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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, 508 Edgware Road, The Hyde, London NW9 5AB on Tuesday 11 August 2015 at 12.00 noon 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 Asset Services, PXS 1, 34 Beckenham Road, Beckenham, Kent, BR3 4TU, as soon as possible but in any event to be received not later than 12.00 noon on Friday 7 August 2015. 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:

"Companies Act"	the Companies Act 2006, as amended, consolidated or re-enacted from time to time
"2016 AGM"	the annual general meeting of the Company to take place in 2016
"Annual General Meeting" or "AGM"	the annual general meeting of the Company convened for 11 August 2015 pursuant to the Notice of AGM
"Annual Report 2015"	the Company's Annual Report and Accounts document for the year ended 31 March 2015
"Articles"	the Company's articles of association
"Board" or "Directors"	the directors of the Company as at the date of this document
"Company"	Telecom Plus Plc
"Form of Proxy"	the form of proxy accompanying this document for use in connection with the Annual General Meeting
"Networkers and Consultants Share Option Plan"	the Telecom Plus PLC 2007 Networkers and Consultants Share Option Plan
"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
"Sharesave Scheme"	the proposed Telecom Plus PLC SAYE Share Option Plan

**TELECOM PLUS PLC**

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Network HQ  
508 Edgware Road, The Hyde  
London NW9 5AB

**Directors:**

Charles Francis Wigoder (Executive Chairman)  
Julian Dominic Schild (Non-Executive Deputy Chairman and Senior Independent Director)  
Andrew James Ronald Lindsay, MBE (Chief Executive Officer)  
Nicholas Schoenfeld (Chief Financial Officer)  
Melvin Anthony Lawson (Non-Executive Director)  
Michael James Pavia (Non-Executive Director)

10 July 2015

*To all Shareholders*

Dear Shareholder

**2015 ANNUAL GENERAL MEETING**

I am writing to you to explain the proposals which Shareholders will be asked to approve at the AGM to be held on Tuesday 11 August 2015 starting at 12.00 noon at Network HQ, 508 Edgware Road, The Hyde, London, NW9 5AB. 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 2015, sent to Shareholders with this document.

**Remuneration Report (resolution 2)**

The Companies Act requires UK incorporated listed companies to ask Shareholders to vote on the Directors' Annual Report on Remuneration. As the vote is advisory, it does not affect the actual remuneration paid to any individual director. A copy of the Directors' Annual Report on Remuneration is set out on pages 61 to 71 of the Annual Report 2015. Resolution 2 is an ordinary resolution to approve the Directors' Annual Report on Remuneration for the year ended 31 March 2015.

**Final Dividend (resolution 3)**

Resolution 3 is to approve the payment of a final dividend of 21.0 pence per ordinary share for the year ended 31 March 2015 to Shareholders on the register of members at close of business on 24 July 2015.

## **Re-election of Directors (resolutions 4 to 9)**

The UK Corporate Governance Code (the "Code") requires FTSE 350 companies to offer all of their directors for re-election annually. Resolutions 4 to 9 deal with the re-election of each of the Directors.

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

**Charles Wigoder** aged 55, Executive Chairman. 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 Board in February 1998 and became Executive Chairman in July 2010.

**Julian Schild** aged 55, Non-Executive Deputy Chairman and Senior Independent Director. Julian is a qualified Chartered Accountant and was previously Chairman of Huntleigh Technology PLC. Following the sale of Huntleigh in 2007 he set up a company investing in start-ups. He actively supports many charitable activities. He is a Director of the Hospital of St. John & Elizabeth in London and is an Advisory Fellow of Pembroke College, Oxford. He joined the Board in May 2010 as an independent non-executive director and the Board is satisfied that he is an independent director in accordance with the UK Corporate Governance Code.

**Andrew Lindsay** MBE aged 38, Chief Executive Officer. Before joining the Company, Andrew was Managing Director of Ryness, an electrical retail chain based in London in which he previously held a significant equity stake after performing a Management Buyout in 2006. Prior to buying Ryness, he spent three years as an analyst in the UK Mergers & Acquisition Team at Goldman Sachs. Andrew rowed for Great Britain at the Sydney Olympic Games in 2000 where he won a Gold medal. He joined the Company in April 2007, was appointed to the Board in November 2008 and became Chief Executive Officer in July 2010.

