Company No. 01983857

The Companies Act 2006

Company Limited by Shares

Special Resolution

-of-

Chime Communications plc (the "Company")

(passed on 14 September 2015)

At a General Meeting of the Company held at 4.45 p.m. on 14 September 2015 the following special resolution was duly passed by the Company.

SPECIAL RESOLUTION

Resolution 1	:	THAT: (A) for the purpose of giving effect to the scheme of arrangement dated 21 August 2015 between the Company and the holders of Scheme Shares (as defined in the said scheme of arrangement), a print of which has been produced to this meeting and for the purposes of identification has been signed by the chairman of this meeting, in its original form or with or subject to any modification, addition, or condition agreed by the Company and Bell Bidder Limited ("Bidco") and approved or imposed by the Court (the "Scheme") the directors of the Company (or a duly authorised committee thereof) be authorised to take all such action as they may consider necessary or appropriate for carrying the Scheme into effect; and (B) with effect from the passing of this resolution, the articles of association of the Company be and are hereby amended by the adoption and inclusion of the following new article 133: "Shares not subject to Scheme of Arrangement (a) In this article, references to the "Scheme" are to the Scheme of Arrangement between the Company and the holders of Scheme Shares (as defined in the Scheme) dated 21 August 2015 (with or subject to any modification, addition or condition approved or imposed by the Court and agreed by the Company and Bidco) under Part 26 of the Companies Act 2006 and terms defined in the Scheme shall have the same meanings in this article. (b) If the Company issues any Chime Shares (other than to

Bidco, any subsidiary of Bidco, or any nominee of Bidco (each a "Bidco Company")) on or after the date of the adoption of this article and prior to the "Scheme Record Time", being 6.00 p.m. on the business day following the date of the hearing to sanction the Scheme such Chime Shares shall be issued subject to the terms of the Scheme and the holder or holders of such Chime Shares shall be bound by the Scheme accordingly. For the purposes of this article, a "business day" means a day (other than a Saturday, Sunday or public or bank holiday) on which clearing banks in London are generally open for normal business.

(c) If any Chime Shares are issued to any person (a "new member") at or after the Scheme Record Time they will, provided that the Scheme has become effective, be immediately transferred to Bidco or its nominee(s) (unless such Chime Shares are issued to Bidco (or its nominee(s))) in consideration of and conditional on the payment to the new member of the same cash consideration per ordinary share as would have been payable to a holder of the Scheme Shares under the Scheme.

(d) To give effect to any such transfer required by this article, the Company may appoint any person to execute a form of transfer on behalf of the new member in favour of Bidco or its nominee(s) and to do all such things and execute and deliver such documents as may, in the opinion of the agent, be necessary or desirable to vest such shares in Bidco and/or its nominee(s). Pending the registration of Bidco or its nominee(s) as the holder of any share to be transferred pursuant to this article, Bidco shall be empowered to appoint any person to act as attorney or, failing that, agent on behalf of each holder of any such share in accordance with such directions as Bidco may give in relation to any dealings with or disposal of such share (or any interest therein), exercising any rights attached thereto or receiving any distribution or other benefit accruing or payable in respect thereof and the registered holder of such share shall exercise all rights attaching thereto in accordance with the directions of Bidco but not otherwise.

(e) Notwithstanding any other provision of these articles, both the Company and the directors may refuse to register the transfer of any ordinary shares between the Scheme Record Time and the date on which the Scheme becomes effective.

(f) If the Scheme shall not have become effective by date referred to in clause 6(B) of the Scheme (or such later date (if any) as Bidco and the Company may agree and the Court

		and the Panel on Takeovers and Mergers may allow, if such consent is required), this article shall be of no effect.

Signed

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~~Director~~/Secretary

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