

THE COMPANIES ACT 2006

PUBLIC COMPANY LIMITED BY SHARES

RESOLUTION

of

TELECOM PLUS PLC (the "Company")

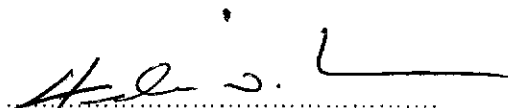
At a general meeting of the Company duly convened and held at Network HQ, 333 Edgware Road, London NW9 6TD on 30 March 2011, the following resolution was duly passed:

Ordinary Resolution

That:

the Telecom Plus PLC Joint Share Ownership Plan 2011 (the "**Plan**"), being in substantially the same form as the draft documentation submitted to the meeting (comprising a set of rules and the trust deed establishing the employee benefit trust), be and is hereby approved and the Directors of the Company be and are hereby authorised:

- a) to adopt the Plan and do all other acts and things necessary or desirable to establish and carry the Plan into effect;
- b) to vote as directors on any matter connected with the Plan notwithstanding that they may be interested in the same, and the prohibition on interested directors voting contained in the Articles of Association of the Company be and is hereby suspended to that extent, except that no director shall vote on any resolution concerning his own participation in the Plan or be counted in the quorum required for the consideration of any such resolution;
- c) to establish further plans based on the Plan but modified to take account of local tax, exchange control or securities laws in overseas territories ("**Overseas Plans**"). Any shares made available under such Overseas Plans will be treated as counting against any limits on individual or overall participation in the Plan; and
- d) to do all other acts and things necessary or desirable to establish and carry into effect any Overseas Plans.



Chairman