

**THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION. If you are in any doubt about the contents of this document or about what action you should take, you should consult your independent financial adviser authorised under the Financial Services and Markets Act 2000 immediately.**

If you have sold or otherwise transferred all of your Ordinary Shares please forward this document, together with the accompanying documents, as soon as possible to the purchaser or transferee or to the agent through whom the sale was effected, for transmission to the purchaser or transferee.

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## **TELECOM *PLUS* PLC**

*(incorporated and registered in England and Wales with registered number 03263464)*

### **NOTICE OF ANNUAL GENERAL MEETING**

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Notice of the Annual General Meeting of the Company to be held at Network HQ, 333 Edgware Road, London NW9 6TD on 14 July 2010 at 12.00 p.m. is set out at the end of this document.

A Form of Proxy for use at the Annual General Meeting accompanies this document and, to be valid, must be completed and returned to the Company's registrars, Capita Registrars, PXS, 34 Beckenham Road, Beckenham, Kent, BR3 4TU as soon as possible but in any event to be received not later than 12.00 p.m. on 12 July 2010. Completion of a Form of Proxy will not preclude a Shareholder from attending and voting at the Annual General Meeting in person.

## DEFINITIONS

The following definitions apply throughout this document unless the context requires otherwise:

"2006 Act"	the Companies Act 2006, as amended consolidated or re-enacted from time to time
"2011 AGM"	the annual general meeting of the Company to take place in 2011
"Annual General Meeting" or "AGM"	the annual general meeting of the Company convened for 14 July 2010 pursuant to the Notice of AGM
"Articles"	the Company's articles of association as adopted by special resolution passed on 8 July 2009
"Board" or "Directors"	the directors of the Company as at the date of this document
"Company"	Telecom <i>plus</i> Plc
"Form of Proxy"	the form of proxy accompanying this document for use in connection with the Annual General Meeting
"Notice of AGM"	the notice of Annual General Meeting which is set out at the end of this document
"Ordinary Shares"	ordinary shares of 5p each in the capital of the Company
"Resolutions"	the resolutions set out in the Notice of AGM
"Shareholders"	holders of Ordinary Shares
"Share Incentive Schemes"	the Telecom <i>plus</i> PLC 1997 Non-Approved Share Option Scheme (incorporating the UK Approved Schedule), the Telecom <i>plus</i> PLC Networkers and Consultants Share Option Scheme, the Telecom <i>plus</i> PLC 2007 Employee Share Option Plan and the Telecom <i>plus</i> PLC 2007 Networkers and Consultants Share Option Plan

**TELECOM PLUS PLC**

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Network HQ  
333 Edgware Road  
London NW9 6TD

**Directors:**

Peter Robert Nutting (Non-Executive Chairman)  
Charles Francis Wigoder (Chief Executive Officer)  
Christopher Paul Houghton (Finance Director)  
Andrew James Ronald Lindsay, MBE (Chief Operating Officer)  
Melvin Anthony Lawson (Non-Executive Director)  
Richard Francis Michell (Non-Executive Director)  
Michael James Pavia (Non-Executive Director)  
Julian Dominic Schild (Non-Executive Director)  
Keith Graham Stella (Non-Executive Director)

14 June 2010

*To all Shareholders and, for information only, to holders of options granted under the Share Incentive Schemes*

Dear Shareholder

**2010 ANNUAL GENERAL MEETING**

I am writing to you to explain the proposals which Shareholders will be asked to approve at the Annual General Meeting to be held on 14 July 2010 starting at 12.00pm at Network HQ, 333 Edgware Road, London, NW9 6TD. The Notice of AGM is set out at the end of this document.

**To receive the Annual Report and Accounts (resolution 1)**

The Chairman will present the Annual Report and Accounts for the year ended 31 March 2010, sent to Shareholders with this Circular.

**Remuneration Report (resolution 2)**

The 2006 Act requires listed companies to ask Shareholders to vote on the Report on Directors' Remuneration. As the vote is advisory, it does not affect the actual remuneration paid to any individual director. A copy of the Report on Directors' Remuneration is set out on pages 29 to 35 of the Report and Accounts. Under Resolution 2 it is proposed that the Directors' Remuneration Report for the year ended 31 March 2010 be approved.

