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If you have sold or otherwise transferred all of your Ordinary Shares please forward this document, together with the accompanying Form of Proxy, 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.

TELECOM PLUS PLC

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

NOTICE OF GENERAL MEETING APPROVAL OF NEW JOINT SHARE OWNERSHIP PLAN

Notice of the General Meeting of the Company to be held at Network HQ, 333 Edgware Road, London NW9 6TD on Wednesday 30 March 2011 at 12.00 noon is set out at the end of this document.

A Form of Proxy for use at the 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 noon on Monday 28 March 2011. Completion of a Form of Proxy will not preclude a Shareholder from attending and voting at the General Meeting in person.

TELECOM PLUS PLC

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

Network HQ
333 Edgware Road
London
NW9 6TD

Directors:

Charles Francis Wigoder (Executive Chairman)
Julian Dominic Schild (Non-Executive Director and Deputy Chairman)
Andrew James Ronald Lindsay, MBE (Chief Executive Officer)
Christopher Paul Houghton (Finance Director)
Melvin Anthony Lawson (Non-Executive Director)
Michael James Pavia (Non-Executive Director)

14 March 2011

To all Shareholders

Dear Shareholder

General Meeting

I am writing to explain the proposal which Shareholders will be asked to approve at the General Meeting to be held on Wednesday 30 March 2011 starting at 12.00 noon at Network HQ, 333 Edgware Road, London NW9 6TD. The Notice of GM is set out at the end of this document.

The Resolution seeks Shareholders' approval, as required by the Listing Rules, to the adoption of the Telecom Plus PLC Joint Share Ownership Plan 2011, the principal terms of which are summarised in the Appendix to this document.

Background

The Company is committed to attracting and retaining individuals possessing strong entrepreneurial instincts and of the highest possible calibre into its senior management team and ensuring that they are remunerated effectively in a way which aligns their interests with those of shareholders by providing a clear focus on maximising the long term value and profitability of the Company. With this in mind, the Remuneration Committee has been reviewing the Company's current share incentive arrangements for the senior management team, and has concluded that it is appropriate for the Company to introduce a further long-term incentive plan for senior management at this time.

It is therefore proposed that the Company establish a new long-term incentive plan, to be called the Telecom Plus PLC Joint Share Ownership Plan 2011 (the "JSOP"). The JSOP is designed to provide a tax-efficient reward to participants in the form of an interest in shares in the Company. The value of any such rewards would be based upon the growth in value of shares in the Company after the date of each JSOP award to the extent that such growth exceeds a compound annual hurdle rate of at least five per cent. In addition, awards under the JSOP will only vest to the extent that performance conditions relating to the financial and trading performance of the Company are met.

If adoption of the JSOP is approved at the General Meeting, it is intended to make the first award under the Plan to Andrew Lindsay, the Chief Executive Officer, immediately after the Plan is adopted.

It is anticipated that further awards will be made in due course to other members of the senior management team, as determined by the Remuneration Committee.

The JSOP will not supersede the Telecom Plus Plc 2007 Employee Share Option Plan, which will continue to be operated for employees below senior management level. However, it is anticipated that the Company will not generally make significant grants in future under the unapproved part of the 2007 plan to employees at senior management level, although grants are likely to continue to be made under the approved part of that plan to ensure that the Company takes advantage of the tax benefits of HMRC approval to the maximum extent possible.

The principal terms of the JSOP, together with an outline of the terms of the initial award to be made to Andrew Lindsay as referred to above, are summarised in the Appendix to this document.

The General Meeting is to be held on 14 days' notice pursuant to the power granted to the Company at the 2010 AGM. This is considered desirable to enable an initial award to be made to Andrew Lindsay prior to the start of the 'close period' before the announcement of the Company's full year results during which the making of such an award would be prohibited, reflecting his promotion to Chief Executive Officer nearly nine months ago.

