



(Registered Number: 05227052)

**PRIVATE COMPANY LIMITED BY SHARES**  
**WRITTEN RESOLUTIONS**  
**OF**

**Virtual1 Communications Limited (the *Company*)**

(Circulation Date: 4 August 2023)

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose that resolutions 1 to 7 below are passed as ordinary resolutions and resolutions 8 to 11 below are passed as special resolutions (together, the ***Resolutions***).

In these Resolutions, unless the context otherwise requires, words and expressions used herein shall have the meaning given to them in the board minutes passed by the Company on or around the date of these Resolutions.

We, being the sole member entitled to attend and vote at meetings of the Company convened for the purpose of passing or sanctioning the following resolutions, hereby resolve unanimously in accordance with Chapter 2 of Part 13 of the Companies Act 2006 as follows:

**THAT:**

**ORDINARY RESOLUTIONS**

1. it being in the best interests and most likely to promote the success of the Company for the benefit of its members as a whole, the entry by the Company into the Documents be and is hereby approved;
2. the Documents be approved in the form produced to the meeting, subject to such amendments as any director or the secretary of the Company may in his/her absolute discretion approve, and that any director or the secretary of the Company (or, in relation to any of the Documents required to be executed as a deed, any two directors, a director and the secretary of the Company or any one director in the presence of a witness who attests their signature) be authorised and instructed to execute the Documents on behalf of the Company;
3. any director and/or the secretary of the Company (or in the case of a document to be executed as a deed, any two directors, a director and the secretary of the Company and/or any one director in the presence of a witness who attests their signature) be and is hereby authorised and instructed to execute and/or despatch the Documents on behalf of the Company;
4. any director or the secretary of the Company (or in the case of a document to be executed as a deed, any two directors, a director and the secretary of the Company and/or any one director in the presence of a witness who attests their signature) be authorised to negotiate, approve, execute and despatch on behalf of the Company such documents and deeds as he/she or they (as the case may be) in his/her or their absolute discretion consider necessary or desirable in connection with the transactions contemplated by the Documents and/or the Finance Documents (as defined in the Syndicated Facilities Agreement and/or the Bilateral Facilities Agreement (as applicable));

5. any one or more directors and the secretary of the Company each be authorised to do or procure to be done all acts or things of whatever nature which may, in such person's opinion, be necessary, desirable or expedient in connection with the Financing and/or the transactions contemplated by the Documents and/or the Finance Documents (as defined in the Syndicated Facilities Agreement and/or the Bilateral Facilities Agreement (as applicable)), including (without limitation) signing and/or despatching any documents or notices (including any utilisation request) on behalf of the Company and any other documents relating thereto;
6. TTTG be and is hereby appointed as the Company's agent: (i) under the Syndicated Facilities Agreement pursuant to clause 2.4 (*Obligors' Agent*) of the Syndicated Facilities Agreement; and (ii) under the Bilateral Facilities Agreement pursuant to clause 2.4 (*Obligors' Agent*) of the Bilateral Facilities Agreement, and, in each case is hereby authorised to negotiate, approve, execute and despatch any Finance Document (as defined in the Syndicated Facilities Agreement and/or the Bilateral Facilities Agreement (as applicable)) for and on behalf of the Company;
7. any and all actions of the Company and each director taken in connection with the actions contemplated by the foregoing resolutions prior to the execution hereof or hereafter be, and are hereby, ratified, confirmed, approved and authorised in all respects as fully as if such actions had been presented for approval and approved by all the directors prior to such actions being taken;

#### **SPECIAL RESOLUTIONS**

8. the existing articles of association shall be amended so that an additional paragraph is added to the end of article 4 (*Lien on Shares*) which says:

*"This article 4 shall not apply to any shares in the Company to the extent that they have been charged by way of security in favour of any Secured Institution (as defined in Article 3 (Transfer of Shares))";*

9. the existing articles of association shall be amended so that article 3 (*Transfer of Shares*) shall be amended so that two additional subparagraphs are added after subparagraph (c) which say:

