

Company No. 07105905

The Companies Act 2006

Company limited by shares

Resolutions

of

Carphone Warehouse Group plc

(passed on 24 June 2013)

TUESDAY



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At a **general meeting** of Carphone Warehouse Group plc (the "**Company**") duly convened and held at the offices of Osborne Clarke, One London Wall, London EC2Y 5EB on 24 June 2013 at 10 00 a m the following resolutions were passed, of which resolutions 1 to 5 were passed as **ordinary resolutions** and resolution 6 was passed as a **special resolution** of the Company

ORDINARY RESOLUTIONS

- 1 That the Acquisition (as defined in the circular to shareholders of the Company dated 6 June 2013 (the "**Circular**")) substantially on the terms and subject to the conditions of the implementation agreement described in the Circular be and is hereby approved and that the directors of the Company (or any duly constituted committee of them) be and they are hereby authorised to take all such steps as they consider necessary to effect the Acquisition and to waive, amend, vary, revise or extend (to such extent as shall not constitute a material amendment in the context of the Acquisition as a whole) any of such terms and conditions as they may consider to be appropriate
- 2 That, subject to and conditional upon resolution 1 being approved, the expiration date of the Carphone Warehouse Group plc 2010 Share Scheme (the "**Carphone Warehouse Share Scheme**") shall be amended to the tenth anniversary of the date of this resolution, and no awards may be granted under the plan after that date and
 - (a) the directors of the Company be and they are hereby authorised to make such amendments to the rules of the Carphone Warehouse Share Scheme as may be necessary to carry this resolution into effect, and
 - (b) the directors of the Company be and they are hereby authorised to establish further employee share schemes based on the Carphone Warehouse Share Scheme but modified to take account of local tax, exchange control or securities laws in any overseas jurisdiction including modifications to the nature of the awards that may be granted provided that the shares made available under such further employee share schemes are treated as counting towards the limits on participation in the Carphone Warehouse Share Scheme
- 3 That, subject to and conditional upon resolution 1 being approved, the establishment of the Carphone Warehouse Group plc Savings Related Share Option Scheme (the "**CPW SAYE Scheme**"), the principal terms of which are summarised in paragraph 11 3 of Part XI of the prospectus of the Company dated 6 June 2013, be and is hereby approved and
 - (a) the directors of the Company be and they are hereby authorised to make such amendments to the CPW SAYE Scheme as may be necessary to obtain HM Revenue

& Customs approval to the same and to do all things necessary or expedient to carry the CPW SAYE Scheme into effect,

- (b) subject to the rules of the CPW SAYE Scheme, the directors of the Company be and they are hereby authorised to make such alteration or addition to the CPW SAYE Scheme as may be necessary in order to benefit the administration of the CPW SAYE Scheme 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 CPW SAYE Scheme but modified to take account of local tax, exchange control or securities laws in any overseas jurisdiction provided that the shares made available under such further employee share schemes are treated as counting towards the limits on participation in the CPW SAYE Scheme

4 That, subject to and conditional upon resolution 1 being approved, the establishment of the Carphone Warehouse Group PLC 2013 Share Plan (the "**CPWG Share Plan**"), the principal terms of which are summarised in paragraph 11.4 of Part XI of the prospectus of the Company dated 6 June 2013, be and is hereby approved and

- (a) the directors of the Company be and they are hereby authorised to make such amendments to the CPWG Share Plan as may be necessary to obtain HM Revenue & Customs approval to the same and to do all things necessary or expedient to carry the CPWG Share Plan into effect,
- (b) subject to the rules of the CPWG Share Plan, the directors of the Company be and they are hereby authorised to make such alteration or addition to the CPWG Share Plan as may be necessary in order to benefit the administration of the CPWG Share Plan at any time, and
- (c) the directors of the Company be and they are authorised to establish further employee share schemes based on the CPWG Share Plan but modified to take account of local tax, exchange control or securities laws in any overseas jurisdiction provided that the shares made available under such further employee share schemes are treated as counting towards the limits on participation in the CPWG Share Plan


5 That, subject to and conditional upon resolution 1 being approved, the directors of the Company be and are hereby authorised to make an award of shares in full and final satisfaction of awards made under the Best Buy Europe Long Term Incentive Plan 2010 (the "**Share Award**") and

- (a) for the purposes of the Share Award, pursuant to section 551 of the Companies Act 2006 (the "**Act**") the directors of the Company be and are hereby unconditionally authorised to allot Carphone Warehouse Ordinary Shares up to an aggregate nominal amount of £16,300 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, and
- (b) the directors of the Company be and are hereby authorised to make such amendments to options granted under the rules of the Carphone Warehouse Group plc Participation Plan 2011 as may be necessary to bring forward the vesting date of those options to the date of this resolution

SPECIAL RESOLUTION

6 That, subject to and conditional upon resolution 1 and 5 being approved, the directors of the Company be and they are hereby unconditionally authorised pursuant to Section 570(1) of the Act for the purposes of the Share Award, to allot equity securities (as defined in Section

560(1) of the Act) of the Company wholly for cash pursuant to the authority of the directors under Section 551 of the Act conferred by resolution 5(a) above, as if Section 561(1) of the Act did not apply to such allotment



Chairman