Company Number: 4129665

BT Switzerland Limited

("the Company")

The Companies Act 2006

A Company Limited By Shares

THURSDAY

SPECIAL RESOLUTIONS

Passed: 19 May 2010

At a GENERAL MEETING of the Company, duly convened and held at 81 Newgate Street, London EC1A 7AJ on 19 May 2010 the following SPECIAL RESOLUTIONS were approved unanimously -

New Articles of Association

THAT the Company

(a) amends its Articles of Association ('Current Articles') by deleting the provisions of the Company's Memorandum of Association ('Memorandum') which, due to section 28 of the Companies Act 2006 would be treated as provisions of the Current Articles, and

(b) adopts new Articles of Association as produced to the meeting

Directors' Authority to Allot Shares

THAT the directors shall have the powers given by section 550 of the Companies Act 2006

On behalf of Newgate Street Secretaries Limited
Company Secretary

19 MAY 2010
Date

Company Number: 4129665

COMPANY LIMITED BY SHARES
ARTICLES of ASSOCIATION
of
BT SWITZERLAND LIMITED

Adopted by special resolution on 19 May 2010

1 PRELIMINARY

1.1 Any regulations made under the legislation containing standard articles of association do not apply to the Company

1.2 The following table gives the meaning of certain words and phrases as they are used in the Articles However, the meaning given in the table does not apply if that is inconsistent with the context in which a word or phrase appears·

Act	the Companies Act 2006, including any amendment to it or its inclusion in a later Act
address	includes, in relation to electronic communications, any number or address used for the purpose of that communication
Articles	these Articles, including any changes made to them
Auditor	the auditor of the Company and, where two or more people are appointed to act jointly, any one of them
Board	all or any of the directors of the Company acting as a board
BT Group plc	BT Group plc or, if this is not BT Group plc, the company which is the holding company at the time in question of the group of companies of which the Company is part
clear days	in relation to the period of a notice, the number of days does not include the two days between which the interval is measured For example, if notice is given a number of clear days before a meeting, neither the date notice is delivered, or treated as delivered, nor the date of the meeting is taken into account
company	a corporate body
communication	includes a communication comprising sounds or images or both and a communication effecting a payment
electronic communication	a communication transmitted (whether from one person to another, from one device to another or

	from a person to a device or vice versa)— (a) by means of an electronic communications network, or (b) by other means but while in an electronic form,
executed	includes any mode of execution
holder	in relation to shares, the member whose name is entered in the register of members as the holder of the shares
Interested Directors	Directors who have or could have a direct or indirect interest in a matter which conflicts, or could conflict, with the interests of the Company
legislation	the Act and all other laws and regulations applying to the Company
office	the registered office of the Company
officer	includes a director, manager and company secretary but does not include an Auditor
person or people	includes companies and unincorporated associations
proxy form	includes any document or electronic communication which appoints a proxy
seal	any common seal of the Company
Secretary	a person appointed by the Board to do work as the company secretary including an assistant (who does not need to be appointed by the Board under Article 38), deputy or temporary company secretary Where two or more people are appointed to act jointly, it includes any one of them
United Kingdom	Great Britain and Northern Ireland
written or in writing	in writing, or in any way of representing or copying words legibly so that they are permanent, or using electronic communications
Year	calendar year

1.3 The singular includes the plural, and the other way around.

1.4 Words or expressions contained in these Articles mean the same as in the Act unless the Articles define them differently, or the way in which they are used is inconsistent with the definition in the Act

1.5 Where the legislation or the Articles say that something can be done by passing an ordinary resolution, this can also be done by passing a special resolution

1.6 Where the Articles refer to a document being made effective this means being signed, sealed or executed in some other legally valid way.

1.7 Where the Articles refer to a show of hands, a member may vote in person at a meeting (including by electronic means or electronic communications or any other method which the Board approves)

2 LIABILITY OF MEMBERS

The liability of each member is limited to the amount (if any) unpaid on the shares held by that member

3 SHARES

3.1 Subject to the legislation and without limiting any rights attached to any existing shares

- any share may be issued with the rights or restrictions the Company decides by ordinary resolution, and
- shares may be issued which are to be redeemed or are to be liable to be redeemed at the option of the Company or the holder on the terms, conditions and in the way the Company decides by ordinary resolution

The Board can also take these decisions if the members have not passed a resolution that covers the point The rights, restrictions, terms and conditions attached to any shares issued under this Article apply as if they were set out in the Articles

3.2 Subject to Article 3 3, the Company will only be affected by, or recognise, a current and absolute right to whole shares The fact that all or any part of a share may not be owned outright by the registered owner is not of concern to the Company, for example, if a share is held on any kind of trust. This applies even if the Company knows about the ownership of the share

3.3 The only exceptions to Article 3 2 are any rights

- expressly given by the Articles, or
- which the Company has a legal duty to recognise

4 EXCLUSION OF PRE-EMPTION RIGHTS

The pre-emption provisions in sections 561 and 562 of the Act will not apply to any allotment of equity securities made by the Company.

5 SHARE CERTIFICATES

5.1 When a member is first registered as the holder of any shares, that member is entitled, free of charge, to one certificate for all the shares of each class which the member holds. If a member receives more shares of any class, that member is entitled, free of charge, to a certificate for the extra shares.

