

Company No: 3263464

THE COMPANIES ACTS 1985 AND 1989
A PUBLIC COMPANY LIMITED BY SHARES

RESOLUTIONS

-of-

TELECOM *plus* PLC

(the "Company")

(Passed on 13 July 2005)

At the Annual General Meeting of the Company duly convened and held on 13 July 2005, the following resolutions were duly passed as an ordinary and a special resolution of the Company respectively, namely:-

ORDINARY RESOLUTION

1. That the Directors be and they are hereby generally and unconditionally authorised to exercise all the powers of the Company to allot relevant securities (as defined in section 80(2) of the Act) up to an aggregate nominal amount of £587,872 provided that such authority shall expire at the conclusion of the next annual general meeting of the Company to be held in 2006 or, if earlier, fifteen months after the date of the passing of this resolution, save that the Company may before such expiry make an offer or agreement which would or might require relevant securities to be allotted after such expiry and the Directors may allot relevant securities in pursuance of any such offer or agreement as if the authority conferred hereby had not expired, such authority to be in substitution for all previous authorities conferred upon the Directors pursuant to section 80 of the Act to the extent unused.

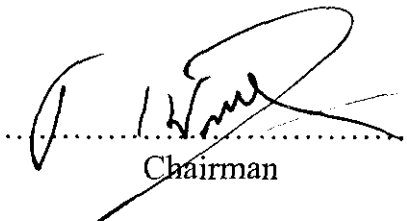


SPECIAL RESOLUTION

2. That the Directors be and they are hereby empowered pursuant to section 95 of the Act to allot equity securities (as defined in section 94 of the Act) for cash pursuant to the authority conferred by resolution 1 above as if section 89 of the Act did not apply to any such allotment, provided that this power shall be limited:-

- i. to the allotment of the equity securities up to an aggregate nominal value of £291,158; and
- ii. to the allotment of equity securities for cash in connection with an offer to the holders of ordinary shares where the equity securities respectively attributable to the interest of all such holders are proportionate (as nearly as may be) to the respective numbers of ordinary shares held by them (subject to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to the fractional entitlements or legal or practical problems under the laws of any territory, or the requirements of any recognised regulatory body or any stock exchange in any territory) and to the allotment to any person of any equity securities not subscribed for by any such holders pursuant to any such offer;

and shall expire at the conclusion of the next annual general meeting of the Company to be held in 2006 or, if earlier, fifteen months after the date of the passing of this resolution, save that the Company may before such expiry make an offer or agreement which would or might require equity securities to be allotted after such expiry and the Directors may allot equity securities in pursuance of any such offer or agreement as if the authority conferred thereby had not expired, such authority to be in substitution for all previous authorities conferred upon the Directors pursuant to section 95 of the Act to the extent unused.


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Chairman