### **Final Dividend (resolution 3)**

Resolution 3 is to approve the payment of a final dividend of 14.0 pence per share for the year ended 31 March 2010 to Shareholders on the register at close of business on 16 July 2010.

### **Re-election of Directors (resolutions 4 to 6)**

Resolutions 4 to 6 deal with the re-election of directors. As announced by the Company on 25 May 2010, Messrs. Peter Nutting, Richard Michell and Keith Stella will be retiring from the Board following conclusion of the AGM and will not be offering themselves for re-election.

The Articles require that one third of the Directors retire by rotation each year at the annual general meeting of the Company in addition to any Directors who are retiring and not offering themselves for re-election. This is done so as to give the Shareholders an opportunity to confirm the Directors' appointments. All the Company's Directors take it in turn to stand for re-election in this way. This year, each of Charles Wigoder and Michael Pavia are retiring by rotation in accordance with the Articles.

Julian Schild, who was appointed since the Company's last annual general meeting, also retires in accordance with the Articles and, being eligible, offers himself for reappointment.

The biographical details of the Directors standing for re-election are set out below:

**Charles Wigoder** aged 50, Chief Executive Officer. Charles qualified as a Chartered Accountant with KPMG in 1984 and was subsequently employed by Kleinwort Securities as an investment analyst in the media and communication sectors. Between 1985 and 1988, he was head of corporate finance and development at Carlton Communications Plc and then Quadrant Group plc. In March 1988, he left Quadrant Group to set up The Peoples Phone Company plc, which was subsequently purchased by Vodafone in December 1996. He joined the Company in February 1998.

**Michael Pavia** aged 63, Non-Executive Director. Michael is a Fellow of the Institute of Chartered Accountants in England and Wales (ICAEW), and has significant experience of the energy industry, having served on the Boards of LASMO, SEEBOARD and London Electricity. He is currently a non-executive director of Thames Water and Salamander Energy PLC, and is a member of the Council of the ICAEW. He joined the Company in December 2006 as an independent non-executive director and meets the test of independence under the Combined Code.

**Julian Schild** aged 50, Non-Executive Director. Julian is a qualified Chartered Accountant and was previously Chairman of Huntleigh Technology PLC, one of the largest UK-based quoted medical equipment manufacturers with revenues in 2006 of £225m up to and including its acquisition by Getinge AB in February 2007, a Swedish Group quoted on the Stockholm Stock Exchange. He joined the Company in May 2010 as an independent non-executive director and meets the test of independence under the Combined Code.

The Board has confirmed, following a performance review, that all Directors standing for re-election, continue to perform effectively and demonstrate commitment to their role.

### **Reappointment of Auditors (resolutions 7 and 8)**

Under resolution 7, it is proposed that PKF (UK) LLP be reappointed as the Company's auditors to hold office until the conclusion of the 2011 AGM. Resolution 8 authorises the Directors to agree their remuneration.

### **Authority for Purchase of Own Shares (resolution 9)**

The Company cannot purchase its own shares unless the purchase has first been authorised by Shareholders in general meeting. The Directors are therefore seeking such authority under section 701 of the 2006 Act in respect of a maximum of 6,844,175 Ordinary Shares (representing approximately 10 per cent of the Company issued ordinary share capital (excluding treasury shares) as at 11 June 2010 (the last practicable date before publication of this circular)) and sets minimum and maximum prices. This authority will expire at the conclusion of the 2011 AGM or if earlier, on the date which is 15 months after the date of the AGM.

The Directors have no present intention of exercising the authority to purchase the Company's Ordinary Shares but will keep the matter under review, taking into account the financial resources of the Company, the Company's share price and future funding opportunities. This authority will only be exercised by the Directors if and when, in the light of market conditions prevailing at that time, the Directors believe that such purchases would increase earnings per share and would be for the benefit of Shareholders generally. The effect of any such purchase will clearly depend on the price at which it is made. Any purchases of Ordinary Shares would be by means of market purchases through the London Stock Exchange.

Listed companies purchasing their own shares are allowed to hold them in treasury as an alternative to cancelling them. No dividends are paid on shares whilst held in treasury and no voting rights attach to treasury shares.