5.2 If a member transfers some of the shares covered by a certificate, that member is entitled, free of charge, to a new certificate for the balance if the balance is also covered by a certificate

5.3 The Board can decide how share certificates are made effective For example, they can be

- signed by two directors or one director and the Secretary,
- sealed with the seal (if any), or
- printed, in any way, with a copy or representation of those signatures or the seal (if any) The representation can be made or produced mechanically, electronically or in any other way the Board approve

5.4 A share certificate must state the number and class of shares to which it relates and the amount paid up on those shares It cannot be for shares of more than one class

5.5 A member can ask the Company for a new certificate if the original is

- worn out, damaged or defaced, or
- lost, stolen or destroyed

The Board can require the member to pay the Company's exceptional out of pocket expenses for issuing a new certificate

5.6 If a certificate has been worn out, damaged or defaced, the Company can require the certificate to be delivered to it before issuing a replacement If a certificate is stolen, lost or destroyed, the Company can require satisfactory evidence, and an indemnity, before issuing a replacement

6 TRANSFER OF SHARES

6.1 Every transfer of a share must be in writing, and either in the usual form or another form approved by the Board

6.2 A transfer form must be signed, or made effective in some other way, by or on behalf of the person making the transfer and, unless the share is fully paid, by or on behalf of the person to whom the shares are being transferred

6.3 If any holding company delivers to the Company a notice in writing claiming to be signed by a director or the Secretary, Assistant or Deputy Secretary of the holding company stating that any share in the Company is held by the holder of that share as the nominee of the holding company and naming another person as having been authorised by the holding company to sign transfers in place of the holder, the Board will be entitled and bound to give effect to any transfer of that share signed or made effective by the person named as transferor in all respects as if the transfer were signed by the holder of the share

7 ALTERATION OF SHARE CAPITAL

7.1 The Company can pass ordinary resolutions to do any of the following

- consolidate, or consolidate and then divide, all or any of its share capital into shares of larger amount than its existing shares, or
- divide its shares, or any of them, into shares of smaller amount and the resolution may decide that, as between the shares resulting from the division, any of them may have any preference or advantage as compared with the others.

7.2 If any shares are consolidated or divided, the Board have power to deal with any fractions of shares which result or any other problem that arises If the Board decide to sell any shares representing fractions, they must sell for the best price they can reasonably obtain and distribute the net proceeds of sale to the members in proportion to their fractional entitlements The Board can sell to a person (including the Company, if legislation allows) and can authorise a person to transfer those shares to the buyer or in accordance with the buyer's instructions The buyer does not need to take any action to check how any money paid is used The buyer's ownership will not be affected if the sale is irregular or invalid in any way.

7.3 The members can pass a special resolution to reduce in any way·

- the Company's share capital, or
- a capital redemption reserve or share premium account

This is subject to any restrictions under the legislation

8 PURCHASE OF OWN SHARES

The Company can use all the powers given by the legislation to purchase any of its own shares (including any redeemable shares) and, if permitted by the legislation, does not have to make a payment in respect of the redemption or purchase of its own shares only out of distributable profits of the Company or the proceeds of a fresh issue of shares and can make it in any other way available to it

9 GENERAL MEETINGS

The Board can decide to call general meetings If there are not enough directors in the United Kingdom to call a general meeting, any director or any member of the Company may call a general meeting

10 NOTICE OF GENERAL MEETINGS

10.1 General meetings must be called by at least 14 clear days' written notice but a general meeting may be called by shorter notice if this has been agreed by a majority in number of the members who are entitled to attend and vote comprising a majority together holding at least 90 per cent in nominal value of the shares giving that right.

10.2 Notices of meetings must be given to the members, unless the Articles or the rights of the shares say they are not entitled to receive them from the Company. Notice must also be given to the Board and to the Auditor (if any)

10.3 If a notice or other document relating to a meeting or other proceeding is accidentally not sent or received, the meeting or other proceeding will not be invalid as a result.

11 PROCEEDINGS AT GENERAL MEETINGS

11.1 No business can be conducted at any meeting unless a quorum is present Subject to Article 11 2, two persons entitled to vote on the business to be conducted, each being a member or a proxy for a member or a duly authorised representative of a company, will form a quorum If this quorum is not present within half an hour from the time set for the meeting, or if during a meeting this quorum ceases to be present, the meeting will be adjourned to the day, time and place the Board decide.

11.2 If and for so long as the Company has only one member·

- one person entitled to vote upon the business to be transacted, being the sole member of the Company or a proxy for that member or (if that member is a company) its duly authorised representative, will form a quorum; and
- all the other provisions of these Articles will (in the absence of any express provision to the contrary) apply with any modifications that may be necessary for a company which has only one member

11 3 A director who is not a member is still entitled to receive notice of and attend and speak at any general meeting and at any separate meeting of the holders of any class of shares in the Company

11.4 The members present may appoint a director (who need not be a member of the Company) or any one of their number to chair the meeting If at the time in question the Company has only one member then the sole member may appoint a director (who need not be a member of the Company) to chair the meeting or, if the sole member does not do so, the sole member will chair the meeting The chairman may, with the consent of a meeting at which a quorum is present adjourn the meeting to a date, time and place which the chairman decides, or indefinitely. Meetings can be adjourned more than once. A reconvened meeting can only deal with business that could have been dealt with at the meeting which was adjourned When a meeting is adjourned it will not be necessary to give notice of the time and place of the adjourned meeting nor the general nature of the business to be conducted.

11.5 A resolution put to the vote of a meeting will be decided on a show of hands unless a poll is demanded as soon as, or before, the result of the

show of hands is declared by the chairman Subject to the legislation, a poll can be demanded by

- the chairman, or
- any member entitled to vote at the meeting (or their proxy).

The chairman can also demand a poll before a resolution is put to the vote on a show of hands A proxy can speak at a general meeting and demand or join in demanding a poll

11.6 The following applies when there is a vote on a show of hands and no poll is demanded or a demand for a poll is withdrawn Any of the following declarations about a resolution by the chairman of the meeting is conclusive proof that it has been·

- passed or not passed; or
- passed by a particular majority

An entry in respect of this kind of declaration in the minutes of the meeting is also conclusive evidence of that fact. There is no need to prove the number or proportion of votes recorded for or against a resolution

11.7 The demand for a poll can be withdrawn if the chairman agrees to this A withdrawn demand will not invalidate the result of a show of hands declared before the demand was made. If a poll is demanded before the declaration of the result of a show of hands and the demand is properly withdrawn, the meeting will continue as if the demand had not been made

11 8 There is no need to give notice of a poll not taken immediately if the time and place at which it is to be taken are announced at the meeting at which it is demanded Otherwise at least seven clear days' notice must be given specifying the time and place at which the poll is to be taken

A poll can be taken either at the meeting or within 30 days. Subject to this, the chairman can decide where, when and how a poll will be taken The result of the poll will be treated as the decision of the meeting where the poll was demanded, even if the poll is taken after the meeting.

