

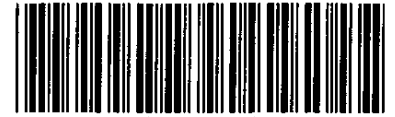
Company number: 01759785

**The Companies Act 2006**  
**Company Limited by Shares**  
**Written Resolution**

of

**Vodafone Retail Limited (the "Company")**

FRIDAY



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05/03/2021

#185

COMPANIES HOUSE

Circulated: 2 March 2021 (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 2 March 2021, 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 £66,202,567 through cancelling and extinguishing 66,202,567 ordinary shares of £1 each in 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:

DocuSigned by:  
  
31EB6C8FC3FC48E

Andrew Yorston

Director

**For and on behalf of Vodafone Retail (Holdings) Limited**

Date: 2 March 2021

The Resolution will expire at the end of the 15<sup>th</sup> 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.