### **Authority to allot shares (resolution 10)**

In accordance with the provisions of section 549 of the 2006 Act, the Directors are prevented from exercising the Company's powers to allot shares without an authority in terms of the 2006 Act contained either in the articles of association or in a resolution of the Shareholders in general meeting. Such authority was given by Shareholders at the annual general meeting of the Company held on 8 July 2009, for a period expiring on the conclusion of this Annual General Meeting.

Resolution 10 therefore proposes to renew this general authority for the period expiring at the conclusion of the 2011 AGM or, if earlier, on the date which is 15 months from the date of the AGM. The authority being sought is to allot Ordinary Shares up to a maximum nominal amount of £1,140,695 representing approximately one-third of the issued share capital (excluding treasury shares) as at 11 June 2010 (being the latest practicable date before publication of this circular). The Directors have no current intention of using this authority, if granted, save in respect of the issue of shares pursuant to the exercise of options granted under the Share Incentive Schemes.

In addition, the Association of British Insurers (ABI) has said that it will now consider as routine a resolution to authorise the allotment of a further one-third of share capital for use in connection with a rights issue. Your Board considers it appropriate to seek this additional allotment authority at this year's AGM in order to take advantage of the flexibility it offers. However, the Board has no present intention of exercising this authority.

Passing this resolution will continue the Directors' flexibility to act in the best interests of the Company and Shareholders, so that when opportunities that benefit the Company arise, the Directors can issue new shares without the need to incur the cost and delay of a general meeting of the Company to seek specific authority for each allotment.

As at 11 June 2010 (being the latest practicable date before publication of this circular), the Company held 590,105 shares in treasury which is equivalent to 0.9% of the total ordinary share capital in issue (calculated exclusive of treasury shares).

As the 2006 Act is now fully in force, the resolution refers to section 551 of the 2006 Act, rather than to section 80 of the Companies Act 1985.

### **Authority to disapply statutory pre-emption rights (resolution 11)**

The 2006 Act requires that an allotment of shares for cash may only be made if the shares are first offered to existing shareholders on a pre-emptive basis. In accordance with general practice, the Directors propose that advantage be taken of the provisions of section 570 of the 2006 Act to disapply the 2006 Act's pre-emption requirements in relation to certain share issues.

Resolution 11 will empower the directors to allot Ordinary Shares for cash on a non-pre-emptive basis:

1. in connection with a rights issue or other pro-rata offer to existing Shareholders.
2. (otherwise than in connection with a rights issue) up to a maximum nominal value of £172,579, representing approximately five per cent of the issued ordinary share capital of the Company as at 11 June 2010 (the latest practicable date before publication of this letter).

In proposing this resolution, the Directors consider that it is in the best interests of the Company and Shareholders that the Directors retain their flexibility to allot some shares without having to offer them to Shareholders first.

As the 2006 Act is now fully in force, the resolution refers to section 570 of the 2006 Act.

### **Political donations (resolution 12)**

Resolution 12 is designed to deal with the rules on political donations contained in the 2006 Act. Political donations to any political parties, independent election candidates or political organisations or the incurring of political expenditure are prohibited unless authorised by Shareholders in advance. What constitutes a political donation, a political party, a political organisation, or political expenditure is not easy to decide, as the legislation is capable of wide interpretation. Sponsorship, subscriptions, payment of expenses, paid leave for employees fulfilling public duties, and support for bodies representing the business community in policy review or reform, may fall within this.

Therefore, notwithstanding that the Company has not made a political donation in the past, and has no intention either now or in the future of making any political donation or incurring any political expenditure in respect of any political party, political organisation or independent election candidate, the Board has decided to put forward resolution 12. This will allow the Company to support the community and put forward its views to wider business and Government interests without running the risk of being in breach of the law. As permitted under the 2006 Act, resolution 12 has also been extended to cover any political donations made, or political expenditure incurred, by any subsidiaries of the Company.

### **Notice period for general meetings (resolution 13)**

It is proposed in resolution 13 that Shareholders should approve the continued ability of the Company to hold general meetings other than the annual general meeting on 14 clear days' notice.

This resolution relates to section 307A of the 2006 Act. Under that section, a listed company which wishes to be able to call general meetings (other than an annual general meeting) on 14 days' clear notice must obtain shareholders' approval. Resolution 13 seeks such approval.

