

THE COMPANIES ACT 2006
TALKTALK TELECOM GROUP PLC (THE "COMPANY")
ORDINARY AND SPECIAL RESOLUTIONS PASSED ON 19 JULY 2016

At an annual general meeting ("AGM") of the Company duly convened and held at The Boiler House, Soapworks, Ordsall Lane, Salford Quays, Manchester M5 3NP on 19 July 2016 at 10.30am, the following resolutions were duly passed.

Ordinary Resolutions

- 1) To receive the accounts and reports of the Directors and auditors for the period ended 31 March 2017.
- 2) To approve the Annual Report on Remuneration set out in the Directors' Remuneration Report in the Annual Report 2017.
- 3) To approve the Remuneration Policy set out in the Directors' Remuneration Report in the Annual Report 2017 to take effect immediately at the conclusion of the AGM.
- 4) To declare a final dividend of 5p per ordinary share for the period ended 31 March 2017.
- 5) To re-elect Sir Charles Dunstone as a Director.
- 6) To re-elect Iain Torrens as a Director.
- 7) To re-elect Tristia Harrison as a Director.
- 8) To re-elect Charles Bligh as a Director.
- 9) To re-elect Ian West as a Director.
- 10) To re-elect John Gildersleeve as a Director.
- 11) To re-elect John Allwood as a Director.
- 12) To re-elect Roger Taylor as a Director.
- 13) To re-elect Sir Howard Stringer as a Director.
- 14) To re-elect James Powell as a Director.

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- 15) To elect Cath Keers as a Director.
- 16) To re-appoint Deloitte LLP as the Company's auditors to hold office from the conclusion of this meeting until the conclusion of the next meeting at which accounts are laid before the Company.
- 17) To authorise the Directors to agree the remuneration of the auditors.
- 18) That, subject to and conditional upon Resolution 3 above being approved:
 - a) to approve the rules of the TalkTalk Telecom Group PLC 2010 Discretionary Share Option Plan ('DSOP') be amended so that the maximum award permitted under the DSOP be changed from two times base pay to three times base pay and in exceptional circumstances four times base pay; and
 - b) to approve the Directors be generally and unconditionally authorised to make such other alterations or additions to the DSOP as may be necessary in order to give effect to the changes proposed in paragraph 18a) above.

Special Resolutions

- 19) That a general meeting of the Company other than an AGM may be called on not less than 14 days' notice.
- 20) That, in accordance with Section 551 of the Companies Act 2006 ('CA 2006'), the Directors be generally and unconditionally authorised to allot Relevant Securities (as defined below) pursuant to Article 7 of the Articles of Association of the Company:
 - a) comprising equity securities (as defined by Section 560 of the CA 2006) up to an aggregate nominal amount of £637,076.98 (such amount to be reduced by the nominal amount of any Relevant Securities allotted pursuant to the authority in Resolution 20b) (below) in connection with an offer by way of a rights issue:
 - i) to holders of ordinary shares in proportion (as nearly as may be practicable) to their respective holdings; and
 - ii) to holders of other equity securities as required by the rights of those securities or as the Directors otherwise consider necessary,but subject to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to treasury shares, fractional entitlements, record dates, legal or practical problems in or under the laws of any territory, or the requirements of any regulatory body or stock exchange; and
 - b) in any other case, up to an aggregate nominal amount of £318,539.49 (such amount to be reduced by the nominal amount of any equity securities allotted pursuant to the authority in Resolution 20a) above in excess of £318,539.49,

provided that this authority shall, unless renewed, varied or revoked by the Company, expire on 19 October 2018 or, if earlier, the date of the next AGM of the Company save that the Company may, before such expiry, make offers or agreements which would or might require Relevant Securities to be allotted and the Directors may allot Relevant Securities in pursuance of such offer or agreement notwithstanding that the authority conferred by this resolution has expired. This resolution revokes and replaces all unexercised authorities previously granted to the Directors to allot Relevant Securities but without prejudice to any allotment of shares or grant of rights already made, offered or agreed to be made pursuant to such authorities.