*"(d) Notwithstanding any other provisions of these articles or any provision of Table A which apply to the Company:*

- i. the directors shall not decline to register or delay in registering any transfer of any share;*
- ii. no holder of shares in the Company will be required to comply with any provision of these articles which restricts the transfer of shares or which requires any shares to be first offered to all or any current shareholder of the Company before any transfer takes place; and*
- iii. no holder of shares in the Company will have any right under these articles or otherwise to require such shares to be transferred to them whether for consideration or otherwise,*

*if such transfer:*

- a) is to:*

- (i) *any bank, financial institution, trust, fund or other entity which is regularly engaged in or established for the purpose of making, purchasing or investing in loans, securities or other financial assets, or any person acting as agent or trustee for any such person (a **Secured Institution**) where a security interest has been or is purported to be granted over those shares for the benefit of that Financial Institution (each, a **Security**); and/or*
- (ii) *any other person at the direction of a Secured Institution and/or any administrative receiver, administrator, receiver or receiver and manager or similar entity (an **Insolvency Official**) pursuant to powers granted to it under any Security; and*

b) is:

- (i) *delivered to the Company for registration in order to perfect or protect any Security of a Secured Institution; or*
- (ii) *executed by a Secured Institution or Insolvency Official pursuant to a power of sale or other such power under any Security.*

(e) *Notwithstanding any other provisions of these articles, or any provisions of Table A which apply to the Company, the directors and / or the Company may not exercise their rights of lien over shares that have been mortgaged charged or pledged or are purported to be mortgaged, charged or pledged by way of security to a Secured Institution.”;*

- 10. the existing articles of association and cross-references shall be updated accordingly; and
- 11. these Resolutions would have effect notwithstanding any provision of the Company’s articles of association.

## AGREEMENT

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

The undersigned, the sole person entitled to vote on the above Resolutions on 4 August 2023, confirms receipt of the Resolutions in accordance with section 291 of the Companies Act 2006 and hereby irrevocably agrees to the Resolutions:

The undersigned, the sole shareholder of the Company on the Circulation Date, hereby irrevocably votes in favour of the Resolutions:

For and on behalf of

**TALKTALK CORPORATE LIMITED**

A handwritten signature in black ink, appearing to be 'J. Smith', written over a dotted line.

Name: James Smith

Title: Director

Date: 4 August 2023

## NOTES

1. You can choose to agree to all of the Resolutions or none of them but you cannot agree to only some of the Resolutions. If you agree to all of the Resolutions, please indicate your agreement by signing and dating this document where indicated above and returning it to the Company using one of the following methods:

**By Hand:** delivering the signed copy to Soapworks, Ordsall Lane, Salford, United Kingdom, M5 3TT marked "For the attention of Tim Morris".

**Post:** returning the signed copy by post to Soapworks, Ordsall Lane, Salford, United Kingdom, M5 3TT marked "For the attention of Tim Morris".

**E-mail:** by attaching a scanned copy of the signed document to an e-mail and sending it to the company secretary at [legal@talktalkplc.com](mailto:legal@talktalkplc.com). Please enter "Written resolutions dated 4 August 2023" in the e-mail subject box.

If you do not agree to all of the Resolutions, you do not need to do anything: you will not be deemed to agree if you fail to reply. If you return the document signed but undated, it will be assumed by the Company that you signed the document on the day immediately preceding the day on which it was received by the Company.

2. Once you have indicated your agreement to the Resolutions, you may not revoke your agreement.

3. The circulation date of these resolutions is 4 August 2023. Unless, by 28 days after the circulation date of these Resolutions, sufficient agreement has been received for the Resolutions to pass, they will lapse. If you agree to the Resolutions, please ensure that your agreement reaches us before or during this date.

4. In the case of joint holders of shares, only the vote of the senior holder who votes will be counted by the Company. Seniority is determined by the order in which the names of the joint holders appear in the register of members.

5. If you are signing this document on behalf of a person under a power of attorney or other authority please send a copy of the relevant power of attorney or authority when returning this document.