The resolution is valid up to the next annual general meeting and so will need to be renewed annually. The Company will also need to meet the requirements for electronic voting under section 307A of the 2006 Act before it can call a general meeting on 14 days' notice.

In accordance with the guidance issued by the National Association of Pension Funds, the shorter notice period will not be used as a matter of routine for general meetings, but only where the flexibility is merited by the business of the meeting and is thought to be to the advantage of the Shareholders as a whole.

### **Action To Be Taken**

Shareholders will find a Form of Proxy enclosed for use at the Annual General Meeting. Whether you propose to attend the AGM or not, the Form of Proxy should be completed and returned to the Company's registrars in the prepaid envelope provided as soon as possible and in any event, as so to be received by the Company's registrar, Capita Registrars, PXS, 34 Beckenham Road, Beckenham, BR3 4TU by not later than 48 hours before the time of the AGM. Completion and return of the Form of Proxy will not prevent Shareholders from attending and voting in person at the AGM should they subsequently wish to do so.

### **Recommendation**

The Board considers the Resolutions are likely to promote the success of the Company and are in the best interests of the Company and its Shareholders as a whole. Accordingly, the Directors unanimously recommend that you to vote in favour of the Resolutions as they intend to do so in respect of their own shareholdings which amount in aggregate to 19,533,942 Ordinary Shares (representing approximately 28.5 per cent. of the issued Ordinary Shares (excluding treasury shares).

Yours sincerely

Peter Nutting  
**Chairman**

**TELECOM PLUS PLC**  
**NOTICE OF ANNUAL GENERAL MEETING**

NOTICE IS HEREBY GIVEN THAT the Annual General Meeting of the Company will be held at Network HQ, 333 Edgware Road, London NW9 6TD on 14 July 2010 at 12.00 p.m. for the purpose of considering, and if thought fit, passing the following resolutions. Resolutions 1 to 8, 10 and 12 will be proposed as ordinary resolutions and resolutions 9, 11 and 13 will be proposed as special resolutions.

**As ordinary business:**

1. To receive the reports of the directors and the auditors and the accounts of the Company for the year ended 31 March 2010.
2. To receive and approve the Directors' Remuneration Report for the year ended 31 March 2010.
3. To declare a final dividend for the year ended 31 March 2010 of 14.0p on each of the ordinary shares of 5p and the directors be and are hereby authorised to pay such dividend to those persons registered as holders of shares in the capital of the company at the close of business on 16 July 2010.
4. To re-elect as a director Charles Wigoder who offers himself for re-election under the Company's Articles of Association.
5. To re-elect as a director Michael Pavia who offers himself for re-election under the Company's Articles of Association.
6. To re-elect as a director Julian Schild who offers himself for re-election under the Company's Articles of Association.
7. To re-appoint PKF (UK) LLP as auditors of the Company from the conclusion of the Annual General Meeting until the conclusion of the next Annual General Meeting of the Company.
8. To authorise the directors to determine the auditors' remuneration.

**As special business:**

9. That the Company be and is generally and unconditionally authorised for the purposes of section 701 of the Companies Act 2006 ("**2006 Act**") to make one or more market purchases (within the meaning of section 693 (4) of the 2006 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:
  - 9.1 the maximum aggregate number of Ordinary Shares which may be purchased is 6,844,175, being approximately 10 per cent of the issued Ordinary Share capital as at 11 June 2010;
  - 9.2 the minimum price which may be paid for an Ordinary Share is 5p (exclusive of expenses payable by the Company);
  - 9.3 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:

- 9.3.1 105 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
- 9.3.2 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
- 9.3.3 the authority conferred shall expire at the conclusion of the next annual general meeting of the Company ("**2011 AGM**") 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.

10. That the directors be and they are hereby generally and unconditionally authorised in accordance with section 551 of the 2006 Act in substitution for all existing authorities:

10.1 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 £1,140,695; and

10.2 to exercise all the powers of the Company to allot equity securities (as defined in section 560 of the 2006 Act) up to an additional aggregate nominal amount of £1,140,695 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** 10.1 and 10.2 above shall expire at the conclusion of the next annual general meeting of the Company or if earlier on the date which is 15 months after the date of the annual general meeting, 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.