**Nicholas Schoenfeld** aged 44, joined the Company in January 2015 as Chief Financial Officer. Since 2006, Nick was Group Finance Director of Hanover Acceptances, a substantial diversified private company with holdings in the food manufacturing, real estate, and agribusiness sectors. He was previously employed at Kingfisher plc, where he was responsible for the group's financial planning and analysis functions. Prior to this, he held senior strategic and development roles within Castorama and the Walt Disney Company, having started his career as a management consultant at the Boston Consulting Group. Nick also has an MBA from the Harvard Business School.

**Melvin Lawson** aged 56, Non-Executive Director. Melvin is the Managing Director of A Beckman PLC, a company formerly listed on the London Stock Exchange which was taken private in 1995. He has interests in a wide range of investments and is a director of Catalyst Media Group PLC and a number of other companies. He joined the Board in September 2006 as a non-executive director and the Board is satisfied that he is an independent director in accordance with the UK Corporate Governance Code.

**Michael Pavia** aged 68, 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 plc, SEEBOARD plc and London Electricity. He is currently the senior independent non executive director of Thames Water Utilities Limited, an independent non-executive director of Wales and West Utilities Limited, and non-executive Chairman of PetroGranada

Ltd. He joined the Board in December 2006 as a non-executive director and the Board is satisfied that he is an independent director in accordance with the UK Corporate Governance Code.

The Board has confirmed that, following a performance review, all Directors standing for re-election continue to perform effectively and demonstrate commitment to their role. In conducting its review, the Board was mindful of the Code requirement to subject the extension of any non-executive director's term beyond six years to particularly rigorous assessment (provision B.2.3). Messrs Lawson and Pavia both joined the Board in late 2006 and the coming year will therefore represent their ninth as directors. The Board currently remains entirely satisfied with the performance and contribution of Messrs Lawson and Pavia. However, in accordance with the Code requirement to consider a progressive refreshing of the Board, the Nomination Committee has been tasked with identifying new independent non-executive directors for appointment to the Board in the short term.

#### **Appointment of Auditor (resolutions 10 and 11)**

Under resolution 10, it is proposed that KPMG LLP ("KPMG") be appointed as the Company's auditor to hold office until the conclusion of the 2016 AGM.

Resolution 11 authorises the Directors to agree KPMG's remuneration.

#### **Authority for Purchase of Own Shares (resolution 12)**

The Company cannot purchase its own shares unless the purchase has first been authorised by Shareholders in general meeting. The Directors are therefore proposing Resolution 12 to seek such authority under section 701 of the Companies Act in respect of a maximum of 8,017,189 Ordinary Shares (representing approximately 10 per cent. of the Company's issued ordinary share capital (excluding treasury shares) as at 3 July 2015 (the last practicable date before publication of this document)) and to set minimum and maximum prices. This authority will expire at the conclusion of the 2016 AGM or if earlier, 30 September 2016.

The Directors have no present intention of exercising the authority to purchase 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 requirements. 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.

In accordance with the Companies Act, the Company may purchase and hold shares as treasury shares, rather than cancelling them. The Directors will decide at the time of purchase whether to hold shares in treasury or to cancel them immediately. No dividends are paid on shares while held in treasury and no voting rights attach to treasury shares. The Company may hold a maximum of up to 10 per cent. of its issued share capital in treasury in accordance with guidelines issued by the Association of British Insurers.

As at 3 July 2015 (the last practicable date before publication of this document), there were outstanding options to subscribe for shares, both currently exercisable and yet to be exercisable, granted under all share option schemes operated by the Company, in respect of a total of 2,254,940 Ordinary Shares which, if all were eventually exercised, would represent approximately 2.7 per cent. of the issued share capital of the Company. In the unlikely event that the authority now being sought, together with the existing authority to purchase shares granted at last year's AGM, were exercised in

full, such options, if exercised, would represent approximately 3.4 per cent. of the issued share capital of the Company.

#### **Authority to allot shares (resolution 13)**

In accordance with the provisions of section 549 of the Companies Act, the Directors are prevented from exercising the Company's powers to allot shares without an authority in terms of the Companies 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 AGM of the Company held on 15 July 2014, for a period expiring on the conclusion of this AGM.