11.9 A demand for a poll on a particular matter does not stop a meeting from continuing and dealing with other matters. But once all these matters have been dealt with, the meeting is treated as having ended immediately after the poll has been taken, even though the result of the poll is to be worked out and announced later.

11.10 A written resolution which is a resolution proposed and passed in accordance with Part 13, Chapter 2 of the Act will be just as valid and effective as if it had been passed at a general meeting properly called and held.

11.11 Any member or director may participate in a properly convened general meeting by means of a videoconference or any communications equipment which allows all persons participating in the meeting to see,

hear and speak to each other A person participating in this way will be treated as present in person at the meeting and will be entitled to vote and be counted in the quorum For the purposes of all other provisions of these Articles (unless the context requires otherwise) the members will be treated as meeting in one place, which will be the place stated in the notice of meeting, and, if more than one place is stated in the notice (which will be permitted), it will be the place stated in the notice where the chairman presides

12 VOTES OF MEMBERS

12.1 Where there is a vote on a show of hands, a member present at a meeting in person or by proxy has one vote. Where there is a poll, a member present in person or by proxy has one vote for every share which they hold or represent This is subject to any special rights or restrictions which are given to a class of shares and to the Articles

12 2 An objection to the right of a person to vote must be made at the meeting (or adjourned meeting) at which the vote is cast If a vote is not disallowed at a meeting, it is valid for all purposes An objection must be raised with the chairman of the meeting The chairman's decision is conclusive

12.3 A member may appoint more than one proxy to attend on the same occasion If a member votes on a poll, they do not have to use all of their votes or cast all their votes in the same way, but each proxy must be appointed to exercise rights in respect of a different share or shares held by the member

12.4 A proxy is appointed using a proxy form or in any other way, and subject to any terms and conditions, the Board decide For example, the Board can decide that a proxy can be appointed using electronic communications

12.5 A proxy need not be a member.

12.6 A proxy form·

- must be in writing, and
- can be in any form which is commonly used or in any other form that the Board approve

12.7 A proxy form given by

- an individual must be signed by the individual or an attorney who is authorised to act on behalf of the individual or comply with the requirements of Article 45 6; and
- a company must be sealed with the company's seal or signed by an officer of the company or an attorney who is authorised to act on behalf of the company or comply with Article 45 6.

Signatures need not be witnessed

12.8 A proxy form must be received at the place or address stated in the notice of meeting or proxy form or in any invitation contained in an

electronic communication to appoint a proxy or, if no place or address is stated, at the office, addressed to the person or officer stated, or can be delivered to the chairman of the Board, Secretary or any director at

- the meeting itself,
- any adjourned meeting, or
- the time or place of any poll

This delivery can be made by post, by hand or by electronic communications If the Board decide that a proxy can be appointed in any other way, notice of the appointment must be received as the Board specifies.

12.9 A vote cast or poll demanded by proxy or by a properly authorised representative of a company will be valid even though the member who appointed the proxy has revoked or ended the

- appointment, or
- authority of the person who made the appointment

However, this does not apply if written or oral notice of any of these events has been received in the way specified for the appointment of proxies before the meeting or adjourned meeting in question began or (where the poll is taken on a different time or day as the meeting or adjourned meeting) the time set for taking the poll

13 NUMBER OF DIRECTORS

There must be at least two directors. The members can vary this minimum and/or decide or vary a maximum number of directors by passing an ordinary resolution If the minimum number of directors is one, a sole director will have the authority to exercise all the powers and discretions which these Articles express are vested in the directors generally and Articles 33 6 and 33.7 will be modified where necessary

14 ALTERNATE DIRECTORS

14.1 Any director (except an alternate director) can appoint any other director, or any other person willing to act, to be that director's alternate director, either for a particular meeting or until removed, or remove them from office by signing a written notice to the Company.

14.2 A director or any other person can act as alternate director to represent more than one director. An alternate director can vote for every director whom he represents in addition to his own vote (if any) as a director at meetings of the Board or any committee of the directors but the alternate director will count as only one for the purpose of deciding whether a quorum is present.

14.3 An alternate director will be entitled

- to receive notice of all meetings of the Board and of all meetings of committees of directors of which the person who appointed them is a member,

- to attend and vote at any meeting at which the director appointing the alternate is not personally present; and
- generally to perform all the functions of the person who appointed them as a director when the director is absent,

but will not be entitled to receive any remuneration from the Company for services as an alternate director An alternate director will be entitled to·

- contract and be interested in and benefit from contracts or arrangements or transactions; and
- be repaid expenses and indemnified to the same extent as if the person were a director.

It will not be necessary to give notice of a meeting to an alternate director who is absent from the United Kingdom.

14 4 An alternate director will stop being an alternate director if their appointor ceases to be a director

14.5 Except where the Articles state something different, an alternate director will be treated for all purposes as a director and will be solely responsible for their own acts and defaults The alternate will not be treated as the agent of the director appointing them

15 DIRECTORS' RESOLUTIONS IN WRITING

A written resolution can be signed by those directors who.

- are in the United Kingdom at the time;
- would be entitled to vote on the resolution at a Board meeting, and
- together meet the quorum requirements for Board meetings.

This kind of resolution will be treated as having been adopted by the Board and as if it was a resolution which had been passed at a Board meeting The resolution can be passed using several copies of a document, if each copy is signed by one or more directors These copies can be made using electronic communications No signature is necessary if electronic communications are used, subject to any terms and conditions that the Board decide A resolution signed by an alternate director need not also be signed by his appointor and, if it is signed by a director who has appointed an alternate director, it need not be signed by the alternate director in that capacity

16 DELEGATION OF DIRECTORS' POWERS TO COMMITTEES

16.1 The Board can delegate any of their powers, authorities or discretions to committees of one or more directors or other people If the Board have delegated a power, authority or discretion to a committee, any references in the Articles to using that power, authority or discretion include its use by the committee A committee must comply with any regulations made by the Board These regulations can require or allow people who are not directors to be co-opted onto the committee and

can give voting rights to co-opted members, who can be counted in the quorum.

