

FORM OF PROXY

TELECOM PLUS PLC – ANNUAL GENERAL MEETING

I/We

Of

Please complete in capitals using the exact name and address details printed on your address label

being a registered holder(s) of Ordinary Shares of Telecom Plus PLC (the “Company”), hereby appoint the Chairman of the meeting (see notes 4 and 5 overleaf) or

as my/our proxy to vote on my/our behalf at the Annual General Meeting of the Company to be held on 17 July 2013 at 12.00 p.m. and at any adjournment thereof, on the following resolutions as indicated by an 'X' in the appropriate box, and on any other resolutions as he thinks fit:

RESOLUTION	For	Against	Withheld	RESOLUTION	For	Against	Withheld
1 To receive the Report and Accounts for the year ended 31 March 2013.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	9 To re-elect Michael Pavia as a director.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2 To approve the Directors' Remuneration Report for the year ended 31 March 2013.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	10 To appoint BDO LLP as auditor.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3 To declare a final dividend of 18.0p per ordinary share.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	11 To authorise the directors to determine the auditor's remuneration.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4 To re-elect Charles Wigoder as a director.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	12 To authorise the Company to make market purchases of its own shares.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5 To re-elect Julian Schild as a director.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	13 To authorise the directors to allot shares pursuant to section 551 of the Companies Act 2006.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6 To re-elect Andrew Lindsay as a director.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	14 To disapply section 561(1) of the Companies Act 2006.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
7 To re-elect Christopher Houghton as a director.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	15 To authorise the Company and its subsidiaries to make political donations and incur political expenditure.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
8 To re-elect Melvin Lawson as a director.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	16 To authorise holding general meetings (other than the AGM) on 14 clear days' notice.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Signature

Date

NOTES

1. To be valid, completed forms must be returned to the Company by one of the following methods:
 - (a) in hard copy form by post using the envelope provided, by courier or by hand to the Company's Registrar: Capita Registrars, PXS, 34 Beckenham Road, Beckenham, Kent, BR3 4TU; or
 - (b) in the case of CREST members, by utilising the CREST electronic proxy appointment service in accordance with the procedures set out in note 4 of the Notice of AGM, and in each case must be received by the Company not less than 48 hours before the time fixed for the meeting. If someone else signed the form on your behalf, you or that person must send the power of attorney or other written authority under which it is signed to the address overleaf so that it is received not less than 48 hours before the time fixed for the meeting.
2. A corporation must execute this form either under its common seal or under the hand of an officer or attorney duly authorised in writing.
3. Corporate representatives must make themselves known to the Company prior to the start of the meeting.
4. This form enables you to instruct your proxy how to vote, whether on a show of hands or on a poll, on the resolutions to be proposed at the meeting. If you want your proxy to vote in a certain way on the resolutions specified please place an 'X' in the relevant boxes. If you have failed to select any of the given options your proxy can vote as he or she chooses or can decide not to vote at all. The proxy can also do this on any other resolution that is put to the meeting. The 'Vote Withheld' option is provided to enable you to abstain on any particular resolution; however it should be noted that a 'vote withheld' is not a vote in law and will not be counted in the calculation of the proportion of the votes 'For' and 'Against' a resolution.
5. Every holder has the right to appoint some other person(s) of their choice, who need not be a shareholder, as their proxy to exercise all or any of their rights to attend, speak and vote on their behalf at the meeting, provided each proxy is appointed to exercise rights in respect of different shares. The appointment of the chairman as proxy has been included for convenience. If you wish to appoint any other person or persons as proxy or proxies delete the words "the chairman of the meeting" and add the name and address of the proxy or proxies appointed. If you do not delete such words and you appoint a proxy or proxies, the chairman shall not be entitled to vote as proxy. If your proxy is being appointed in relation to less than your full voting entitlement, the number of shares in respect of which each such proxy is to vote must be specified. In the absence of any specific direction, a proxy shall be deemed to be entitled to vote in respect of all the shares in the relevant holding.
6. To appoint more than one proxy, additional proxy forms may be obtained by contacting the Company's Registrar or you may photocopy this form. The number of shares in respect of which each such proxy is to vote must be specified on the relevant form.
7. In the case of joint holders, the signature of any one holder will be sufficient but the names of all the joint holders should be stated and the vote of the senior who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the votes of the other joint holders. For this purpose, seniority will be determined by the order in which the names stand in the register of members in respect of the shares.
8. Returning the form of proxy will not prevent you from attending the meeting and voting in person.
9. Only holders of Ordinary Shares entered on the register of members of the Company at 6.00 p.m. on 15 July 2013 shall be entitled to attend and vote at the meeting or at any such adjournment thereof.