Resolution 13 therefore proposes to renew this general authority for the period expiring at the conclusion of the 2016 AGM or, if earlier, 30 September 2016. The authority being sought is to allot Ordinary Shares up to a maximum nominal amount of £1,336,198, representing approximately one-third of the issued share capital (excluding treasury shares) as at 3 July 2015 (being the latest practicable date before publication of this document). 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 Networkers and Consultants Share Option Plan. Shares issued pursuant to employee share plans are exempt from this authority.

In addition, the Association of British Insurers ("ABI") has said that it will 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. If the additional authority is actually used, the whole Board will stand for re-election at the next annual general meeting.

Passing this resolution will provide the Directors with additional flexibility, acting 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 3 July 2014 (being the latest practicable date before publication of this document), there were 60,000 shares held in treasury by the Company.

#### **Authority to disapply statutory pre-emption rights (resolution 14)**

The Companies 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 Companies Act to disapply the Companies Act's pre-emption requirements in relation to certain share issues.

Resolution 14 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 £400,859, representing approximately ten per cent. of the issued ordinary share capital of the Company (excluding treasury shares) as at 3 July 2015 (the latest practicable date before publication of this document).

The Board intends to adhere to the provisions in the Pre-Emption Group's Statement of Principles, as updated in March 2015, and not to allot shares for cash on a non pre-emptive basis pursuant to the authority in Resolution 14:

- (i) in excess of an amount equal to 5 per cent. of the total issued ordinary share capital of the Company (excluding treasury shares); or
- (ii) in excess of an amount equal to 7.5 per cent. of the total issued ordinary share capital of the Company (excluding treasury shares) within a rolling three-year period, without prior consultation with Shareholders,

in each case other than in connection with an acquisition or specified capital investment which is announced contemporaneously with the allotment or which has taken place in the preceding six-month period and is disclosed in the announcement of the allotment.

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.

#### **Political donations (resolution 15)**

Resolution 15 is designed to deal with the rules on political donations contained in the Companies 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 always easy to decide, as the legislation is capable of wide interpretation. Sponsorship, advertising, marketing activities, 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 15. 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 Companies Act, Resolution 15 has also been extended to cover any political donations made, or political expenditure incurred, by any subsidiaries of the Company. The authority which the Board is requesting is similar to the authority given by shareholders at the AGM in 2014.

#### **Notice period for general meetings (resolution 16)**

It is proposed in Resolution 16 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 Companies Act. Under that section, a listed company which wishes to be able to call general meetings (other than an AGM) on 14 days' clear notice must obtain shareholders' approval. Resolution 16 seeks such approval.

The resolution is valid up to the 2016 AGM 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 Companies 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.

### **New employee sharesave scheme (resolution 17)**

The Directors are proposing the introduction of a new all employee share option plan, the Telecom Plus PLC SAYE Share Option Plan ("Sharesave Scheme"), which it is intended will be a qualifying SAYE Share Option Plan under Schedule 3 of the Income Tax (Earnings and Pensions) Act 2003.

The Sharesave Scheme will enable employees of the group to acquire shares in the Company in a tax efficient manner using monies saved from salary over a three or five year period. A summary of the principal terms of the Sharesave Scheme is set out in the Appendix to this document.

The Directors consider that participation in a savings-related share scheme will have the effect of aligning the interests of employees and shareholders in the long-term growth and development of the Company.

The number of Ordinary Shares over which options may be granted under the Sharesave Scheme will be limited so that the total number of Ordinary Shares issued or capable of being issued in any ten year period under all the Company's share incentive schemes is restricted to 15 per cent of the Company's issued ordinary shares from time to time.

### **Action to be taken**

Shareholders will find a Form of Proxy enclosed for use at the AGM. 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, so as to be received by the Company's registrar, Capita Asset Services, PXS 1, 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 vote in favour of the Resolutions as they intend to do so in respect of their own shareholdings which amount in aggregate to 18,577,870 Ordinary Shares (representing approximately 23.2 per cent. of the issued Ordinary Shares, excluding treasury shares).

Yours sincerely

**Charles Wigoder**  
**Executive Chairman**



## Appendix

### Principal Terms of the new Sharesave Scheme

The proposed Sharesave Scheme is an all-employee UK SAYE Share Option Plan, which the Company intends to self-certify with HMRC in order to allow options to acquire shares in the Company to be granted on a tax-favoured basis. The following is a summary of the main features of the Sharesave Scheme.