16.2 Unless the Board specifically decide not to allow this, a committee can sub-delegate powers and discretions to sub-committees or other people

16.3 References in the Articles to committees include sub-committees permitted under this Article

16.4 If a committee includes two or more members, the Articles which regulate Board meetings and their procedure will also apply to committee meetings (if possible), unless these are inconsistent with any regulations for the committee which the Board has made under Article 16 1

17 DIRECTORS' MANAGEMENT POWERS

17.1 The Board will manage the Company's business. They can use all the Company's powers, except where the legislation or the Articles say that powers can only be used by the members voting to do so at a general meeting or passing a resolution. The general management powers under this Article are not limited in any way by specific powers given to the Board by other Articles

17.2 The Board's management powers are subject to

- the legislation,
- the Articles; and
- any other requirements which are consistent with the legislation and the Articles and are approved by the members passing an ordinary resolution

17.3 If a change is made to the Articles or the members approve a requirement relating to something which the Board have already done which was within their powers, that change or requirement cannot invalidate the Board's previous action

18 DELEGATION OF POWERS TO DIRECTORS OR THE SECRETARY

The Board can give a director or the Secretary any of the powers which they have jointly as the Board. These powers can be given on any terms and conditions the Board decide either in parallel with, or in place of, the powers of the Board acting together These powers can include the power to sub-delegate The Board can change the basis on which these powers are given or withdraw them from the director or Secretary. No person dealing in good faith who does not know about the change or withdrawal will be affected by it

19 POWER TO APPOINT AGENTS

19.1 The Board can appoint a person (including the members of a group which changes over time) as the Company's agent. The agent can either be appointed directly by the Board, or the Board can give another

person the power to select an agent The Board can decide the purposes, powers, authorities and discretions of an agent. But they cannot give an agent a power, authority or discretion which the Board do not have under the Articles

19.2 The Board can decide how long an appointment of an agent will last for and they can apply any terms and conditions to it The appointment can include any provisions which the Board decide for the protection and convenience of a person dealing with the agent. The appointment can also allow the agent to sub-delegate all or any of their powers, authorities or discretions to any other person

20 SIGNATURES ON CHEQUES

All cheques, promissory notes, drafts, bills of exchange and other instruments (whether negotiable or transferable or not) and all receipts for money paid to the Company can be signed, drawn, accepted, endorsed or made effective in any way the Board decide For the purposes of this Article, reference to a document being made effective means the document being signed, sealed or executed in some other legally valid way

21 POWER TO PROVIDE FOR BENEFIT OF EMPLOYEES AND FORMER EMPLOYEES

The Board can, by passing a resolution, exercise any powers given by the legislation to provide for the benefit of employees and former employees of the Company or any of its subsidiaries or holding companies or subsidiaries of any of those holding companies in connection with the ending of the business or the transfer to a person of all or any part of the business and assets of the Company or that subsidiary or holding company or subsidiary of that holding company

22 APPOINTMENT OF DIRECTORS

22.1 A holding company will have power at any time to appoint any person or persons as a director or directors, either as an addition to the existing directors or to fill any vacancy, and to remove from office any director appointed in this way or in any other way. Any appointment or removal must be in writing signed by one of the directors or the secretary of the holding company or any other person properly authorised to sign on its behalf or comply with Article 45.6.

22.2 Subject to Article 22 1.

- the Company can appoint a person by ordinary resolution who is willing to act to be a director either to fill a vacancy or as an additional director; and
- The Board can appoint a person who is willing to act to be a director, either to fill a vacancy or as an additional director

22.3 Directors can only be appointed under this Article within the maximum number of directors which applies under the Articles (including any variation of that maximum approved by ordinary resolution)

23 DISQUALIFICATION AND REMOVAL OF DIRECTORS

A person automatically ceases to be a director as soon as.

- that person ceases to be a director under the legislation, is prohibited from being a director by law, or is removed from office under the Articles,
- a bankruptcy order is made against that person;
- a composition is made with that person's creditors generally in satisfaction of that person's debts,
- a registered medical practitioner who is treating that person gives a written opinion to the company stating that that person has become physically or mentally incapable of acting as a director and may remain so for more than three months,
- by reason of that person's mental health, a court makes an order which wholly or partly prevents that person from personally exercising any powers or rights which that person would otherwise have,
- that person resigns his or her office by written notice to the Company or offers in writing to resign and the Board pass a resolution accepting the offer,
- that person has a service or employment contract with the Company or BT has Group plc or any other subsidiary of BT Group plc which expires or is terminated for any reason and is not renewed or replaced within 14 days; or
- that person is removed from office in accordance with Article 22 1

23.1 If a director ceases to be a director, the director automatically ceases to be a member of any Board committee or sub-committee

24 REMUNERATION OF THE DIRECTORS

The directors will be entitled to the remuneration set by the Company in an ordinary resolution and, unless the resolution provides something different, the remuneration will be treated as accruing daily

25 DIRECTORS' EXPENSES

The Board can repay directors all expenses properly incurred by them in attending and returning from meetings of the Board, committees, sub-committees of the Board, general meetings, or in any other way in connection with the Company's business

26 DIRECTORS' APPOINTMENTS

The Board can appoint one or more directors to any executive position they decide As far as the legislation allows, they can decide how long these appointments will be for and what their terms will be They can also vary the terms of or end these appointments. If a director ceases to be a director, the director automatically ceases to hold any executive position in the Company. If a director's appointment is varied or ends because of this Article, this does not prejudice any claim against the Company for breach of contract

27 DIRECTORS' INTERESTS

27.1 For the purposes of section 175 of the Act, the Board can authorise any matter which.

- would or could be a breach of a director's duty under that section; or
- could result in a breach of a director's duty under that section

This authorisation will avoid a situation arising in which the director has, or could have, a direct or indirect interest that conflicts, or could conflict, with the interests of the Company.

