

THE COMPANIES ACT 2006

PUBLIC COMPANY LIMITED BY SHARES

RESOLUTIONS

of

TELECOM PLUS PLC (the "Company")

FRIDAY



A23 *A4DSQ1EP* 14/08/2015 #173
COMPANIES HOUSE

At the annual general meeting of the Company duly convened and held at Network HQ, 508 Edgware Road, The Hyde, London NW9 5AB on 11 August 2015, the following resolutions were duly passed

Ordinary Resolutions

- 13 That the directors be and they are hereby generally and unconditionally authorised in accordance with section 551 of the Companies Act in substitution for all existing authorities
- 13 1 to exercise all the powers of the Company to allot shares and to make offers or agreements to allot shares in the Company or grant rights to subscribe for or to convert any security into shares in the Company (together "Relevant Securities") up to an aggregate nominal amount of £1,336,198, and
- 13 2 to exercise all the powers of the Company to allot equity securities (as defined in section 560(1) of the Companies Act) up to an additional aggregate nominal amount of £1,336,198 provided that this authority may only be used in connection with a rights issue in favour of holders of Ordinary Shares and other persons entitled to participate therein where the equity securities respectively attributable to the interests of all those persons at such record dates as the directors may determine are proportionate (as nearly as may be) to the respective numbers of equity securities held or deemed to be held by them or are otherwise allotted in accordance with the rights attaching to such equity securities subject to such exclusions or other arrangements as the directors may consider necessary or expedient to deal with fractional entitlements or legal difficulties under the laws of any territory or the requirements of a regulatory body or stock exchange or by virtue of shares being represented by depositary receipts or any other matter whatsoever,

provided that the authorities in paragraphs 13 1 and 13 2 above shall expire at the conclusion of the next annual general meeting of the Company or, if earlier, 30 September 2016, except that the Company may before such expiry make an offer or agreement which would or might require Relevant Securities or equity securities as the case may be to be allotted after such expiry and the directors may allot Relevant Securities or equity securities in pursuance of any such offer or agreement as if the authority in question had not expired

- 15 That in accordance with sections 366 and 367 of the Companies Act the Company and all companies which are subsidiaries of the Company at the date on which this resolution 15 is passed or during the period when this resolution 15 has effect are authorised to
- 15 1 make political donations to political parties or independent election candidates, as defined in the Companies Act, not exceeding £50,000 in total,
- 15 2 make political donations to political organisations other than political parties, as defined in the Companies Act, not exceeding £50,000 in total, and
- 15 3 incur political expenditure, as defined in the Companies Act, not exceeding £50,000 in total, during that period beginning with the date of the passing of this resolution and ending on the conclusion of the next annual general meeting of the Company provided that the authorised sums referred to in paragraphs 15 1, 15 2 and 15 3 above may be comprised of one or more amounts in different currencies which, for the purposes of calculating the said sums, shall be converted into pounds sterling at the exchange rate published in the London edition of the Financial Times on the date on which the relevant donation is made or expenditure incurred (or the first business day thereafter), or, if earlier, on the day on which the Company enters into any contract or undertaking in relating to the same
- 17 That
- (a) the Telecom Plus PLC SAYE Share Option Plan (the "Sharesave Scheme") the principal features of which are summarised in the Appendix to the Notice of Annual General Meeting 2015 dated 10 July 2015, a copy of the draft Rules of which is produced to this meeting and for the purpose of identification initialled by the Chairman, be and is hereby approved,
- (b) the Directors be and are hereby authorised to do all acts and things necessary or desirable to implement the Sharesave Scheme, including the making of any changes to the draft Rules of the Sharesave Scheme as the Directors may consider necessary or desirable in order to bring it into effect to enable the Company to self-certify the Sharesave Scheme as a plan satisfying the requirements of Schedule 3 of the Income Tax (Earnings and Pensions) Act 2003 and to comply with the London Stock Exchange requirements, the requirements of the UK Listing Authority and/or institutional investor requirements, and
- (c) the Directors be and are hereby authorised to establish further schemes or sub-plans based on the Sharesave Scheme but modified to take account of local tax, exchange control or securities laws in overseas territories, provided that any shares made available under such further schemes or sub-plans are treated as counting against any limits of individual or overall participation in the Sharesave Scheme