Action to be taken

Shareholders will find a Form of Proxy enclosed for use at the General Meeting. Whether a Shareholder proposes to attend the GM or not, the Form of Proxy should be completed and returned to the Company's registrars at the address stated on the Form of Proxy as soon as possible and in any event, so as 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 GM. Completion and return of the Form of Proxy will not prevent Shareholders from attending and voting in person at the GM should they subsequently wish to do so.

Forms of Proxy can also be completed online by logging on to The Share Portal at www.capitaregistrars.com. These must be received by our registrar, Capita Registrars, by 12.00 noon on Monday, 28 March 2011.

To vote online you will need to enter your surname, investor code (which can be found on your share certificate, dividend tax voucher or recent registrar's correspondence) and postcode.

Voting by proxy prior to the meeting does not affect your right to attend the meeting and vote in person, should you so wish.

If you are unable to locate any of the documents on the web page or need any help with voting online, please contact the Capita shareholder helpline on 0871 664 0300 (calls cost 10p per minute plus network extras, lines are open 8.30 a.m. to 5.30 p.m. Monday to Friday).

Recommendation

The Board considers the Resolution is likely to promote the success of the Company and is in the best interests of the Company and its Shareholders as a whole. Accordingly, the Directors unanimously recommend that Shareholders vote in favour of the Resolution as they intend to do so in respect of their own shareholdings which amount in aggregate to 18,285,506 Ordinary Shares (representing approximately 26.49 per cent. of the issued Ordinary Shares (there being no shares held in treasury)).

Yours sincerely

Charles Wigoder
Executive Chairman

APPENDIX

SUMMARY OF THE PRINCIPAL TERMS OF THE TELECOM PLUS PLC JOINT SHARE OWNERSHIP PLAN 2011 (THE "PLAN")

Purpose of the Plan

The primary purpose of the Plan is to provide a long-term incentive to senior management of the Company. It is intended that the Plan should deliver a reward to participants over a vesting period of (normally) three to five years subject to growth in the Company's share price and the satisfaction of performance conditions. Any reward will be delivered through the growth in value of a tranche of shares in the Company ("Shares") in which the relevant participant will have an interest.

Operation and administration of the Plan

The Remuneration Committee will supervise the operation of, and administer, the Plan, which will be operated in conjunction with the trustees of an employee benefit trust (the "EBT") to be established for the purpose. The EBT will be put in funds by the Company by way of loan to acquire Shares at full market value (whether by subscription of new Shares, purchase of treasury shares or by purchase of existing Shares on or off the market) at the time of grant of any award.

Eligibility

Any employee (including an Executive Director) of the Company and its subsidiaries (the "Group") will be eligible to be made an award under the Plan (an "Award") at the discretion of the Remuneration Committee. The initial Award under the Plan is proposed to be made to Andrew Lindsay, the Chief Executive Officer, and will be made very shortly after the General Meeting if the Resolution approving the adoption of the Plan is passed (see below under the heading Initial Award for further details).

Period for the making of Awards

Awards may be made at any time during the period of 42 days after adoption of the Plan (subject where applicable to the UKLA Model Code on directors' dealings in securities) and thereafter may normally only be made at any time during the period of 42 days after the announcement of the Company's annual or half-yearly results for any period. In exceptional circumstances, Awards may be made at other times.

Individual limit on awards

Excluding the initial Award to Andrew Lindsay, it is currently intended that, except in special circumstances, Awards will not be made in any financial year over Shares with a value exceeding 100 per cent of a participant's annual base salary. However, the initial Award made to any participant may exceed this limit if the Remuneration Committee considers it is in the best interests of the Company to do so.

Nature of Awards

Awards will take the form of a restricted interest in Shares. An Award permits a participant to benefit from the increase (if any) in the value of a specified number of Shares over a five per cent compound annual growth rate, or such higher rate as may be determined at the date of grant by the Remuneration Committee.

In order to acquire an Award, a participant must enter into a joint ownership agreement with the trustees of the EBT. Under this agreement, the participant and the trustees of the EBT jointly own the Shares in such a way that the participant has a right to receive the growth in value of the Shares above a threshold amount (the "Threshold Amount"), being the market value of the relevant Shares at the time an Award is made plus a compound annual incremental percentage specified by the Remuneration Committee (being no less than five per cent, as referred to above).