27.2 For authorisation of a matter under this Article to be effective.

- the matter in question must have been proposed in writing for consideration at a Board meeting, in accordance with the Board's normal procedures or in any other way the Board may decide,
- any quorum requirement at the Board meeting when the matter is considered must be met without counting any Interested Directors (subject to Article 29 2); and
- the matter must be agreed without the Interested Directors voting, or would have been agreed if the votes of the Interested Directors had not been counted.

27.3 Any matter authorised under this Article will include any existing or potential conflict of interest which it is reasonable to expect will arise out of the authorised matter

27.4 Any authorisation of a matter under this Article will be subject to any conditions or limitations decided on by the Board The Board can decide the conditions or limitations at the time authorisation is given, or later on, and can end them at any time A director must comply with any obligations the Board impose on the director after a matter has been authorised.

27.5 A director does not have to hand over to the Company any benefit which the director receives (or a person connected with the director receives) as a result of anything the Board has authorised under this Article No contract of the type described in this Article can be cancelled because of any director's interest or benefit.

28 DIRECTORS MAY HAVE CERTAIN INTERESTS

28.1 Subject to compliance with Article 28 2, a director (or a person connected with the director) can

(a) be a director, officer or employee of, or have an interest in (including holding shares), any Relevant Company (as defined in Article 28.5),

(b) have an interest in any Relevant Company the Company has an interest in (including holding a position in that company or being a shareholder of that company) or be a party to a contract with that company;

(c) hold a position (other than Auditor) in the Company or another company in which the Company has an interest on terms and conditions decided by the Board; and

(d) have an interest if it cannot reasonably be regarded as likely to give rise to a conflict of interest;

(e) have an interest if the director is not aware of the interest or of the transaction or arrangement giving rise to the interest (for these purposes the director will be treated as being aware of matters if it is reasonable to expect the director to be aware of them;

(f) have an interest in any matter authorised under Article 27 1,

or

(g) have any other interest authorised by ordinary resolution.

No authorisation under Article 27 (other than under paragraph (f) of this Article) is required for any interests under this Article

28.2 The director must declare the nature and extent of any interest allowed under Article 28 1 and not falling within Article 28 3, at a Board meeting or in the manner set out in section 184 or 185 of the Act When a director knows that they are in any way interested in a contract with the Company they must tell the other directors. A general notice given to the Board that a director has an interest of the kind stated in the notice in a contract involving a person identified in the notice is treated as a standing disclosure that the director has that interest

28.3 A director does not need to declare an interest.

- if it cannot reasonably be regarded as likely to give rise to a conflict of interest,
- if the director is not aware of the interest or of the transaction or arrangement giving rise to the interest (for these purposes the director will be treated as being aware of matters if it is reasonable to expect the director to be aware of them);
- if the interest relates to any matter which has been authorised under Article 27 1;
- if the other directors already know about the interest (and for this purpose the other directors will be treated as knowing about the interest if it is reasonable to expect they know about it); or

28.4 A director does not have to hand over to the Company any benefit which the director (or a person connected with the director) receives

- from any contract or from any office or employment or from any interest in any Relevant Company, or
- from anything referred to in Article 28 1

No contract of the type described in Article 28 1 can be cancelled because of any director's interest or benefit.

28.5 In this Article each of the following is a Relevant Company

- the Company,
- a subsidiary undertaking of the Company;
- any holding company of the Company or a subsidiary undertaking of any such holding company,
- any company promoted by the Company, or
- any company in which the Company is otherwise interested.

29 WHEN DIRECTORS CAN VOTE ON THINGS IN WHICH THEY ARE INTERESTED

29.1 If the legislation allows, and subject to Article 27 and 28 and to any conditions or limitations imposed by the directors under Article 27, a director may vote as a director in regard to any contract in which they are interested or upon any matter arising out of that contract If they vote their vote can be counted and they will be included in a quorum when any contract of this kind is under consideration

29.2 A director cannot be counted in the quorum for a Board meeting in relation to any resolution on which the director is not entitled to vote, but if only one director is eligible to vote, the quorum will be reduced to one

29.3 If a question comes up at a meeting about whether a director (other than the chairman of the meeting) has an interest or whether the director can vote or be counted in the quorum, and the director does not agree to abstain from voting on the question or not be counted in the quorum, the question must be referred to the chairman of the meeting. The chairman's ruling about the director is conclusive, unless the nature or extent of the director's interests have not been fairly disclosed to the Board If the question comes up about the chairman of the meeting, the question will be decided by a resolution of the Board. The chairman cannot vote on the question but can be counted in the quorum The Board's resolution about the chairman is conclusive, unless the nature or extent of the chairman's interests have not been disclosed to the Board

30 CONFIDENTIAL INFORMATION

30.1 Subject to Article 30 2, if a director receives information for which the director owes a duty of confidentiality to a person other than the

Company, and the director did not receive the information because of their position as a director, the director will not be required to

- disclose such confidential information to the Company or to the Board, or to any director, officer or employee of the Company, or
- use or apply such confidential information in any other way in connection with the director's duties as a director.

30.2 If a duty of confidentiality arises out of a situation in which the director has, or can have, a direct or indirect interest that conflicts, or possibly may conflict, with the interests of the Company, Article 30 1 will apply only if the conflict arises out of a matter which has been authorised under these Articles or falls within Article 28.

30.3 This Article does not affect any equitable principle or rule of law which may excuse or release the director from disclosing information, in circumstances where disclosure may otherwise be required under this Article

31 DIRECTORS' INTERESTS - GENERAL

31.1 For the purposes of Articles 27 to 31

- a reference to a contract includes a reference to an existing or proposed contract, transaction or arrangement,
- section 252 of the Act will determine whether a person is connected with a director
- all references to a director will also include references to an alternate director

31.2 Where a director has an interest which it is reasonable to expect will result in a conflict of interest, the director can if asked to do so by the Board take such additional steps that are necessary or desirable to manage the conflict of interest, whether or not the Board authorise the matter under Article 27 These steps can include complying with any procedures laid down by the Board to manage conflicts of interest generally, or carrying out any specific procedures approved by the Board for managing the situation or matter in question, including (without limitation) the director being.

