

TELEFONICA UK LIMITED (THE "COMPANY")
COMPANY NUMBER 01743099
PRINT OF WRITTEN RESOLUTIONS OF THE COMPANY
PURSUANT TO SECTION 288 OF THE COMPANIES ACT 2006
PASSED ON 24 July 2023

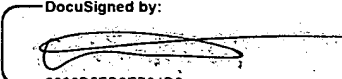
The following written resolutions having been duly proposed by the Directors of the Company were duly passed by the Company as special resolutions.

SPECIAL RESOLUTION

Direction to waive indebtedness under the debt instrument executed by O2 Networks Limited ("Networks") dated 28 June 2023 in the amount of £112,791,418.59 (the "Indebtedness") and ratify all associated actions

1. THAT:

- (A) the Directors of the Company be and are hereby directed to waive, discharge and release Networks from any obligations (whether relating to the payment of monies or otherwise), actions, proceedings, claims and demands of any nature whatsoever under or in relation to the Indebtedness;
- (B) the Company hereby authorises any steps to be taken by the Directors of the Company in respect of the activities described in part (A) including but not limited to entering into a deed of waiver with Networks, and the Company performing its obligations under any documents entered into in connection with the Indebtedness or such deed of waiver;
- (C) the actions to be taken by the Directors of the Company pursuant to part (A) and part (B) of this resolution will promote the success of the Company for the benefit of its members and the group as a whole; and
- (D) none of the Directors of the Company who are also Directors of any other group company shall infringe their duty to avoid a situation in which they have, or can have, a direct or indirect interest that conflicts, or possibly may conflict, with the interests of the Company as a result of the Company taking any action pursuant to this resolution.

Signed 
Secretary

for and on behalf of
O2 HOLDINGS LIMITED

