

Company number 3263464

**THE COMPANIES ACT 2006**  
**COMPANY LIMITED BY SHARES**  
**RESOLUTIONS**  
**of**  
**TELECOM PLUS PLC ("Company")**

MONDAY



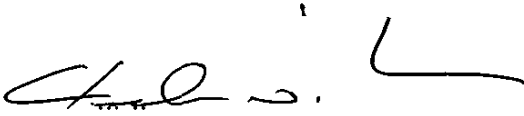
A07 \*A2MUSD8P\* 09/12/2013 #178  
COMPANIES HOUSE

At the general meeting of the Company duly convened and held on 6 December 2013 at the offices of the Company at Network HQ, 333 Edgware Road, London NW9 6TD, the following resolutions were duly passed

**ORDINARY RESOLUTIONS**

- 1 THAT, the proposed acquisition of Electricity Plus Supply Limited and Gas Plus Supply Limited by the Company ("Acquisition"), as described in the Prospectus and Circular to which this Notice of General Meeting is attached ("Prospectus"), on the terms and subject to the conditions of the Acquisition Agreement (as defined in the Prospectus), be and is hereby approved for the purposes of Chapter 10 of the Listing Rules of the Financial Conduct Authority, subject to such amendments, variations or waivers (provided such amendments, variations or waivers are not of a material nature) of the terms and conditions thereof as the Directors (or a committee consisting of one or more Directors which is duly constituted under the Company's Articles of Association ("Committee")), shall, in their absolute discretion, think fit and subject to the foregoing, that the Directors (or the Committee as applicable) be and are hereby authorised to take all necessary steps and to execute all documents and deeds as they may consider to be necessary, desirable or expedient to conclude, implement and give effect to the Acquisition or in connection therewith
- 2 THAT, subject to and conditional upon Resolution 1 set out in this Notice of General Meeting being duly passed, the authorised share capital of the Company referred to in article 3 of the articles of association of the Company be increased to £8,000,000 divided into 160,000,000 ordinary shares of 5 pence each and the Directors be and are hereby generally and unconditionally authorised to exercise all powers of the Company in accordance with section 551 of the Companies Act 2006 (the "Act") to allot shares in the Company and to grant rights to subscribe for or to convert any security into such shares (all of which transactions are hereafter referred to as an allotment of "relevant securities") up to an aggregate nominal amount of £440,678 pursuant to the Issue (as defined in the Prospectus to which this Notice is attached), which authority shall be in addition to the existing authority conferred on the Directors on 17 July 2013, which shall continue in full force and effect. The authority conferred by this Resolution shall expire on the conclusion of the Company's next annual general meeting (unless previously revoked or varied by the Company in general meeting), save that the Company may, before such expiry, revocation or variation make an offer or agreement which would or might require relevant securities to be allotted after such expiry, revocation or variation and the Directors may allot relevant

...  
securities in pursuance of such offer or agreement as if the authority hereby  
conferred had not expired or been revoked or varied

A handwritten signature in black ink, appearing to read 'Charles Wigoder', followed by a large, stylized flourish or checkmark-like symbol.

The Hon Charles Wigoder,  
Chairman