

Company number: 01457704

The Companies Act 2006
Company Limited by Shares

Written Resolution

of

Vodafone M.C. Mobile Services Limited (the "Company")

Circulated: 15 May 2019 (the "Circulation Date")

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose that the following resolution is passed as a special resolution (the "Resolution"):


Special Resolution

IT IS HEREBY RESOLVED THAT:

subject to this resolution being passed within 15 days of 15 May 2019, being the date the solvency statement in relation to this proposed reduction of capital has been made, the share capital of the Company be reduced by £30,949,999 through (i) cancelling and extinguishing 13,599,999 ordinary shares of £1 each in the Company; (ii) cancelling and extinguishing 200,000 'A' preference shares of £1 each in the Company; and (iii) cancelling the share premium account of the Company.

AGREEMENT

Please read the notes below before signifying your agreement to the Resolution. The undersigned, a person entitled to vote on the Resolution on the Circulation Date, hereby irrevocably agrees to the Resolution:



David Nigel Evans

Director

For and on behalf of Vodafone Corporate Limited

Date: 15 May 2019



The Resolution will expire at the end of the 15th day following the date the solvency statement in relation to this proposed reduction of capital was made if sufficient agreement has not been received to pass it.

NOTES:

1. If you agree with the Resolution, please indicate your agreement by signing and dating it where indicated above and returning it to the Company Secretary.
2. If you do not agree to the Resolution, you do not need to do anything: you will not be deemed to agree if you fail to reply.

3. Once you have indicated your agreement to the Resolution, you may not revoke your agreement.

Company number: 01457704

The Companies Act 2006

Company Limited by Shares

Written Resolution

of

the Holders of the 'A' Preference Shares

of

Vodafone M.C. Mobile Services Limited (the "Company")

Circulated: 15 May 2019 (the "Circulation Date")

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Special Resolution

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subject to this resolution being passed within 15 days of 15 May 2019, being the date the solvency statement in relation to this proposed reduction of capital has been made, the share capital of the Company be reduced by £30,949,999 through (i) cancelling and extinguishing 13,599,999 ordinary shares of £1 each in the Company; (ii) cancelling and extinguishing 200,000 'A' preference shares of £1 each in the Company; and (iii) cancelling the share premium account of the Company.

AGREEMENT

Please read the notes below before signifying your agreement to the Resolution. The undersigned, a person entitled to vote on the Resolution on the Circulation Date, hereby irrevocably agrees to the Resolution:



Andrew Yorston

Director

For and on behalf of Vodafone Corporate Limited

Date: 15 May 2019

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