

Company Number: 3263464

**THE COMPANIES ACTS 1985 TO 2006**

**PUBLIC COMPANY LIMITED BY SHARES**

**RESOLUTIONS**

**of**

**TELECOM PLUS PLC (the "Company")**

SATURDAY



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At the annual general meeting of the Company duly convened and held at Network HQ, 333 The Hyde, Edgware Road, London NW9 6TD on 8 July 2009, the following resolutions were duly passed:

**Ordinary Resolution**

- 12 That the directors be and they are hereby generally and unconditionally authorised in substitution for all existing authorities:
- 12.1 to exercise all the powers of the Company to allot relevant securities (as defined in section 80 of the 1985 Act) up to an aggregate nominal amount of £1,137,682; and R10
- 12.2 to exercise all the powers of the Company to allot equity securities (as defined in section 94 of the 1985 Act) up to an additional aggregate nominal amount of £1,137,682 provided that this authority may only be used in connection with a rights issue in favour of holders of Ordinary Shares and other persons entitled to participate therein where the equity securities respectively attributable to the interests of all those persons at such record dates as the directors may determine are proportionate (as nearly as may be) to the respective numbers of equity securities held or deemed to be held by them or are otherwise allotted in accordance with the rights attaching to such equity securities subject to such exclusions or other arrangements as the directors may consider necessary or expedient to deal with fractional entitlements or legal difficulties under the laws of any territory or the requirements of a regulatory body or stock exchange or by virtue of shares being represented by depositary receipts or any other matter whatsoever,

provided that the authorities in **paragraphs** 12.1 and 12.2 above shall expire at the conclusion of the 2010 AGM after the passing of this resolution or if earlier on the date which is 15 months after the date of the Annual General Meeting, except that the Company may before such expiry make an offer or agreement which would or might require relevant securities or equity securities as the case may be to be allotted after such expiry and the directors may allot relevant securities or equity securities in pursuance of any such offer or agreement as if the authority in question had not expired.

## Special Resolutions

- 11 That the Company be and is generally and unconditionally authorised for the purposes of section 166 of the Companies Act 1985 ("**1985 Act**") to make one or more market purchases (within the meaning of section 163(3) of the 1985 Act) on the London Stock Exchange of its own fully paid ordinary shares of 5p each in the capital of the Company ("**Ordinary Shares**") on such terms and in such manner as the directors may from time to time determine provided that:
- 11.1 the maximum aggregate number of Ordinary Shares which may be purchased is 6,826,092, being approximately 10 per cent of the issued Ordinary Share capital as at 5 June 2009;
- 11.2 the minimum price which may be paid for an Ordinary Share is 5p (exclusive of expenses payable by the Company);
- 11.3 the maximum price which may be paid for an Ordinary Shares (exclusive of expenses payable by the Company) cannot be more than the higher of:
- 11.3.1 105 per cent. of the average market value of an Ordinary Share for the five business days prior to the day on which the Ordinary Share is contracted to be purchased; and
- 11.3.2 the value of an Ordinary Share calculated on the basis of the higher of:
- (a) the last independent trade of; or
- (b) the highest current independent bid for,
- any number of Ordinary Shares on the trading venue where the market purchase by the Company will be carried out; and
- 11.3.3 the authority conferred shall expire at the conclusion of the 2010 AGM except that the Company may before such expiry make a contract to purchase its own shares which will or may be completed or executed wholly or partly after such expiry.
- 13 That the directors be and they are hereby empowered, pursuant to section 95(1) of the 1985 Act, to allot equity securities (as defined in section 94 of the 1985 Act) for cash pursuant to the authority conferred by resolution number 12 or by way of a sale of treasury shares as if section 89(1) of the 1985 Act did not apply to any such allotment, provided that this power shall be limited to:
- 13.1 the allotment of equity securities in connection with a rights issue or other pro rata offer (but, in the case of the authority granted conferred by paragraph 12.2, by way of a rights issue only) in favour of holders of Ordinary Shares and other persons entitled to participate therein where the equity securities respectively attributable to the interests of all those persons at such record dates as the directors may determine are proportionate (as nearly as may be) to the respective numbers of equity securities held or deemed to be held by them or are otherwise allotted in accordance with the rights attaching to such equity securities subject in each case to such exclusions or other arrangements as the directors may consider necessary or expedient to deal with fractional entitlements or legal difficulties under the laws of any territory or the requirements of a regulatory body or stock exchange or by virtue of shares being represented by depositary receipts or any other matter whatsoever; and

- 13.2 the allotment (otherwise than pursuant to **paragraph** 13.1 above) of equity securities up to an aggregate nominal amount of £170,652.

and shall expire upon the expiry of the general authority conferred by resolution 12 above, except that the Company may before such expiry make an offer or agreement which would or might require equity securities to be allotted and/or shares held by the Company in treasury to be sold or transferred after such expiry and the directors may allot equity securities and/or sell or transfer shares held by the Company in treasury in pursuance of such offer or agreement as if the power conferred by this resolution had not expired.

- 15 That the Company is authorised to call any general meeting of the Company other than the annual general meeting by notice of at least 14 clear days during the period beginning on the date of the passing of this resolution and ending on the conclusion of the next annual general meeting of the Company.

- 16 That article 161 of the Articles be amended as follows:

By deleting the words "on the next Business Day" and replacing them with the words "24 hours" and by deleting the words "on the second Business Day" and replacing them with the words "48 hours".

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Chairman