

## 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, 508 Edgware Road, The Hyde, London NW9 5AB on 20 July 2017, the following resolutions were duly passed:

#### Ordinary Resolutions

16. 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:
- a) 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 £1,341,372; and
  - b) to exercise all the powers of the Company to allot equity securities (as defined in section 560(1) of the Companies Act) up to an additional aggregate nominal amount of £1,341,372 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** (a) and (b) above shall expire at the conclusion of the next annual general meeting of the Company or, if earlier, 30 September 2018, 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.

19. 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 19 is passed or during the period when this resolution 19 has effect are authorised to:
- a) make political donations to political parties or independent election candidates, as defined in the Companies Act, not exceeding £50,000 in total;
  - b) make political donations to political organisations other than political parties, as defined in the Companies Act, not exceeding £50,000 in total; and
  - c) 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** (a), (b) and (c) 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 relation to the same.

### Special Resolutions

15. 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:
- a) the maximum aggregate number of Ordinary Shares which may be purchased is 8,048,230, being approximately 10 per cent. of the issued ordinary share capital (excluding treasury shares) as at 16 June 2017;
  - b) the minimum price which may be paid for an Ordinary Share is 5p (exclusive of expenses payable by the Company);
  - c) 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:
    - (i) 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
    - (ii) 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

- (iii) the authority conferred shall expire at the conclusion of the next annual general meeting of the Company or, if earlier 30 September 2018, 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.
17. That, if Resolution 16 is passed, the Directors be and they are hereby empowered to allot equity securities (as defined in the Companies Act) for cash under the authority given by that resolution and/or to sell Ordinary Shares held by the Company as treasury shares for cash as if section 561 of the Companies Act did not apply to such allotment or sale, provided that this power shall be limited to:
- a) the allotment of equity securities in connection with a rights issue or other pro rata offer (but, in the case of the authority conferred by paragraph (b) of Resolution 16, 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; and
  - b) to the allotment of equity securities or sale of treasury shares (otherwise than pursuant to paragraph (a) of Resolution 16 above) up to a nominal amount of £201,206,
- such authority to expire at the conclusion of the next AGM of the Company (or, if earlier, 30 September 2018) but, in each case, the Company may before such expiry make offers or enter agreements which would or might require equity securities to be allotted or shares held by the Company in treasury to be sold or transferred, after the authority expires and the Directors may allot equity securities and/or sell or transfer shares held by the Company in treasury under any such offer or agreement as if the power conferred by this resolution had not expired.
18. That, if Resolution 16 is passed, the Directors be and they are hereby empowered, in addition to any authority granted under Resolution 17, to allot equity securities (as defined in the Companies Act) for cash under the authority given by that resolution and/or to sell Ordinary Shares held by the Company as treasury shares for cash as if section 561 of the Companies Act did not apply to any such allotment or sale, provided that this power shall be limited to:
- a) the allotment of equity securities or sale of treasury shares up to a nominal amount of £201,206; and
  - b) used only for the purposes of financing (or refinancing, if the authority is used within six months after the original transaction) a transaction which the Board of the Company determines to be an acquisition or other capital investment of a kind contemplated by the Statement of Principles on Disapplying Pre-Emption Rights most recently published by the Pre-Emption Group prior to the date of this notice,
- such authority to expire at the conclusion of the next AGM of the Company (or, if earlier, 30 September 2018) but, in each case, the Company may before such expiry make offers or enter agreements which would or might require equity securities to be allotted or shares held by the Company in treasury to be sold or transferred, after the authority expires and the Directors

may allot equity securities and/or sell or transfer shares held by the Company in treasury under any such offer or agreement as if the power conferred by this resolution had not expired.

20. 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.