

# 25 - 07 - 97

**THE COMPANIES ACT 1985  
COMPANY LIMITED BY SHARES**

**WRITTEN RESOLUTION**

of

**THE CARPHONE WAREHOUSE LIMITED  
("Company")**

Company No. 02142673

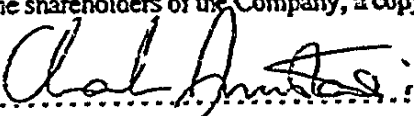
Pursuant to Section 381A of the Companies Act 1985

Passed on 30 June 1997


We, being all the members of the Company for the time being entitled to attend and vote at general meeting of the Company convened to consider the Special Resolution set out below, hereby resolve that pursuant to Section 381A Companies Act 1985 the following resolution be passed as if the same had been passed as a special resolution at a general meeting of the Company.

**SPECIAL RESOLUTION**

THAT in accordance with the provisions of Section 164(2) and Schedule 15A Part II Section 5 of the Companies Act 1985 the terms of the repurchase by the Company of 30,000 "B" Ordinary Shares of £1 each in the capital of the Company as set out in a memorandum circulated to each of the shareholders of the Company, a copy of which is attached hereto, be and is hereby approved.

  
.....  
Charles Dunstone

  
.....  
David Ross

  
.....  
Guy Johnson

.....  
For and on behalf of  
Arondale Limited



**THE COMPANIES ACT 1985  
COMPANY LIMITED BY SHARES**

**WRITTEN RESOLUTION**

of

**THE CARPHONE WAREHOUSE LIMITED  
("Company")**

**Company No. 92142673**

**Pursuant to Section 381A of the Companies Act 1985**

**Passed on 30 June 1997**

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Charles Dunstone

.....  
David Ross

.....  
Guy Johnson

*For and on behalf of*  
Arendale Limited

# 25 - 07 - 97

**THE CARPHONE WAREHOUSE LIMITED**  
("Company")

**MEMORANDUM ON PROPOSED REPURCHASE OF SHARES FOR THE PURPOSES OF  
SECTION 164(6) OF THE COMPANIES ACT 1985**

It is proposed that the Company repurchases off-market 30,000 "B" Ordinary Shares of £1 each in its capital from Julian Brownlie. The consideration will be £1,200,000 payable in cash at completion. Completion is proposed to be on or before 1 July 1997.