The Remuneration Committee will determine the price (if any) which participants must pay to acquire Awards.

Awards are not transferable by participants (although on death, Awards may be exercised by the personal representatives of the deceased participant).

Awards are not pensionable.

Vesting and performance conditions

Awards will vest over a period of (normally) three to five years. The vesting of any Awards will be further subject to the satisfaction of performance conditions, which may be either individual or corporate or both, over the vesting period. The Remuneration Committee will have the right to adjust the performance conditions if events happen that render the prevailing conditions unfair or unreasonable.

If (and to the extent that) an Award fails to vest as a result of non-achievement of the performance conditions, it will be forfeited for a consideration no greater than the original acquisition cost (if any) paid by the participant for the relevant part of the Award.

In the event of a takeover of the Company (or certain other major corporate events) or in the case of a Good Leaver (see below) prior to the date on which an Award has vested, the Remuneration Committee will consider the extent to which the performance conditions have been met and accordingly the extent to which Awards should vest; any such decision shall be at the sole and absolute discretion of the Remuneration Committee.

Leaving employment

If before an Award (or part of an Award) vests a participant ceases to be an employee or a Director because of incapacity, death, redundancy, his employing business or company being sold outside the group or in any other circumstances if the Remuneration Committee (acting reasonably but at its absolute and sole discretion) so determines (a "Good Leaver"), the Remuneration Committee will specify the extent to which such Award (or such part of an Award) should vest having regard to the length of time since the Award was acquired and performance to that date.

A Good Leaver may retain such part of his Award as has vested or is treated as vested, but cannot benefit from any increase in the share price which takes place (and no further vesting will take place) after the relevant leaving date. Any unvested part of an Award will be forfeited for a consideration no greater than the original acquisition cost (if any) paid by the Good Leaver for the relevant part of the Award.

If a participant ceases to be an employee or a Director other than as Good Leaver (a "Bad Leaver"), then he will forfeit his Awards (whether vested or unvested) for a consideration no greater than the original acquisition cost (if any) paid by him for such Awards.

Effect of vesting

If an Award vests, the participant can require the trustees of the EBT at any time thereafter to join with the participant in selling the number of Shares in relation to which the Award has vested on terms that the trustees will account to the participant for his proportion of the proceeds, being the difference between the sale proceeds and the Threshold Amount, less the relevant proportion of the sales expenses. If the Award is capped, the trustees of the EBT will retain any sale proceeds above the cap. Alternatively, at the election of the Remuneration Committee (acting in its absolute and sole discretion), arrangements will be put in place which would result in the participant having full legal and beneficial ownership, in satisfaction of his Award, of such number of Shares as have a full value equal to the result of multiplying the number of Shares in respect of which his Award has vested by the difference between the full value of one Share and the Threshold Amount per Share.

Plan limit on Shares

The Plan may operate using newly issued Shares, Shares purchased by the trustees of the EBT in the market or treasury Shares.

The number of Shares issued or issuable (or transferred or transferable out of treasury) pursuant to Awards made under the Plan, when aggregated with the number of Shares issued or issuable (or transferred or transferable out of treasury) pursuant to all rights granted under all the Group's share plans in the period of 10 years ending on the date the Award is made, must not exceed 15 per cent of the Company's issued ordinary share capital at the date the Award is made.

Rights attaching to Shares

No voting rights will be exercised on the Shares subject to Awards. Dividends and other distributions on the Shares subject to Awards will be waived by the trustee of the EBT. When Awards have vested and Shares are transferred to the participant, the participant will then be entitled to vote and receive any dividends or other distributions on those Shares.

Variation of capital

In the event of any variation of the Company's share capital the Remuneration Committee and trustees of the EBT may make such adjustment as they consider appropriate to the number of Shares subject to an Award (and/or to the other terms of the Award) or to the maximum number of Shares which may be subject to Awards.