In this resolution, 'Relevant Securities' means:

- a) shares in the Company, other than shares allotted pursuant to:
 - i) an employee share scheme (as defined in Section 1166 of the CA 2006);
 - ii) a right to subscribe for shares in the Company where the grant of the right itself constituted a Relevant Security; or
 - iii) a right to convert securities into shares in the Company where the grant of the right itself constituted a Relevant Security; and
 - b) any right to subscribe for or to convert any security into shares in the Company other than rights to subscribe for or convert any security into shares allotted pursuant to an employee share scheme (as defined in Section 1166 of the CA 2006). References to the allotment of Relevant Securities in this resolution include the grant of such rights.
- 21) That, subject to the passing of Resolution 20, the Directors be given the general power to allot equity securities (as defined by Section 560 of the CA 2006) for cash, either pursuant to the authority conferred by Resolution 20 or by way of a sale of treasury shares, as if Section 561(1) of the CA 2006 did not apply to any such allotment, provided that this power shall be limited to:
- a) the allotment of equity securities in connection with an offer of equity securities (but, in the case of the authority granted under Resolution 20(a), by way of a rights issue only):
 - i) to the holders of ordinary shares in proportion (as nearly as may be practicable) to their respective holdings; and
 - ii) to holders of other equity securities as required by the rights of those securities or as the Directors otherwise consider necessary,
- but subject to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to treasury shares, fractional entitlements, record dates, legal or practical problems in or under the laws of any territory, or the requirements of any regulatory body

or stock exchange; and

- b) the allotment (otherwise than pursuant to Resolution 21(a) above) of equity securities up to an aggregate nominal amount of £47,780.77.

The power granted by this resolution will expire on 19 October 2018 or, if earlier, the conclusion of the Company's next AGM (unless renewed, varied or revoked by the Company prior to or on such date) save that the Company may, before such expiry, make offers or agreements which would or might require equity securities to be allotted after such expiry and the Directors may allot equity securities in pursuance of any such offer or agreement notwithstanding that the power conferred by this resolution has expired. This resolution revokes and replaces all unexercised powers previously granted to the Directors to allot equity securities as if Section 561(1) of the CA 2006 did not apply but without prejudice to any allotment of equity securities already made or agreed to be made pursuant to such authorities.

- 22) That the Company be generally and unconditionally authorised to make market purchases (within the meaning of Section 693(4) of the CA 2006) of ordinary shares of 0.1p each pursuant to Article 16 of the Articles of Association of the Company, provided that:

- a) the maximum aggregate number of ordinary shares that may be purchased is 95,561,546;
- b) the minimum price (excluding expenses) which may be paid for each ordinary share is 0.1p; and
- c) the maximum price (excluding expenses) which may be paid for each ordinary share is the higher of:
 - i) 105% of the average market value of an ordinary share in the Company for the five business days prior to the day the purchase is made; and
 - ii) the value of an ordinary share is calculated on the basis of the higher of the price quoted for:
 - 1) the last independent trade of; and
 - 2) the highest current independent bid for,

any number of the Company's ordinary shares on the trading venue where the purchase is carried out. The authority conferred by this resolution shall expire on 19 October 2018 or, if earlier, at the conclusion of the Company's next AGM save that the Company may, before the expiry of the authority granted by this resolution, enter into a contract to purchase ordinary shares which will or may be executed wholly or partly after the expiry of such authority.

The Directors consider that all the proposals to be considered at the AGM are in the best interests of the Company and its members as a whole and are most likely to promote the success of the Company for the benefit of its members as a whole.

By order of the Board

A handwritten signature in black ink, appearing to read 'T.S. Morris', is written over a faint, circular embossed or stamped mark.

T.S. Morris

Company Secretary

Registered Office: 11 Evesham Street, London W11 4AR