- absent from any Board meetings where the relevant situation or matter is to be considered, and
- not given access to documents or information made available to the Board generally in relation to such situation, or arranging for the documents or information to be reviewed by a professional adviser to determine whether it is appropriate for the director to have access to such documents or information.

31.3 The shareholders can by passing an ordinary resolution ratify any contract not properly authorised by reason of breaching any of the provisions in Articles 27 to 31

31.4 Where a director is a director or other officer of, or employed by, a group company, they

- may in exercising their independent judgement take into account the success of other group companies as well as the success of the Company; and
- will in the exercise of their duties, where that other group company is a parent company, have a duty of confidentiality to the parent company in relation to confidential information of the parent company, but they will not be restricted by any duty of confidentiality to the Company from providing information to any parent company

32 PENSIONS AND OTHER BENEFITS

32.1 Subject to the remainder of this Article, the Board can decide whether to provide.

- pensions,
- annual payments, or
- other allowances or benefits,

to any people including people who are or who were directors of the Company. The Board can decide to extend these arrangements to relations or dependants of, or people connected to, these people The Board can also decide to contribute to a scheme or fund or to pay premiums to a third party for these purposes

32.2 The Company can only provide pensions and other similar benefits to

- people who are or were directors but who have not been employed by, or held an office or executive position in, BT Group plc or any of its subsidiary undertakings, including the Company; and
- relations or dependants of, or people connected to, those directors or former directors;

if the members approve this by passing an ordinary resolution

32.3 No director or former director is accountable to the Company or the members for a benefit of any kind given in accordance with this Article The receipt of a benefit of any kind given in accordance with this Article does not prevent a person from being or becoming a director of the Company

33 PROCEEDINGS OF DIRECTORS

33.1 The Board can decide when and where to have meetings, how they are conducted and the quorum. They can also adjourn their meetings

33.2 A meeting can be called by a director or the Secretary The Secretary must also call a meeting if a director requests this

33.3 The Board can decide how notice of Board meetings is to be given and on any terms and conditions (including oral notice) Subject to this, Board meetings are called by delivering a written notice to each director personally or by sending it to their last known address or another address given to the Company for this purpose

33.4 A director who is out of the United Kingdom is not entitled to be given notice of a Board meeting unless

- notice of a Board meeting has been given in writing, and
- the director has asked the Board in writing to send notices of Board meetings during the director's absence to the director's last known address or another address given to the Company for this purpose.

A director can waive notice of a meeting at any time, even if the meeting has already taken place

33.5 Matters for decision which arise at a Board meeting will be decided by majority vote. If the votes are equal, the chairman of the meeting has a second or casting vote

33.6 The quorum for the transaction of the business of the Board can be fixed by the members passing an ordinary resolution Unless the quorum is fixed at any other number, it shall be two A person who holds office only as an alternate director will be counted in the quorum, if his appointor is not present A quorum of a Board meeting need only be present at the beginning of a meeting in order for business to be properly carried out at that meeting and if, during the course of a meeting, a quorum ceases to be present then the meeting can continue with its business

33.7 Even if one or more director(s) has stopped being a director, the remaining director(s) can continue to act If the number of directors falls below the minimum which applies under these Articles (including any variation of that minimum approved by an ordinary resolution of members), the remaining director(s) can only·

- appoint further director(s) to make up the shortfall,
- convene a general meeting, or
- ask the member(s) to appoint further director(s) under Article 22 or pass an ordinary resolution to do so

If no director(s) are willing or able to act under this Article, any two members can call a general meeting to elect director(s) (or, if the Company has only one member at the time in question, the sole member may call a general meeting for this purpose).

33.8 The Board can appoint a director as chairman and may at any time remove him from that office. Unless he is unwilling to do so, the director appointed in this way will preside at every meeting of the Board at which he is present If there is no director holding that office, or if the director holding it is unwilling to preside or is not present at the time

appointed for the meeting, the directors present may appoint one of their number to be chairman of the meeting

33.9 Everything which is done by a Board meeting, a Board committee meeting or a person acting as a director, will be valid even though it is discovered later that a director or person acting as a director was not properly appointed or elected This also applies if it is discovered later that a person was disqualified from being a director, and ceased to be a director or was not entitled to vote

33.10 The Company may change its name by a decision of the Board.

33.11 Any of the directors or members of a committee can take part in a Board meeting or Board committee meeting by way of a

- video conference or conference telephone or similar equipment designed to allow everybody to take part in the meeting,
- series of video conferences or telephone calls from the chairman of the meeting

Taking part in this way will be treated as being present at the meeting A meeting which takes place by a series of video conferences or telephone calls from the chairman will be treated as taking place where the chairman is. Otherwise meetings will be treated as taking place where the largest group of the participants are or, if there is no such group, where the chairman is, unless the Board decide otherwise

34 BORROWING

To the extent that the legislation and the Articles allow, the Board can exercise all the powers of the Company to.

- borrow money without any upper limits and decide the borrowing terms,
- mortgage or charge all or any part of the Company's business, property and assets (present and future),
- issue debentures, debenture stock and other securities, and
- give security either outright or as collateral security for a debt, liability or obligation of the Company or another person

35 MINUTES

35.1 The Board must have minutes made in minute books of all

- appointments of officers made by the Board, and
- proceedings at meetings of the Company, of the holders of any class of shares in the Company, and of the Board, and of committees of the Board, including the names of the directors present at each of those meetings.