Alterations to the Plan

The Remuneration Committee may, at any time, amend the Plan in any respect, provided that the prior approval of the Company's shareholders is obtained for any amendments that are to the advantage of participants in respect of the rules governing eligibility, limits on participation, the overall limits on the issue of Shares, the basis for determining a participant's entitlement to acquire rights under the Plan and the terms of those rights and the adjustment of rights as a result of any variation of the Company's share capital.

The requirement to obtain the prior approval of shareholders will not, however, apply to any minor alteration made to benefit the administration of the Plan, to take account of a change in legislation or to obtain or maintain favourable tax, exchange control or regulatory treatment for participants or for any company in the Group.

Duration of the Plan

No awards may be made after the fifth anniversary of the date on which the Plan is adopted by the Board.

Establishment of the EBT

As referred to above, an integral part of the operation of the Plan is the establishment of the EBT which will jointly own any Shares which are the subject of an Award with the relevant participant. The EBT will be constituted by a trust deed (and will itself constitute an employees' share scheme). Under the trust deed, the EBT is not permitted to subscribe for Shares other than pursuant to the Plan and may not hold at any time more than five per cent of the issued ordinary share capital of the Company at that time.

Initial Award

The initial Award under the Plan (the "Initial Award") is proposed to be made to Andrew Lindsay, the Chief Executive Officer, and will be made shortly after the General Meeting if the resolution approving the adoption of the Plan is passed.

The basic terms of the Initial Award are that it will relate to 500,000 Shares and will vest following the end of a four year period commencing on the first day of the next financial year of the Company, i.e. 1 April 2011, being the first financial year to commence after the date on which Andrew Lindsay became Chief Executive Officer, subject to the performance conditions described below having been satisfied and all other terms of the Plan having been met. It is currently intended that Andrew Lindsay will not receive a further Award under the Plan during the four-year vesting period relating to the Initial Award (although the Remuneration Committee will keep this issue under review in the ordinary conduct of its role).

The Shares the subject of the Initial Award, expected to represent about 0.7 per cent of the issued share capital of the Company, will be issued to the EBT by the Company at market value.

Andrew Lindsay will pay an amount for the Initial Award determined by the Remuneration Committee (having taken appropriate professional advice) to be the value on acquisition of the Initial Award. The compound annual growth percentage to be added to the value on acquisition of the Shares to which

the Initial Award relates, to determine the Threshold Amount in respect of the Initial Award (i.e. the amount above which Andrew Lindsay will benefit), is to be 5 per cent.

No cap is to be applied to the benefit which Andrew Lindsay may receive under the Initial Award.

Performance conditions:

The extent to which the Initial Award will vest will depend on the growth achieved across the two highest of the following three company performance measures over a four year vesting period, using as a base the financial year in which the Initial Award is made (namely, the year ending 31 March 2011):

- the growth in earnings per share (EPS);
- the growth in total shareholder return (TSR); and
- the growth in number of services provided by the Company.

The average will be taken of the two highest growth measures (expressed as percentages and determined as described below), and the number of shares in respect of which the Initial Award will vest shall be that average percentage multiplied by 500,000 (being the number of shares to which the Initial Award relates).

EPS growth

The EPS growth measure will be as follows:

100 per cent if the Company's EPS increases from that for the financial year ending 31 March 2011 to such amount for the financial year ending 31 March 2015 as is equivalent to a growth in EPS of 7.5 per cent per annum or more compounded over the four year period to 31 March 2015;

50 per cent if the Company's EPS increases from that for the financial year ending 31 March 2011 to such amount per share for the financial year ending 31 March 2015 as is equivalent to a growth in EPS of 5 per cent per annum compounded over the same period;

50-100 per cent on a straight line basis if the Company's EPS for the financial year ending 31 March 2015 is more than is equivalent to a growth in EPS of 5 per cent per annum compounded over the four year period to 31 March 2015 but less than is equivalent to a growth in EPS of 7.5 per cent per annum compounded over the same period; and

nil if the Company's EPS for the year ending 31 March 2015 is less than is equivalent to a growth in EPS of 5 per cent per annum compounded over the four year period to 31 March 2015.

