

No: 03649524

The Companies Act 2006
Company Limited by Shares

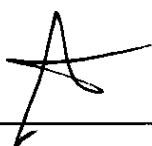
Written Resolution
of
Energis Holdings Limited
(the "Company")

Passed on: 28/03 / 2017

The following written resolution of the members of the Company was passed as a special resolution of the Company pursuant to Chapter 2 of Part 13 of the Companies Act 2006:

IT IS HEREBY RESOLVED THAT:

with the directors of the Company having on 28/03 / 2017 made a solvency statement in accordance with section 643 of the Companies Act 2006, the share premium account of the Company be reduced by £590,534,278 (from £590,534,278 to NIL) and the ordinary share capital of the Company be reduced by £177,466,225 (from £177,466,226 to £1).



Sander Lentink (for Vodafone Corporate Secretaries Limited)

Director

Energis Holdings Limited

Date: 28/03/2017

THURSDAY



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04/05/2017

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COMPANIES HOUSE

NOTES:

1. If you agree with the Resolution, please indicate your agreement by signing and dating this document where indicated above and returning it to: Enterprise Corporate Secretariat, 1st Floor, Baird House, The Connection, Newbury, RG14 2FN or to an email address indicated by 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.
4. If sufficient agreement has not been received to pass the resolution by the 28th day following its circulation, then the resolution will lapse. If you agree to the resolution, please ensure that your agreement reaches us before or during this date.
5. In the case of joint holders of shares, only the vote of the senior holder who votes will be counted by the Company. Seniority is determined by the order in which the names of the joint holders appear in the Register of Members.
6. If you are signing this document on behalf of a person under a power of attorney or other authority please send a copy of the relevant power of attorney or authority when returning this document.