35.2 It will not be necessary for directors to sign their names in any minute book or other attendance book.

36 DIVIDENDS

36.1 Members can declare dividends by passing an ordinary resolution, in addition to the powers of the Board, but no dividend can exceed the amount recommended by the Board

36.2 The Board may declare and pay dividends (whether interim or final) if it appears to them that they are justified by the profits of the Company and available for distribution The approval of the members is not necessary for any dividend declared by the Board in this way. If the share capital is divided into different classes, the Board may pay dividends on shares which confer deferred or non-preferred rights with regard to dividend as well as on shares which confer preferential rights with regard to dividend, but no dividend can be paid on shares carrying deferred or non-preferred rights if, at the time of payment, any preferential dividend is in arrears The Board may also pay at intervals settled by them any dividend payable at a fixed rate if it appears to them that the profits available for distribution justify the payment

36.3 If the Board act in good faith they are not liable to the holders of shares conferring preferred rights for any loss they may suffer by the lawful payment of a dividend on any shares having deferred or non-preferred rights

36.4 Unless the rights attached to shares state something different, all dividends must be declared and paid according to the amounts paid up on the shares on which the dividend is paid All dividends must be apportioned and paid proportionately to the amounts paid up on the shares during any part or parts of the period in respect of which the dividend is paid; but, if any share is issued on terms providing that it ranks for dividend as from a particular date, that share will rank for dividend accordingly

36.5 A meeting of the Board declaring a dividend may direct that it can be satisfied wholly or partly by the distribution of assets and, where any difficulty arises on the distribution, the Board can settle it as they decide In particular, they can·

- issue fractional certificates,
- value the assets for distribution purposes,
- pay cash with a similar value to adjust the rights of members, and/or
- transfer any assets to trustees

36.6 A dividend or other money payable in cash relating to a share can be paid,

- by cheque or warrant payable to the member or to another person named in a written instruction from the member;
- by bank transfer or other electronic means directly to an account named in a written instruction from the member, and/or

- in any other way agreed between the member and the Company

36.7 No dividend or other money payable by the Company in respect of its shares carries a right to interest from the Company, unless the rights of the shares say something different

37 ACCOUNTS

A member has the right to inspect any accounting records or other book or document of the Company on request, on reasonable notice

38 SECRETARY

38.1 The Secretary is appointed by the Board The Board decide the terms and period of the appointment The Board can also remove the Secretary This does not affect any claim for damages against the Company for breach of any contract of employment the Secretary may have The Board can appoint two or more people to be joint Secretaries Each joint Secretary will be able individually to perform the functions, and exercise the powers, of the Secretary as if they are the sole Secretary.

38.2 The Board can also appoint one or more people to be assistant or deputy Secretaries or one person to be a temporary Secretary. The Board decide their terms and period of employment The Board can also remove an assistant, deputy or temporary Secretary. This does not affect any claim for damages against the Company for breach of any contract of employment they may have. Anything which the Articles require or allow to be done by the Secretary can also be done by an assistant, deputy or temporary Secretary

38.3 Anything which the legislation or the Articles require or allow to be done by or to a director and the Secretary cannot be done by or to one person acting as both a director and the Secretary

38.4 A company may be appointed Secretary, or joint Secretary, deputy Secretary, temporary Secretary or assistant Secretary

39 SEALS

39.1 The Board are responsible for arranging for the seal (if any) to be kept safely The seal (if any) can only be used with the authority of the Board or a committee authorised by the Board For the purposes of this Article, a committee authorised by the Board can consist solely of people who are not directors.

39.2 Every document which has the seal (if any) stamped on it must be signed autographically by:

- one director and the Secretary,
- one director and a witness
- two directors

- a person who is authorised to do so by the Board either generally or in relation to specific documents or documents of specific descriptions

However, the Board can decide that specific documents or documents of specific descriptions can be printed, in any way, with a copy or representation of these signatures The representation can be made or produced mechanically, electronically or in any other way the Board approve. The Board can also decide that certificates for securities which have the seal (if any) stamped on them do not need to be signed

39.3 The Board can use all the powers given by the legislation relating to official seals for use abroad

40 DOCUMENTS

40.1 A director or the Secretary has power to decide that any of the following are genuine and to certify copies of or extracts from them as true copies or extracts

- documents relating to the Company's constitution,
- resolutions passed by the members or a class of members, or by the Board or a Board committee, and
- books, documents, records or accounts which relate to the Company's business

The Board can also give this power to other people

40.2 A document which appears to be a copy of a resolution or an extract from the minutes of a meeting and which is certified as a true copy or extract as described in Article 40 1 is conclusive evidence for a person who deals with the Company on the strength of the document that the

- resolution has been properly passed, or
- extract is a true and accurate record of the proceedings of a valid meeting

40.3 The Company can destroy all·

- transfer forms for shares, documents sent to support a transfer and any other documents which were the basis for making an entry on the Company's register of members, six years after the date of registration,
- dividend payment instructions and notifications of a change of address or name, two years after the date these were recorded; and
- cancelled share certificates, one year after the date they were cancelled
- records of decisions (whether unanimous or by a majority) of the Board, ten years from the date of the decision recorded (these records must be kept in writing until then).

40.4 A document destroyed by the Company in accordance with Article 40.3 is conclusively treated as having been valid and effective in accordance

with the Company's records relating to the document. Any action of the Company in dealing with the document in accordance with its terms before it was destroyed is conclusively treated as having been properly taken.

40.5 Articles 40 3 and 40 4 only apply to documents which are destroyed in good faith and if the Company has not been informed that keeping the documents is relevant to any claim

40.6 This Article does not make the Company liable if it·

- destroys a document earlier than the time limit stated in Article 40 3,
- does not comply with the conditions in Article 40 5, or
- would not be liable if this Article did not exist.

40.7 This Article applies whether a document is destroyed or disposed of in some other way.

41 INDEMNITY AND INSURANCE

41.1 As far as the legislation allows, every director, Secretary, officer and employee of the Company will be indemnified by the Company out of its own funds against all costs, charges, losses, expenses and liabilities incurred by them

41.1 1 in doing the following

- in performing their duties,
- in exercising their powers,
- in claiming to do any of these things, and/or
- otherwise in relation to or in connection with their duties, powers or offices, and

41 1 2 any liability incurred by or attaching to them in connection with any negligence, default, breach of duty or breach of trust by them in relation to the Company or any Associated Company of the Company other than

- any liability to the Company or any Associated Company, and
- any liability of the kind referred to in section 234(3) of the Act.