11. That the directors be and they are hereby empowered, pursuant to section 570 of the 2006 Act, to allot equity securities (as defined in section 560 (1) of the 2006 Act) for cash pursuant to the authority conferred by resolution number 10 or by way of a sale of treasury shares as if section 561 (1) of the 2006 Act did not apply to any such allotment, provided that this power shall be limited to:

- 11.1 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 10.2, 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; and
- 11.2 the allotment (otherwise than pursuant to **paragraph** 11.1 above) of equity securities up to an aggregate nominal amount of £172,579,

and shall expire upon the expiry of the general authority conferred by resolution 10 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.

12. That in accordance with sections 366 and 367 of the 2006 Act the Company and all companies which are subsidiaries of the Company at the date on which this resolution 12 is passed or during the period when this resolution 12 has effect are authorised to:

- 12.1 make political donations to political parties or independent election candidates, as defined in the 2006 Act, not exceeding £50,000 in total;
- 12.2 make political donations to political organisations other than political parties, as defined in the 2006 Act, not exceeding £50,000 in total; and
- 12.3 incur political expenditure, as defined in the 2006 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** 12.1, 12.2 and 12.3 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.

13. 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.

*By Order of the Board*

David Baxter

**Secretary**

Dated 14 June 2010

*Registered Office:*

Network HQ

333 Edgware Road

London NW9 6TD

**Notes:**

1. A member entitled to attend and vote at the meeting is entitled to appoint one or more proxies to exercise all or any of his rights to attend, speak and vote at the meeting. A member can appoint more than one proxy in relation to the meeting provided that each proxy is appointed to exercise the rights attaching to different shares held by the member. A proxy need not be a member of the Company.
2. A form of proxy is provided with this notice and instructions for use are shown on the form. To be valid, completed proxies must be received (together with the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of such power or authority) by Capita Registrars, PXS, 34 Beckenham Road, Beckenham, BR3 4TU not later than 48 hours before the time fixed for the meeting and no account shall be taken of a day that is not a working day. Deposit of a completed form of proxy does not preclude a member from subsequently attending or voting at such meeting.
3. The Company specifies, pursuant to Regulation 41 of the Uncertificated Securities Regulations 2001, that only those Shareholders whose names are entered in the register of members of the Company as at 6 p.m. on 12 July 2010 shall be entitled to attend or vote at the general meeting in respect of the number of shares registered in their names at that time. Changes to entries on the register of members after that time shall be disregarded in determining the rights of any person to attend and/or vote at the meeting.
4. CREST members who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service may do so for the meeting and any adjournment(s) thereof by using the procedures described in the CREST Manual.
5. In order for a proxy appointment or instruction made using a CREST service to be valid, the appropriate CREST message (a "**CREST Proxy Instruction**") must be properly authenticated in accordance with Euroclear UK & Ireland Limited's ("**EUI**") specifications and must contain the information required for such instructions, as described in the CREST Manual ([www.euroclear.com/CREST](http://www.euroclear.com/CREST)). The message, regardless of whether it constitutes the appointment of a proxy or an amendment to the instructions given to a previously appointed proxy must, in order to be valid, be transmitted so as to be received by the issuer's agent (ID RA10) by the latest time(s) for receipt of proxy appointment specified in note 2 above.

The Company may treat as invalid a CREST Proxy Instruction in the circumstances set out in Regulation 35(5)(a) of the Uncertificated Securities Regulations 2001.

CREST members and, where applicable, their CREST sponsors or voting service providers should note that EUI does not make available special procedures in CREST for any particular messages. Normal systems timings and limitations will therefore apply in relation to the input of CREST Proxy Instructions. It is the responsibility of the CREST member concerned to take (or, if the CREST member is a CREST personal member or sponsored member or has appointed a voting service provider(s), to procure that his CREST sponsor or voting service provider(s) take(s)) such action as shall

be necessary to ensure that a message is transmitted by means of the CREST system by any particular time. In this connection, CREST members and, where applicable, their CREST sponsors or voting service providers are referred, in particular, to those sections of the CREST Manual concerning practical limitations of the CREST system and timings.