#### (a) Eligibility

All UK resident employees and full-time directors of the Company and participating subsidiaries will be eligible to participate in the Sharesave Scheme. The Plan allows the Company to apply a minimum qualifying period of employment to determine eligibility to participate in the Sharesave Scheme which cannot exceed five years. It is the current intention of the Company that a qualifying period of three months will be applied. Participation may also be offered, at the discretion of the directors (taking account of the recommendations of the Remuneration Committee), to other directors or employees who otherwise do not satisfy all of the above criteria.

#### (b) Issue of Invitations

Invitations to participate in the Sharesave Scheme may be made at any time and options must be granted within 30 days of the invitation to eligible employees who accept the invitation. Options can only be granted during the period of 42 days following the date on which the Sharesave Scheme is adopted or the period of 42 days following the announcement of the Company's final or interim results for any financial period. In circumstances which the Board considers to be exceptional, options may be granted at any time. If any of the above periods is a close period then options may be granted within 42 days of the end of such close period.

No options may be granted after the tenth anniversary of the Sharesave Scheme.

#### (c) Exercise Price

The price at which an option holder may acquire ordinary shares on the exercise of an option shall be determined by the Board at the date of grant but shall not be less than the greater of 80 per cent of the market value of an ordinary share at the date of the invitation and its nominal value.

#### (d) Savings Contract

Upon applying for an option, the participant will be required to enter into an approved SAYE contract with a savings institution nominated by the Company which lasts for either three or five years. The maximum amount which an employee is permitted to contribute under SAYE contracts is £500 per month. The minimum contribution is £10 per month. The current intention of the Board is that only three year term savings contracts will be offered to employees.

At the end of the savings contract, the employee may either exercise the option (using funds from the savings account) or have the savings and any bonus repaid. The total exercise price of the ordinary shares over which the option is granted may not exceed the aggregate of the monthly contributions and bonus payable at the end of the participant's related SAYE contract.

#### (e) Plan Limits

The number of ordinary shares over which options may be granted under the Sharesave Scheme on any date of grant shall be limited so that the total number of Ordinary Shares issued or capable of

being issued in any ten year period under all the Company's share incentive schemes is restricted to 15 per cent of the Company's issued ordinary shares from time to time.

**(f) Exercisability**

Options will normally be exercisable during a period of six months following the maturity date of the SAYE savings contract. The option will lapse if not exercised by the end of that period.

Earlier exercise is permitted if the participant dies or leaves employment as a consequence of injury, disability, redundancy or retirement, or where a participant leaves employment of the Group by reason of his employing company ceasing to be a member of the Group, or if the undertaking in which he is employed is sold outside the Group ("Good Leaver") or if the employee ceases employment more than three years after the date of grant except for dismissal for fraud or any act or omission amounting to misconduct. Early exercise may also be permitted in the event of a takeover, reconstruction or voluntary winding up of the Company.

Whenever an option is exercised early before completion of the related SAYE contract, the exercise of such option is limited to the total of refunded contributions together with any interest received under the SAYE contract at that time.

If an employee leaves employment before the end of the savings period other than as a Good Leaver, their option will normally lapse.

**(g) Manner of Exercise**

Within 30 days of the receipt of a notice of exercise of an option, the ordinary shares in respect of which the option has been exercised must be issued by the Company or the Company must procure their transfer to the employee. Ordinary shares will rank *pari passu* in all respects with the other fully paid issued ordinary shares. Following the exercise of any option, the Company will apply to the UK Listing Authority and the London Stock Exchange for the relevant ordinary shares to be listed and admitted to trading on the Official List.

**(h) Exchange of Options on a Change of Control**

If any company obtains control of the Company as a result of a takeover offer or the sanctioning of a scheme of arrangement under section 899 of the Companies Act 2006 or if a company has become bound or entitled to acquire all the ordinary shares under sections 979 to 982 or 983 to 985 of that Act, an option holder may, by agreement with that other company, seek the release of his options in return for the grant of equivalent options over shares in that other company.

