

Company No 3801456

**NEW CELLULAR HOLDINGS LIMITED**  
(the "Company")

**Written Resolution**  
of the Members of the Company

**Circulation Date:** 18 June 2012

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose that the following resolution is passed as a special resolution (the "**Resolution**")

**Special Resolution**

**THAT**, the directors of the Company having on 18 June 2012 made a solvency statement in accordance with section 643 of the Companies Act 2006, the Company's share capital and reserves be reduced as set out below

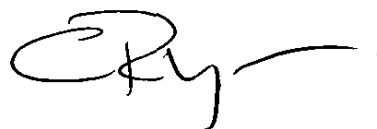
- A reduction of ordinary share capital from £30,691,318 to £500,000 by the cancellation of 603,826,365 ordinary shares of £0.05 each, and
- A reduction of the Company's other reserves from £2,989,309,000 to nil
- A reduction of the Company's capital redemption reserve from £50,000 to nil

**Agreement**

Please read the notes at the end of this document before signifying your agreement to the Resolution

The undersigned, being the persons entitled to vote on the Resolution on 18 June 2012, hereby irrevocably agree to the Resolution

Signed on behalf of  
BT Nominees Limited



Date

18<sup>th</sup> June 2012

WEDNESDAY



A12

\*A1B16WSW\*

20/06/2012

#51

COMPANIES HOUSE

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## NOTES

- 1** If you agree to the Resolution please indicate your agreement by signing and dating this document where indicated above and returning it to the Company by hand or by post
  - 2** If you do not agree to the Resolution, you do not need to do anything you will not be deemed to agree if you fail to reply
  - 3** Once you have indicated your agreement to the Resolution, you may not revoke your agreement
-

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(the "Company")

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of the Members of the Company

**Circulation Date:** 18 June 2012

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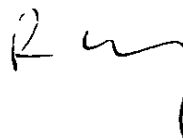
- A reduction of ordinary share capital from £30,691,318 to £500,000 by the cancellation of 603,826,365 ordinary shares of £0.05 each, and
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- A reduction of the Company's capital redemption reserve from £50,000 to nil

**Agreement**

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The undersigned, being the persons entitled to vote on the Resolution on 18 June 2012, hereby irrevocably agree to the Resolution

Signed on behalf of  
British Telecommunications Plc



Date

18 JUNE 2012



A12

20/06/2012  
COMPANIES HOUSE

#52

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