EPS is customarily defined, based on the Company's reported annual results for the relevant year but adjusted to reflect changes in the standard rate of corporation tax for larger companies.

If the rate of inflation (measured by RPI) is greater than five per cent in any year during the four year vesting period, the EPS growth targets will be adjusted upwards to reflect the extent to which the rate of inflation has exceeded five per cent in that year. Any inflation below five per cent has been taken into account in setting the growth targets required for vesting.

TSR growth

The TSR growth measure will be as follows:

100 per cent if TSR over the four year vesting period ending 31 March 2015 is such as represents an increase of 7.5 per cent or more in the share price compounded annually over the share price on 31 March 2011, on the basis that a dividend of 22p (being the dividend paid in the financial year ended 31 March 2010) is paid each year. The share price in each case will be determined by reference to the average price on the 30 dealing days up to and including the relevant 31 March;

50 per cent if the TSR over this period is such as represents an increase of 5 per cent in the share price compounded annually over the share price on 31 March 2011, on the same basis as above;

50-100 per cent on a straight line basis if the TSR over this period is such as represents an increase of more than 5 per cent in the share price and less than 7.5 per cent compounded annually over the share price on 31 March 2011, on the same basis as above; and

nil if the TSR over this period is such as represents an increase of less than 5 per cent in the share price compounded annually over the share price on 31 March 2011, on the same basis as above.

TSR is customarily defined to include both any increase in share price and all dividends paid during the period to which the measure applies.

In each case the relevant TSR targets are again subject to adjustment on the same basis as is described above if the rate of inflation (measured by RPI) increases by more than five per cent in any year during the vesting period.

The Remuneration Committee recognises that this TSR criterion departs from the more customary methodology of testing the Company's performance comparatively against a benchmark index or grouping of comparable companies. The Remuneration Committee gave consideration to this but ultimately concluded that this methodology would not provide an appropriate or fair means of measuring successful performance since there was no suitable grouping of comparable companies; furthermore, although the Company has historically measured, and continues to measure, total shareholder return against the performance of the FTSE All Share Fixed Line Telecommunications Index in its annual report and accounts, as a multi-utility provider generating approximately 80 per cent of its revenues from services other than telephony, it is not felt that this index provides an appropriate comparative measure for the purposes of determining the vesting of awards under the JSOP. The Remuneration Committee therefore concluded that in this instance and on this occasion it would be more consistent with the Company's objectives to set a criterion that is based on TSR measured in absolute terms.

Growth in number of services provided

Both EPS and TSR are traditional and widely accepted criteria for measuring the performance and financial success of a company. In the case of the Company, however, its longer term growth in profitability is in part dependent on the existence of a substantial and progressive growth in the number of services provided by the business. Accordingly, it is considered appropriate to set this

criterion for vesting, depending on the extent to which the number of services provided grows during the four year vesting period.

The service growth measure will be as follows:

100 per cent if the annual number of services provided by the Company grows to such an aggregate number in the financial year ending 31 March 2015 as represents annual growth in number of services of 7.5 per cent compound per annum over the four year vesting period commencing with the financial year ending 31 March 2011;

50 per cent if the annual number of services provided by the Company grows to such an aggregate number in the financial year ending 31 March 2015 as represents annual growth in number of services of 5 per cent compound per annum over the four year vesting period commencing with the financial year ending 31 March 2011;

50-100 per cent on a straight line basis if the annual number of services provided by the Company grows to such an aggregate number in the financial year ending 31 March 2015 as represents annual growth in number of services of more than 5 per cent but less than 7.5 per cent compound per annum over the four year vesting period commencing with the financial year ending 31 March 2011; and

nil if the annual number of services provided by the Company grows to such an aggregate number in the financial year ending 31 March 2015 as represents annual growth in number of services of less than 5 per cent compound per annum over the four year vesting period commencing with the financial year ending 31 March 2011.