**(i) Variation of Share Capital**

In the event of a capitalisation issue or offer by way of rights, or upon any consolidation, subdivision or reduction or other variation of the Company's capital, the number of ordinary shares the subject of an option and/or the exercise price may be adjusted in such a manner as it considers appropriate provided that the aggregate market value of the shares acquired and the exercise price payable to exercise the option is not substantially changed, and that the exercise price shall not be reduced to below the nominal value of an ordinary share unless the Company is authorised to capitalise reserves to pay up each share allotted to option holders.

(j) **Amendments and General**

No rights under an option may be transferred by an option holder to any other person except in the event of an option holder's death when rights will become exercisable by the option holder's personal representative within 12 months of the date of death. Options granted under the Sharesave Scheme shall not be pensionable.

The Sharesave Scheme may be amended by the Board in any way provided that:

- no amendment may be made which would materially prejudice the interests of option holders in relation to options already granted to them under the Sharesave Scheme unless the sanction of option holders has been obtained;
- all amendments to the provisions relating to the employees who can participate, the limit on the number of shares that can be issued under the scheme, the terms of shares to be provided and the basis on which an option can be adjusted in the event of a capitalisation issue, rights issue, subdivision or consolidation of shares or reduction of capital or any other variation of capital will require the prior consent of the Company in general meeting unless they are minor amendments to benefit the administration of the scheme or to maintain favourable tax, exchange control or regulatory treatment for option holders, the Company or a member of the Group.

## TELECOM PLUS PLC

("the Company")

### NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the Annual General Meeting of the Company will be held at Network HQ, 508 Edgware Road, The Hyde, London NW9 5AB on Tuesday 11 August 2015 at 12.00 noon for the purpose of considering, and if thought fit, passing the following resolutions. Resolutions 1 to 11, 13, 15 and 17 will be proposed as ordinary resolutions and resolutions 12, 14 and 16 will be proposed as special resolutions.

1. To receive the reports of the directors and the auditor and the accounts of the Company for the year ended 31 March 2015.
2. To receive and approve the Directors' Annual Report on Remuneration for the year ended 31 March 2015.
3. To declare a final dividend for the year ended 31 March 2015 of 21.0p 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 24 July 2015.
4. To re-elect Charles Wigoder as a director of the Company.
5. To re-elect Julian Schild as a director of the Company.
6. To re-elect Andrew Lindsay as a director of the Company.
7. To re-elect Nicholas Schoenfeld as a director of the Company.
8. To re-elect Melvin Lawson as a director of the Company.
9. To re-elect Michael Pavia as a director of the Company.
10. To appoint KPMG LLP as auditor of the Company, to hold office until the conclusion of the next annual general meeting of the Company at which accounts are laid before the Company.
11. To authorise the directors to determine the auditor's remuneration.
12. 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:
  - 12.1 the maximum aggregate number of Ordinary Shares which may be purchased is 8,017,189, being approximately 10 per cent. of the issued ordinary share capital (excluding treasury shares) as at 3 July 2015;
  - 12.2 the minimum price which may be paid for an Ordinary Share is 5p (exclusive of expenses payable by the Company);

- 12.3 the maximum price which may be paid for an Ordinary Share (exclusive of expenses payable by the Company) cannot be more than the higher of:
- 12.3.1 105 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
- 12.3.2 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
- 12.3.3 the authority conferred shall expire at the conclusion of the next annual general meeting of the Company or, if earlier 30 September 2016, 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.
13. 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:
- 13.1 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 £1,336,198; and
- 13.2 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 £1,336,198 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** 13.1 and 13.2 above shall expire at the conclusion of the next annual general meeting of the Company or, if earlier, 30 September 2016, 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.

14. That the directors be and they are hereby empowered, pursuant to section 570 and 573 of the Companies Act, to allot equity securities (as defined in section 560(1) of the Companies Act) for cash pursuant to the authorities conferred by resolution number 13 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:

14.1 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 13.2, 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

14.2 the allotment (otherwise than pursuant to **paragraph 14.1** above) of equity securities up to an aggregate nominal amount of £400,859,

and shall expire upon the expiry of the general authority conferred by resolution 13 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 and/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.

15. 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 15 is passed or during the period when this resolution 15 has effect are authorised to:

15.1 make political donations to political parties or independent election candidates, as defined in the Companies Act, not exceeding £50,000 in total;

15.2 make political donations to political organisations other than political parties, as defined in the Companies Act, not exceeding £50,000 in total; and

15.3 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 15.1, 15.2 and 15.3** 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 relation to the same.

