

## **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 23 July 2014 the following resolutions were passed:**

#### **Ordinary Resolutions**

- 1 To receive the accounts and reports of the directors and auditors for the period ended 29 March 2014
- 2 That the Annual Remuneration Report set out in the Directors' Remuneration Report in the annual report 2014 be approved
- 3 That the Directors' Remuneration Policy set out in the Directors' Remuneration Report in the annual report 2014 be approved and take effect immediately at the conclusion of the meeting
- 4 That a final dividend of 4 00p per ordinary share for the period ended 29 March 2014 be declared
- 5 That Sir Charles Dunstone be re-elected as a director of the Company
- 6 That Roger Taylor be re-elected as a director of the Company
- 7 That Andrew Harrison be re-elected as a director of the Company
- 8 That Nigel Langstaff be re-elected as a director of the Company
- 9 That John Gildersleeve be re-elected as a director of the Company
- 10 That Baroness Morgan of Huyton be re-elected as a director of the Company
- 11 That John Allwood be re-elected as a director of the Company
- 12 That Gerry Murphy be elected as a director of the Company
- 13 That Deloitte LLP be re-appointed as auditors of the Company and that the Audit Committee be authorised to determine the auditors' remuneration

#### **Special Resolutions**

- 14 That a general meeting of the Company other than an annual general meeting may be called on not less than 14 days' notice
- 15 That, subject to and in accordance with Article 7 of the Articles of Association, of the Company, the directors be generally and unconditionally authorised, pursuant to section 551 of the Companies Act 2006 (the "Act") to allot shares (as defined in section 540 of the Act) in the Company (in substitution for any existing authority to allot shares, except for the authority to allot shares passed at the general meeting of the Company held on 17 July 2014 in respect of the Merger), 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 £192,022 50.



b comprising equity securities (as defined in section 560 (1) of the Act) up to an aggregate nominal amount of £384,045 18 (after deducting from such limit any relevant securities allotted under paragraph (a) above) in connection with an offer by way of a rights issue

1. 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 2015 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

16 That, subject to the passing of resolution 15 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 15 as if section 561(1) of the Act did not apply to any such allotment, such power being limited to

16.1 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

16.2 the allotment (other than pursuant to the powers conferred pursuant to resolution 16 1) of equity securities up to an aggregate nominal amount equal to £28,803 39 being approximately 5% of the aggregate nominal amount of the issued share capital of the Company as at 29 March 2014 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 2015 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

17 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

17 1 the maximum aggregate number of shares hereby authorised to be purchased is 57,606,776,

17 2 the minimum price which may be paid is the 0 1p nominal value of each share,

17 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,

17 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 2015, and

17 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**