan upon such terms as the Company may approve and to guarantee with or without security the obligations and contracts of customers and other persons or corporations having dealings with the Company or in whose business or undertakings the Company is concerned or interested whether directly or indirectly,
- (J) To make advances to customers and others with or without security and upon such terms as the Company may approve and generally to act as bankers for customers and others,
- (K) To grant pensions, allowances, gratuities and bonuses to officers, ex-officers, employees or ex-employees of the Company or its predecessors in business or the dependents or connections of such persons to establish and maintain or concur in establishing and maintaining trusts, funds or schemes (whether contributory or non-contributory) with a view to providing pensions or other benefits for any such persons as aforesaid their depends or connections and to support or subscribe to any charitable funds or institutions the support of which may in the opinion of the Directors be calculated directly or indirectly to benefit the Company or its employees and to institute and maintain any club

or other establishment or profit-sharing scheme calculated to advance the interests of the Company or its officers or employees,

- (L) To draw, make, accept, endorse, negotiate, discount and execute promissory notes, bills of exchange and other negotiable instruments,
- (M) To invest and deal with the monies of the Company not immediately required for the purpose of its business in or upon such investments or securities and in such manner as may from time to time be determined,
- (N) To pay for any property or rights acquired by the Company either in cash or fully or partly paid-up shares, with or without preferred or deferred or guaranteed rights in respect of dividend or repayment of capital or otherwise or by any securities which the Company has power to issue or partly in one mode and partly in another and generally on such terms as the Company may determine,
- (O) To accept payment for any property or rights sold or otherwise disposed of or dealt with by the Company either in cash, by instalments or otherwise or in fully or partly paid-up shares of any company or corporation with or without deferred or preferred or guaranteed rights in respect of dividend or repayment of capital or otherwise, or in debentures or mortgage debentures or debenture stock mortgages or other securities of any company or corporation, or partly in one mode and partly in another and generally on such terms as the Company may determine and to hold, dispose of or otherwise deal with any shares, stock or securities so acquired,
- (P) To enter into any partnership or joint-purse arrangement or arrangement for sharing profits, union of interests or co-operation with any company, firm or person carrying on or proposing to carry on any business within the objects of this Company and to acquire and hold, sell, deal with or dispose of shares, stock or securities of any such company and to guarantee the contracts of liabilities of or the payment of the dividends, interest or capital of any shares, stock or securities of an to subsidise or otherwise assist any such company,
- (Q) To establish or promote or concur in establishing or promoting any other company whose objects shall include the acquisition and taking over of all or any of the assets and liabilities of this Company or the promotion of which shall be in any manner calculated to advance directly or indirectly the objects or interest of this Company and to acquire and hold or dispose of shares stock or securities of an guarantee the payment of the dividends, interest or capital of any shares stock or securities issued by or any other obligations of any such company,
- (R) To purchase or otherwise acquire and undertake all or any part of the business, property, assets, liabilities and transactions of any person, firm or company carrying on any business which this Company is authorised to carry on,
- (S) To sell, improve, manage, develop, turn to account, exchange, let on rent, royalty, share of profits, or otherwise, grant licences, easements and other rights in or over, and in any other manner deal with or dispose of the

undertaking and all or any of the property and assets for the time being of the Company for such consideration as the Company may think fit,

- (T) To amalgamate with any other company whose objects are to include objects similar to those of this Company whether by sale or purchase (for fully or partly paid-up shares or otherwise) of the undertaking, subject to the liabilities of this or any such other company as aforesaid, with or without winding up, or by sale or purchase (for fully or partly paid-up shares or otherwise) of all or a controlling interest in the shares or stock of this or any such other company as aforesaid, or by partnership, or any arrangement of the nature of partnership, or in any other manner,
- (U) To distribute among the members in specie any property of the Company, or any proceeds of sale or disposal of any property of the Company, but so that no distribution amounting to a reduction of capital be made except with the sanction (if any) for the time being required by law,
- (V) To do all or any of the above things in any part of the world, and either as principals, agents, trustees, contractors or otherwise, and either alone or in conjunction with others and either by or through agents, sub-contractors, trustees or otherwise,
- (W) To do all such other things as are incidental or conducive to the above objects or any of them

4 The liability of the members if limited

5 The share capital of the Company is £10,004,200 divided into 10,010,200 "A" shares of 20 pence each and 40,010,800 "B" shares of 20 pence each<sup>2</sup> The shares in original or any increased capital may be divided into several classes and there may be attached thereto respectively any preferential, deferred or other special rights, privileges, conditions or restrictions as to dividend, capital, voting or otherwise

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<sup>2</sup> By an Ordinary Resolution dated 26 January 1984 the share capital of the Company was increased from £100 to £10,000,000 By an Ordinary Resolution dated 03 August 2001 the share capital of the Company was increased from £10,000,000 to £10,000,100 By an Ordinary Resolution dated 28 November 2001 the share capital of the Company was increased from £10,000,100 to £10,000,200 By an Ordinary Resolution dated 27 February 2003 each issued ordinary share of £1 each in the capital of the Company was sub-divided into one ordinary A share of 20 pence and four ordinary B shares of 20 pence each By Written Resolution dated 14 September 2004 the share capital of the company was increased to £10,004,200 by the creation of an additional 10,000 ordinary A shares of 20 pence each and an additional 10,000 ordinary B shares of 20 pence each

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NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS

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David George Chaffey  
79 Eccleston Square  
London SW1  
Solicitor

Andrew David Roy  
79 Eccleston Square  
London SW1  
Solicitor

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Dated this 21<sup>st</sup> day of June 1983  
Witness to the above signatures -

D G Handford  
79 Eccleston Square  
London SW1  
Secretary