The Remuneration Committee recognises that certain features of these performance criteria are unusual and at variance with what might be considered more customary, but the Remuneration Committee has been clear in its desire to design vesting criteria that are suitable to the needs and circumstances of the Company and has expressed itself satisfied that these performance conditions are appropriate in order to align the objectives of Andrew Lindsay with maximising shareholder value through profitable and sustainable long-term growth. For this purpose, the Remuneration Committee considers that the three most important criteria to achieve this are EPS, TSR and growth in the number of services provided.

DEFINITIONS

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

"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
"Companies Act"	the Companies Act 2006, as amended consolidated or re-enacted from time to time
"Company"	Telecom Plus Plc
"Form of Proxy"	the form of proxy accompanying this document for use in connection with the General Meeting
"General Meeting" or "GM"	the general meeting of the Company to be held on Wednesday 30 March 2011 at Network HQ, 333 Edgware Road, London NW9 6TD in accordance with the Notice of GM
"Listing Rules"	the listing rules made pursuant to Part VI of the Financial Services and Markets Act 2000
"Notice of GM"	the notice of 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
"Remuneration Committee"	the remuneration committee of the Board
"Resolution"	the resolution set out in the Notice of GM
"Shareholders"	holders of Ordinary Shares
"Telecom Plus PLC Joint Share Ownership Plan 2011" or "JSOP" or the "Plan"	the plan (the principal provisions of which are more particularly described in the Appendix to the Chairman's Letter) to be proposed for approval at the GM

TELECOM PLUS PLC
NOTICE OF GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the General Meeting of the Company will be held at Network HQ, 333 Edgware Road, London NW9 6TD on Wednesday 30 March 2011 at 12.00 noon for the purpose of considering, and if thought fit, passing the following resolution which will be proposed as an ordinary resolution.

ORDINARY RESOLUTION

That:

the Telecom Plus PLC Joint Share Ownership Plan 2011 (the "**Plan**"), being in substantially the same form as the draft documentation submitted to the meeting (comprising a set of rules and the trust deed establishing the employee benefit trust), be and is hereby approved and the Directors of the Company be and are hereby authorised:

- a) to adopt the Plan and do all other acts and things necessary or desirable to establish and carry the Plan into effect;
- b) to vote as directors on any matter connected with the Plan notwithstanding that they may be interested in the same, and the prohibition on interested directors voting contained in the Articles of Association of the Company be and is hereby suspended to that extent, except that no director shall vote on any resolution concerning his own participation in the Plan or be counted in the quorum required for the consideration of any such resolution;
- c) to establish further plans based on the Plan but modified to take account of local tax, exchange control or securities laws in overseas territories ("**Overseas Plans**"). Any shares made available under such Overseas Plans will be treated as counting against any limits on individual or overall participation in the Plan; and
- d) to do all other acts and things necessary or desirable to establish and carry into effect any Overseas Plans.

By Order of the Board
David Baxter
Secretary
Dated 14 March 2011

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 Proxy Department, 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 28 March 2011 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). 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 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. 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 - for further details of this procedure. The guidance includes a sample form of representation letter if the chairman is being appointed as described in (a) above.

9. You may not use any electronic address provided either in this notice of 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 Companies Act, can be found at www.utilitywarehouse.co.uk.
11. As at 10 March 2011 (being the last practicable business day before the publication of this Notice), the Company's issued share capital consisted of 69,033,813 Ordinary Shares carrying one vote each, there being no shares held in treasury. Therefore the total voting rights in the Company are 69,033,813.
12. 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.
13. A copy of the proposed rules of the Telecom Plus PLC Joint Share Ownership Plan 2011 and of the trust deed establishing the related employee share trust are available for inspection (a) by appointment at the office of the Company's solicitors, Nabarro LLP (Lacon House, 84 Theobalds Road, London WC1X 8RW), during normal business hours on each weekday (public holidays excluded) from the date of sending this circular until the close of the General Meeting and (b) at the place of the General Meeting (Network HQ, 333 Edgware Road, London NW9 6TD) for at least 15 minutes prior to and during the meeting.