16. 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.

17. That:

(a) the Telecom Plus PLC SAYE Share Option Plan (the "Sharesave Scheme") the principal features of which are summarised in the Appendix to the Notice of Annual General Meeting 2015 dated 10 July 2015, a copy of the draft Rules of which is produced to this meeting and for the purpose of identification initialled by the Chairman, be and is hereby approved;

(b) the Directors be and are hereby authorised to do all acts and things necessary or desirable to implement the Sharesave Scheme, including the making of any changes to the draft Rules of the Sharesave Scheme as the Directors may consider necessary or desirable in order to bring it into effect to enable the Company to self-certify the Sharesave Scheme as a plan satisfying the requirements of Schedule 3 of the Income Tax (Earnings and Pensions) Act 2003 and to comply with the London Stock Exchange requirements, the requirements of the UK Listing Authority and/or institutional investor requirements; and

(c) the Directors be and are hereby authorised to establish further schemes or sub-plans based on the Sharesave Scheme but modified to take account of local tax, exchange control or securities laws in overseas territories, provided that any shares made available under such further schemes or sub-plans are treated as counting against any limits of individual or overall participation in the Sharesave Scheme.

*By Order of the Board*

David Baxter

**Secretary**

Dated 10 July 2015

*Registered Office:*

Network HQ

508 Edgware Road

The Hyde

London NW9 5AB

**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 Asset Services, PXS 1, 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 6.00 p.m. on 7 August 2015 (or, if the meeting is adjourned, on the date which is two days before the time of the adjourned meeting) shall be entitled to attend or vote at the Annual 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. CREST Personal Members or other CREST sponsored members, and those CREST members who have appointed a voting service provider(s), should refer to their CREST sponsor or voting service provider(s), who will be able to take the appropriate action on their behalf.
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. For this purpose, the time of receipt will be taken to be the time (as determined by the timestamp applied to the message by the CREST Applications Host) from which the issuer's agent is able to retrieve the message by enquiry to CREST in the manner prescribed by CREST).

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 Asset Services or you may photocopy the proxy 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 Companies Act, the right to appoint proxies does not apply to persons nominated to receive information rights under section 146 of the Companies Act, persons nominated to receive information rights under section 146 of the Companies Act who have been sent a copy of this notice of meeting are hereby informed, in accordance with section 149(2) of the Companies 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. To change your proxy instructions you may return a new proxy appointment using the methods set out above. Where you have appointed a proxy using the hard copy proxy form and would like to change the instructions using another hard copy proxy form, please contact Capita Asset Services, PXS 1, 34 Beckenham Road, Beckenham, BR3 4TU. The deadline for receipt of proxy appointments (see above) also applies in relation to amended instructions. Any attempt to terminate or amend a proxy appointment received after the relevant deadline will be disregarded. Where two or more valid separate appointments of proxy are received in respect of the same share in respect of the same meeting, the one which is last sent shall be treated as replacing and revoking the other or others.



9. A corporate shareholder may authorise a person or persons to act as its representative(s) at the AGM. Each such representative may exercise (on behalf of the corporation) the same powers as the corporation could exercise if it were an individual shareholder in the Company, provided that he or she does not do so in relation to the same shares. It is no longer necessary to nominate a designated corporate representative.
10. 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.
11. A copy of this Notice, and other information required by section 311A of the Companies Act, can be found at [www.utilitywarehouse.co.uk](http://www.utilitywarehouse.co.uk).
12. As at 3 July 2015 (being the last practicable business day before the publication of this Notice), the Company's issued share capital consisted of 80,231,889 Ordinary Shares carrying one vote each, including 60,000 shares held in treasury. Therefore the total voting rights in the Company are 80,171,889.
13. 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.

14. 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.
15. The following documents are available for inspection at the registered office of the Company (Network HQ, 508 Edgware Road, The Hyde, London, NW9 5AB) during normal business hours on each weekday (public holidays excluded) and at the place of the annual general meeting (Network HQ, 508 Edgware Road, The Hyde, London NW9 5AB) for 15 minutes prior to and during the meeting:
  - (a) copies of the executive directors' service contracts with the Company;
  - (b) copies of letters of appointment of each of the non-executive directors; and
  - (c) a copy of the rules of the proposed Sharesave Scheme.