6. To appoint more than one proxy, (an) additional proxy form(s) may be obtained by contacting Capita Registrars or you may photocopy this form. If you appoint more than one proxy, each proxy must be appointed to exercise the rights attached to a different share or shares held by you. Please indicate in the box next to the proxy's name the number of shares in relation to which they are authorised to act as your proxy. Please also indicate by ticking the box provided if the proxy instruction is one of multiple instructions being given. All forms must be signed and should be returned together in the same envelope.
  7. In accordance with section 325 of the 2006 Act, the right to appoint proxies does not apply to persons nominated to receive information rights under section 146 of the 2006 Act, persons nominated to receive information rights under section 146 of the 2006 Act who have been sent a copy of this notice of meeting are hereby informed, in accordance with section 149(2) of the 2006 Act, that they may have a right under an agreement with the registered member by whom they were nominated to be appointed, or to have someone else appointed, as a proxy for this meeting. If they have no such right, or do not wish to exercise it, they may have a right under such an agreement to give instructions to the member as to the exercise of voting rights. Nominated persons should contact the registered member by whom they were nominated in respect of these arrangements.
  8. In order to facilitate voting by corporate representatives at the meeting, arrangements will be put in place at the meeting so that:
    - 8.1 if a corporate shareholder has appointed the chairman of the meeting as its corporate representative with instructions to vote on a poll in accordance with the directions of all of the other corporate representatives for that shareholder at the meeting, then on a poll those corporate representatives will give voting directions to the chairman and the chairman will vote (or withhold a vote) as corporate representative in accordance with those directions; and
    - 8.2 if more than one corporate representative for the same corporate shareholder attends the meeting but the corporate shareholder has not appointed the chairman of the meeting as its corporate representative, a designated corporate representative will be nominated, from those corporate representatives who attend, who will vote on a poll and the other corporate representatives will give voting directions to that designated corporate representative.
- Corporate Shareholders are referred to the guidance issued by the Institute of Chartered Secretaries and Administrators on proxies and corporate representatives - [www.icsa.org.uk](http://www.icsa.org.uk) - for further details of this procedure. The guidance includes a sample form of representation letter if the chairman is being appointed as described in 8.1 above.
9. You may not use any electronic address provided either in this notice of annual general meeting or any related documents (including the form of proxy) to communicate with the Company for any purposes other than those expressly stated.
  10. A copy of this Notice, and other information required by section 311A of the 2006 Act, can be found at [www.telecomplus.co.uk](http://www.telecomplus.co.uk).
  11. As at 11 June 2010 (being the last business day before the publication of this Notice), the Company's issued share capital consisted of 69,031,863 Ordinary Shares carrying one vote each, including 590,105 shares held in treasury. Therefore the total voting rights in the Company are 68,441,758.
  12. Members satisfying the thresholds in section 527 of the Companies Act 2006 can require the Company to publish a statement on its website setting out any matter relating to:

- (a) the audit of the Company's accounts (including the auditor's report and the conduct of the audit) that are to be laid before the meeting; or
- (b) any circumstances connected with an auditor of the Company ceasing to hold office since the last Annual General Meeting, that the members propose to raise at the meeting.

The Company cannot require the members requesting the publication to pay its expenses. Any statement placed on the website must also be sent to the Company's auditors no later than the time it makes its statement available on the website. The business which may be dealt with at the meeting includes any statement that the Company has been required to publish on its website.

13. Any member attending the meeting has the right to ask questions. The Company must answer any such question relating to the business being dealt with at the meeting but no such answer need be given if (a) to do so would interfere unduly with the preparation for the meeting or involve the disclosure of confidential information, (b) the answer has already been given on a website in the form of an answer to a question, or (c) it is undesirable in the interests of the Company or the good order of the meeting that the question be answered.
14. The following documents are available for inspection by appointment at the registered office of the Company (Network HQ, 333 Edgware Road, London, NW9 6TD) during normal business hours on each weekday (public holidays excluded) and at the place of the annual general meeting (Network HQ, 333 Edgware Road London NW9 6TD) for 15 minutes prior to and during the meeting:
  - (a) copies of the executive directors' service contracts with the Company; and
  - (b) copies of letters of appointment of each of the non-executive directors.