41.2 In this Article a company is an Associated Company of the Company if.

- the company is a subsidiary of the Company,
- the Company is a subsidiary of the company, or
- both the Company and the company are subsidiaries of the same company

41 3 In this Article each of the following is a Relevant Company:

- the Company,
- a holding company of the Company,
- a body, whether or not incorporated, in which the Company or its holding company, or a predecessor of the Company or its holding company, has or had an interest, whether direct or indirect, and
- a body, whether or not incorporated, which is in any way allied to or associated with the Company, or any subsidiary undertaking of the Company or such other body.

41.4 As far as the legislation allows and without limiting Article 41 1 in any way, the Board can arrange for the Company to purchase and maintain insurance against any liability for or for the benefit of any people who are or were at any time directors, officers or employees of a Relevant Company This includes insurance against any liability incurred by or attaching to such people through any act or omission

- in actually or seemingly carrying out their duties,
- in exercising or seemingly exercising their powers, and
- in any other activity connected to their duties, powers or office,

in relation to any Relevant Company and all costs, charges, losses, expenses and liabilities incurred by such people in relation to any act or omission The Board can decide to extend these arrangements to relations, dependants of, or people connected to these people

41.5 As well as the cover provided under Article 41.4, the Board can purchase and maintain insurance

- against any potential liability or loss of the Company;
- any asset, interest, matter or property, or
- the life or health of any person

41.6 Subject to and as far as the legislation allows, the Company

- may provide a director or officer of the Company or any Associated Company of the Company with funds to meet expenditure incurred or to be incurred by the director in defending any criminal or civil proceedings in connection with any negligence, default, breach of duty or breach of trust by the director in relation to the Company or an Associated Company of the Company or in connection with any application for relief under the provisions mentioned in section 205(5) of the Act; and
- may do anything to enable any of these directors or officers to avoid incurring such expenditure

41.7 The terms set out in section 205(2) of the Act will apply to any provision of funds or other things done under Article 41.6.

42 RESERVES

The Board can set aside any profits of the Company and hold them in a reserve. The Board can decide to use these sums for any purpose for which the profits of the Company can lawfully be used Pending their use, sums held in a reserve can either be used in the business of the Company or invested in

any way the Board decide The Board can divide the reserve into separate funds for special purposes and change the funds into which the reserve is divided The Board can also carry forward any profits without holding them in a reserve. The Board must comply with the restrictions in the legislation which relate to reserve funds

43 CAPITALISATION OF PROFITS

43.1 If the Board recommend this, members can pass an ordinary resolution to allow the Board to change into capital an amount which

- is part of the Company's reserves (including previous premiums received when any shares were issued, capital redemption reserves or other undistributable reserves), or
- the Company is holding as net profits.

43.2 The Board will use the sum which is changed into capital by setting it aside for the members who would have been entitled to it if it were distributed by way of dividend and in the same proportions The sum set aside must be used to pay up in full shares of the Company and to allot such shares and distribute them to members as bonus shares in proportion to their holdings of shares at the time The shares can be ordinary shares or, if the rights of other existing shares allow this, shares of some other class.

43.3 If a difficulty arises in operating this Article, the Board can resolve it in any way which they decide For example, they can decide that the benefit of fractions of shares belongs to the Company or that fractions are ignored or deal with fractions in some other way

43.4 The Board can appoint a person to sign a contract with the Company on behalf of those who are entitled to shares under the resolution. Such a contract is binding on all concerned

44 ASSETS TREATED AS REVENUE

If the legislation allows

- where an asset, business or property is bought by the Company as from a past date, the Board can decide that any of the related profits and losses as from that date can be added to the Company's revenue account and treated for all purposes as profits or losses of the Company, and
- where any securities are bought by the Company with any dividend or interest, the Board can decide that the dividend or interest can be treated as revenue rather than capital

45 NOTICES AND MEANS OF COMMUNICATION

45.1 Any notice to be given to or by any person under the Articles must be in writing except that a notice calling a meeting of the Board need not be in writing

45.2 Subject to the Articles, anything sent or supplied by or to the Company under these Articles may be sent or supplied in any way in which the Act provides for documents or information which are authorised or required by any provision of the Act to be sent or supplied by or to the Company.

45.3 Any notice or document may be served by the Company on any member, personally, by electronic communication, or by leaving it at or sending it through the post in a prepaid letter addressed to that member at their registered address which appears in the register of members or to another address, if any, as the holder directs in writing. Where a notice is sent by post, service of the notice will be treated as being delivered 72 hours after the letter containing it is posted and if served by electronic communication will be treated as being delivered the same day as the electronic communication was sent In proving service it will be sufficient to prove that the letter containing the notice or document was, if the notice or document is served by post, properly addressed, stamped and put into the post or given to delivery agents with postage or delivery paid or that the notice or document, if served by electronic communication, was properly addressed and sent, or if left at the address was left there.

45.4 A member present, either in person or by proxy, at any meeting of the Company or of the holders of any class of shares in the Company will be treated as having received notice of the meeting and, where required, of the purposes for which it was called

45.5 Every person who becomes entitled to a share will be bound by any notice in respect of that share which, before their name is entered in the register of members, has been duly given to a person from whom they derives their title

45.6 Where under these Articles a document, including a proxy form, needs to be signed by a member or other person and it is in the form of an electronic communication, the Board may, if it chooses, disapply the requirement for a signature or require the electronic communication to be accompanied by any other evidence the Board may specify The Board can designate mechanisms for validating any document of this kind, and any document not validated by the use of these mechanisms can be treated by the Company as never having been received by the Company or its agent

46 WINDING UP

If the Company is wound up (whether the liquidation is voluntary, under supervision of the Court or by the Court) the liquidator can, with the authority of a special resolution passed by the members, divide among the members all or any part of the assets of the Company This applies whether the assets consist of property of one kind or different kinds For this purpose, the liquidator can place whatever value the liquidator considers fair on any property and decide how the division is carried out between members or different groups of members. The liquidator can also, with the same authority, transfer any assets to trustees upon any trusts for the benefit of members

which the liquidator decides The liquidation of the Company can then be finalised and the Company dissolved No past or present members can be compelled to accept any shares or other property under this Article which could give them a liability