

**THE COMPANIES ACT 2006**

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**PUBLIC COMPANY LIMITED BY SHARES**

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**RESOLUTIONS**

**of**

**TELECOM PLUS PLC (the "Company")**

At the annual general meeting of the Company duly convened and held at Network HQ, 333 Edgware Road, London NW9 6TD on 15 July 2014, the following resolutions were duly passed:

**Ordinary Resolutions**

14. That the directors be and they are hereby generally and unconditionally authorised in accordance with section 551 of the Companies Act in substitution for all existing authorities:
- 14.1 to exercise all the powers of the Company to allot shares and to make offers or agreements to allot shares in the Company or grant rights to subscribe for or to convert any security into shares in the Company (together "Relevant Securities") up to an aggregate nominal amount of £1,333,744; and
- 14.2 to exercise all the powers of the Company to allot equity securities (as defined in section 560 of the Companies Act) up to an additional aggregate nominal amount of £1,333,744 provided that this authority may only be used in connection with a rights issue in favour of holders of Ordinary Shares and other persons entitled to participate therein where the equity securities respectively attributable to the interests of all those persons at such record dates as the directors may determine are proportionate (as nearly as may be) to the respective numbers of equity securities held or deemed to be held by them or are otherwise allotted in accordance with the rights attaching to such equity securities subject to such exclusions or other arrangements as the directors may consider necessary or expedient to deal with fractional entitlements or legal difficulties under the laws of any territory or the requirements of a regulatory body or stock exchange or by virtue of shares being represented by depositary receipts or any other matter whatsoever,

provided that the authorities in paragraphs 14.1 and 14.2 above shall expire at the conclusion of the next annual general meeting of the Company or, if earlier, 30 September 2015, except that the Company may before such expiry make an offer or agreement which would or might require Relevant Securities or equity securities as the case may be to be allotted after such expiry and the directors may allot Relevant Securities or equity securities in pursuance of any such offer or agreement as if the authority in question had not expired.

16. That in accordance with sections 366 and 367 of the Companies Act the Company and all companies which are subsidiaries of the Company at the date on which this resolution 16 is passed or during the period when this resolution 16 has effect are authorised to:
  - 16.1 make political donations to political parties or independent election candidates, as defined in the Companies Act, not exceeding £50,000 in total;
  - 16.2 make political donations to political organisations other than political parties, as defined in the Companies Act, not exceeding £50,000 in total; and
  - 16.3 incur political expenditure, as defined in the Companies Act, not exceeding £50,000 in total, during that period beginning with the date of the passing of this resolution and ending on the conclusion of the next annual general meeting of the Company provided that the authorised sums referred to in paragraphs 16.1, 16.2 and 16.3 above may be comprised of one or more amounts in different currencies which, for the purposes of calculating the said sums, shall be converted into pounds sterling at the exchange rate published in the London edition of the Financial Times on the date on which the relevant donation is made or expenditure incurred (or the first business day thereafter), or, if earlier, on the day on which the Company enters into any contract or undertaking in relating to the same.

### **Special Resolutions**

13. That the Company be and is generally and unconditionally authorised for the purposes of section 701 of the Companies Act 2006 ("Companies Act") to make one or more market purchases (within the meaning of section 693 (4) of the Companies Act) on the London Stock Exchange of its own fully paid ordinary shares of 5p each in the capital of the Company ("Ordinary Shares") on such terms and in such manner as the Directors may from time to time determine provided that:
  - 13.1 the maximum aggregate number of Ordinary Shares which may be purchased is 8,002,465, being approximately 10 per cent of the issued Ordinary Share capital as at 6 June 2014;
  - 13.2 the minimum price which may be paid for an Ordinary Share is 5p (exclusive of expenses payable by the Company);
  - 13.3 the maximum price which may be paid for an Ordinary Shares (exclusive of expenses payable by the Company) cannot be more than the higher of:
    - 13.3.1 105 per cent. of the average market value of an Ordinary Share for the five business days prior to the day on which the Ordinary Share is contracted to be purchased; and
    - 13.3.2 the value of an Ordinary Share calculated on the basis of the higher of:
      - (a) the last independent trade of; or
      - (b) the highest current independent bid for,any number of Ordinary Shares on the trading venue where the market purchase by the Company will be carried out; and
    - 13.3.3 the authority conferred shall expire at the conclusion of the next annual general meeting of the Company or, if earlier 30 September 2015, except that the Company may before such expiry

make a contract to purchase its own shares which will or may be completed or executed wholly or partly after such expiry.

15. That the directors be and they are hereby empowered, pursuant to section 570 of the Companies Act, to allot equity securities (as defined in section 560(1) of the 2006 Act) for cash pursuant to the authorities conferred by resolutions number 14 or by way of a sale of treasury shares as if section 561(1) of the Companies Act did not apply to any such allotment, provided that this power shall be limited to:
  - 15.1 the allotment of equity securities in connection with a rights issue or other pro rata offer (but, in the case of the authority granted conferred by paragraph 14.2, by way of a rights issue only) in favour of holders of Ordinary Shares and other persons entitled to participate therein where the equity securities respectively attributable to the interests of all those persons at such record dates as the directors may determine are proportionate (as nearly as may be) to the respective numbers of equity securities held or deemed to be held by them or are otherwise allotted in accordance with the rights attaching to such equity securities, subject in each case to such exclusions or other arrangements as the directors may consider necessary or expedient to deal with fractional entitlements or legal difficulties under the laws of any territory or the requirements of a regulatory body or stock exchange or by virtue of shares being represented by depositary receipts or any other matter whatsoever;
  - 15.2 the allotment (otherwise than pursuant to paragraph 15.1 above) of equity securities up to an aggregate nominal amount of £200,062,

and shall expire upon the expiry of the general authority conferred by resolution 14 above, except that the Company may before such expiry make an offer or agreement which would or might require equity securities to be allotted or shares held by the Company in treasury to be sold or transferred after such expiry and the directors may allot equity securities or sell or transfer shares held by the Company in treasury in pursuance of such offer or agreement as if the power conferred by this resolution had not expired.
17. That the Company is authorised to call any general meeting of the Company other than the annual general meeting by notice of at least 14 clear days during the period beginning on the date of the passing of this resolution and ending on the conclusion of the next annual general meeting of the Company.