

THE COMPANIES ACT 2006

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

**AT THE ANNUAL GENERAL MEETING OF THE COMPANY HELD AT
Hilton London Kensington Hotel, 179-199 Holland Park Avenue,
London, W11 4UL on 24 July 2013 the following resolutions were passed:**

Ordinary Resolutions

- 1 To receive the accounts and reports of the directors and auditors for the period ended 31 March 2013
- 2 That the Remuneration Report set out in the Annual Report 2013 be approved
- 3 That a dividend of 3 25 pence per ordinary share for the period ended 31 March 2013 be declared
- 4 That Charles Dunstone be re-elected as a director of the Company
- 5 That Roger Taylor be re-elected as a director of the Company
- 6 That Nigel Langstaff be re-elected as a director of the Company.
- 7 That John Gildersleeve be re-elected as a director of the Company
8. That Baroness Morgan of Huyton be re-elected as a director of the Company
- 9 That John Allwood be re-elected as a director of the Company
- 10 That Andrew Harrison be appointed a director of the Company
11. That Deloitte LLP be re-appointed as auditors of the Company and to authorise the Audit Committee to determine the auditors' remuneration

Special Resolutions

- 12 That a general meeting of the Company other than an annual general meeting may be called on not less than 14 days' notice
- 13 That, subject to and in accordance with Article 7 of the Articles of Association, of the Company, the directors be generally and unconditionally authorised, in substitution for all subsisting authorities, pursuant to section 551 of the Companies Act 2006 (the "Act") (in substitution for any existing authority to allot shares), to allot shares (as defined in section 540 of the Act) in the Company and to grant rights to subscribe for or to convert any security into shares in the Company
 - (a) up to an aggregate nominal amount of £187,362 66,
 - (b) comprising equity securities (as defined in section 560 (1) of the



Act) up to an aggregate nominal amount of £374,725 32 (after deducting from such limit any relevant securities allotted under paragraph (a) above) in connection with an offer by way of a rights issue

- (i) to ordinary shareholders in proportion (as nearly as may be practicable) to their existing holdings, and
- (ii) to holders of other equity securities as required by the rights of those securities or as the Board otherwise considers necessary

and so that the directors may make such exclusions or other arrangements as they consider expedient in relation to fractional entitlements, record dates, legal or practical problems under the law of, or the requirements of any relevant regulatory body or stock exchange in, any territory, or any matter whatsoever, which authorities shall expire at the date falling 15 months after the passing of this resolution or, if sooner, at the conclusion of the Company's annual general meeting in 2013 and provided that the directors may, at any time before such authority expires, make offers, agreements or other arrangements which would or might require such securities to be allotted after such expiry and the directors may allot relevant securities pursuant to any such offer, agreement or other arrangement as if such authority had not expired

- 14 That, subject to the passing of resolution 13 as set out in the notice of this meeting, the directors be generally and unconditionally empowered pursuant to section 570 of the Act to allot equity securities (as defined in section 560(2) of the Act) pursuant to the authority conferred by resolution 13 as if section 561(1) of the Act did not apply to any such allotment, such power being limited to

14 1 the allotment of equity securities in connection with a rights issue in favour of the holders of ordinary shares of 0 1p each in the capital of the Company ("Ordinary Shares") where the equity securities respectively attributable to the interests of all such holders are proportionate (as nearly as may be practicable) to the respective numbers of Ordinary Shares held by them, but including, in connection with such an issue, the making of such arrangements as the directors may deem necessary or expedient to deal with fractional entitlements or problems under the laws of any territory or the requirements of any regulatory body or any stock exchange, and

14 2 the allotment (other than pursuant to the powers conferred pursuant to resolution 14 1) of equity securities up to an aggregate nominal amount equal to £28,104 40 being approximately 5% of the aggregate nominal amount of the issued share capital of the Company as at 31 March 2013 and shall expire on the date falling 15 months after the passing of this resolution or, if sooner, at the conclusion of the Company's annual general meeting in 2014 save that the directors may, at any time before such expiry, make offers, agreements or other arrangements which would or might require equity securities to be allotted after such expiry and the directors may allot equity securities pursuant to any such offer, agreement or

other arrangements as if the power conferred hereby had not expired

15 That, pursuant to Article 15 of the Articles of Association of the Company and section 701 of the Act, the Company be and is hereby unconditionally and generally authorised for the purposes of section 693 of the Act to make market purchases (as defined in section 693(4) of the Act) of Ordinary Shares provided that

- 15 1 the maximum aggregate number of shares hereby authorised to be purchased is 56,208,798 (and not 562,087,895 which was a typographical error stated in the Notice) ,
- 15 2 the minimum price which may be paid is the 0 1p nominal value of each share,
- 15 3 the maximum price (exclusive of expenses) which may be paid for such shares is an amount no more than 5% above the average of the middle market quotations of the Company's Ordinary Shares derived from the daily official list of the London Stock Exchange PLC for the five business days immediately before the day on which the purchase is made,
- 15 4 this authority shall expire on the date falling 15 months after the passing of this resolution or, if sooner, at the conclusion of the Company's annual general meeting in 2014, and
- 15 5 the Company may make a contract or contracts to purchase Ordinary Shares under the authority hereby conferred prior to the expiry of such authority which will or may be executed wholly or partly after the expiry of such authority and may make a purchase of Ordinary Shares in pursuance of any such contract or contracts



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Company Secretary