

## THE COMPANIES ACT 2006

Carphone Warehouse Group plc (the "Company")  
(Company Number 7105905)

### Resolutions

AT THE GENERAL MEETING OF THE COMPANY HELD AT the offices of  
Osborne Clarke, One London Wall, London, EC2Y 5EB on 20 January 2012 the  
following resolutions were passed:

### ORDINARY RESOLUTION

1. THAT
  - (a) the proposed Best Buy Mobile Disposal (as defined in the circular sent to the shareholders of Carphone Warehouse Group plc on 23 December 2011 (the "Circular")), be approved and the directors of the Company (or any duly authorised committee thereof) be and they are hereby authorised to take all such steps as they consider necessary to effect the same and to agree such variations or amendments to the Best Buy Mobile Disposal as the directors (or any duly authorised committee thereof) may consider necessary or appropriate, provided that such variations or amendments are non-material in nature, and
  - (b) the proposed Option Agreement (as defined in the Circular), be approved and the directors of the Company (or any duly authorised committee thereof) be and they are hereby authorised to take all such steps as they consider necessary to effect the same and to agree such variations or amendments to the Option Agreement as the directors (or any duly authorised committee thereof) may consider necessary or appropriate, provided that such variations or amendments are non-material in nature.

### SPECIAL RESOLUTIONS

2. THAT, subject to and conditional upon the resolution numbered 1 set out above being approved, the draft articles of association produced to the meeting and initialled for the purposes of identification by the chairman of the meeting be and they are adopted by the Company in substitution for, and to the exclusion of, its existing articles of association.
3. THAT, subject to and conditional upon the resolutions numbered 1 and 2 set out above being approved, the directors of the Company be and they are hereby generally and unconditionally authorised to.
  - (a) capitalise a sum not exceeding £753,991,446 standing to the credit of the Company's share premium account to pay up in full the Carphone Warehouse B Shares (as defined in the Circular),

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- (b) capitalise a sum not exceeding £47,500 standing to the credit of the Company's share premium account to pay up in full the Carphone Warehouse C Shares (as defined in the Circular), and
  - (c) pursuant to section 551 of the Companies Act 2006 (the "Act"), to exercise all powers of the Company to allot and issue credited as fully paid up the Carphone Warehouse B Shares up to an aggregate nominal amount of £753,991,446 and Carphone Warehouse C Shares up to an aggregate nominal amount of £47,500 to holders of ordinary shares in the capital of Carphone Warehouse on the basis of one Carphone Warehouse B Share or one Carphone Warehouse C Share for each Carphone Warehouse Ordinary Share (as defined in the Circular) held and recorded on the register of members of the Company at 6 00 p m on 27 January 2012 (or such other time and date as the directors of the Company may determine), such authority to expire at the conclusion of the next annual general meeting of the Company or the close of business on 31 March 2013 (whichever is earlier), in accordance with (i) the terms of the Circular, (ii) the determination of the directors of the Company (as described in the Circular) as to the number of Carphone Warehouse B Shares and Carphone Warehouse C Shares to be allotted and issued, and (iii) subject to the terms set out in the Circular and the aforementioned directors' determination, valid elections made (or deemed to be made) by the holders of Carphone Warehouse Ordinary Shares pursuant to the terms of the Circular as to whether to receive Carphone Warehouse B Shares and/or Carphone Warehouse C Shares
- 4 THAT subject to and conditional upon the resolutions numbered 1, 2 and 3 set out above being approved and subject to and conditional upon the confirmation of the High Court of Justice in England and Wales:
- (a) the issued share capital of the Company be reduced by cancelling and extinguishing all of the issued Carphone Warehouse Deferred Shares (as defined in the Circular) in the Company, and
  - (b) the capital redemption reserve of the Company be cancelled.

#### ORDINARY RESOLUTIONS

5. THAT subject to and conditional upon the resolutions numbered 1, 2, 3, and 4 set out above being approved, the establishment by the Company of the Carphone Warehouse Group plc Participation Plan 2011 (the "Participation Plan"), the principal terms of which are summarised at paragraph Section H of Part IV of the Circular, be and is hereby approved and:
- (a) the directors of the Company be and they are hereby authorised to do all things necessary or expedient to carry the Participation Plan into effect;
  - (b) subject to the rules of the Participation Plan, the directors of the Company be and they are hereby authorised to make such alteration or addition to the

Participation Plan as may be necessary in order to benefit the administration of the Participation Plan at any time, and

- (c) the directors of the Company be and they are hereby authorised to establish further employee share schemes based on the Participation Plan but modified to take account of local tax, exchange control or securities laws in any overseas jurisdiction
- 6 THAT, subject to and conditional upon the resolutions numbered 1, 2, 3, 4 and 5 set out above being approved, the directors of the Company be and they are hereby unconditionally authorised
- (a) for the purposes of the Participation Plan, pursuant to section 551 of the Act to exercise all powers of the Company to allot Carphone Warehouse Ordinary Shares up to an aggregate nominal amount of £20,000, and
  - (b) for the purposes of the Restricted Share Award, as defined in the Circular, pursuant to section 551 of the Act to exercise all powers of the Company to allot Carphone Warehouse Ordinary Shares to employees of New BBED Limited and its subsidiaries from time to time up to an aggregate nominal amount of £7,000 provided that, unless previously revoked, varied or extended, this power shall expire on the date falling five years after the date of the passing of this resolution except that the Company may before the expiry of this power make an offer or agreement which would or might require equity securities to be allotted after such expiry and the directors may allot equity securities in pursuance of such an offer or agreement as if this power had not expired

#### **SPECIAL RESOLUTION**

- 7 THAT, subject to and conditional upon the resolutions numbered 1, 2, 3, 4, 5 and 6 set out above being approved, the directors of the Company be and they are hereby unconditionally authorised:
- (a) for the purposes of the Participation Plan pursuant to section 570(1) of the Act to allot equity securities (as defined in section 560(1) of the Act) of the Company wholly for cash pursuant to the authority set out in resolution numbered 6 (a) above as if section 561(1) of the Act did not apply to such allotment; and
  - (b) for the purposes of the Restricted Share Award, pursuant to section 570(1) of the Act to allot equity securities (as defined in section 560(1) of the Act) of the Company wholly for cash pursuant to the authority set out in resolution numbered 6 (b) above as if Section 561(1) of the Act did not apply to such allotment provided that, unless previously revoked, varied or extended, this power shall expire on the date falling five years after the date of the passing of this resolution except that the Company may before the expiry of this power make an offer or agreement which would or might require equity securities to

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be allotted after such expiry and the directors may allot equity securities in  
pursuance of such an offer or agreement as if this power had not expired



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Tim Morris  
Company Secretary