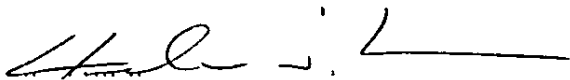
Special Resolutions

- 12 That the Company be and is generally and unconditionally authorised for the purposes of section 701 of the Companies Act 2006 ("Companies Act") to make one or more market purchases (within the meaning of section 693(4) of the Companies Act) on the London Stock Exchange of its own fully paid ordinary shares of 5p each in the capital of the Company ("Ordinary Shares") on such terms and in such manner as the Directors may from time to time determine provided that

- 12 1 the maximum aggregate number of Ordinary Shares which may be purchased is 8,017,189, being approximately 10 per cent of the issued ordinary share capital (excluding treasury shares) as at 3 July 2015,
- 12 2 the minimum price which may be paid for an Ordinary Share is 5p (exclusive of expenses payable by the Company),
- 12 3 the maximum price which may be paid for an Ordinary Shares (exclusive of expenses payable by the Company) cannot be more than the higher of
 - 12 3 1 105 per cent of the average market value of an Ordinary Share for the five business days prior to the day on which the Ordinary Share is contracted to be purchased, and
 - 12 3 2 the value of an Ordinary Share calculated on the basis of the higher of
 - (a) the last independent trade of, or
 - (b) the highest current independent bid for,
 any number of Ordinary Shares on the trading venue where the market purchase by the Company will be carried out, and
 - 12 3 3 the authority conferred shall expire at the conclusion of the next annual general meeting of the Company or, if earlier 30 September 2016, except that the Company may before such expiry make a contract to purchase its own shares which will or may be completed or executed wholly or partly after such expiry
- 14 That the directors be and they are hereby empowered, pursuant to section 570 and 573 of the Companies Act, to allot equity securities (as defined in section 560(1) of the Companies Act) for cash pursuant to the authorities conferred by resolution number 13 or by way of a sale of treasury shares, as if section 561(1) of the Companies Act did not apply to any such allotment, provided that this power shall be limited to
 - 14 1 the allotment of equity securities in connection with a rights issue or other pro rata offer (but, in the case of the authority conferred by paragraph 13 2, by way of a rights issue only) in favour of holders of Ordinary Shares and other persons entitled to participate therein where the equity securities respectively attributable to the interests of all those persons at such record dates as the directors may determine are proportionate (as nearly as may be) to the respective numbers of equity securities held or deemed to be held by them or are otherwise allotted in accordance with the rights attaching to such equity securities, subject in each case to such exclusions or other arrangements as the directors may consider necessary or expedient to deal with fractional entitlements or legal difficulties under the laws of any territory or the requirements of a regulatory body or stock exchange or by virtue of shares being represented by depositary receipts or any other matter whatsoever, and
 - 14 2 the allotment (otherwise than pursuant to paragraph 14 1 above) of equity securities up to an aggregate nominal amount of £400,859,
 and shall expire upon the expiry of the general authority conferred by resolution 13 above, except that the Company may before such expiry make an offer or agreement which would or might require equity securities to be allotted or shares held by the Company in treasury to be sold or transferred, after such expiry and the directors may allot equity securities and/or sell or

transfer shares held by the Company in treasury in pursuance of such offer or agreement as if the power conferred by this resolution had not expired

- 16 That the Company is authorised to call any general meeting of the Company other than the annual general meeting by notice of at least 14 clear days during the period beginning on the date of the passing of this resolution and ending on the conclusion of the next annual general meeting of the Company

A handwritten signature in black ink, consisting of a stylized 'H' followed by a series of loops and a long horizontal stroke.

Chairman