

Company no: 6585729

**The Companies Act 2006
(the "Act")
Private company limited by shares
Written resolution
of
CPW Retail Holdings Limited
(the "Company")**

12 December 2011
(the "Circulation Date")

Pursuant to Chapter 2 of Part 13 of the Act, the directors of the Company propose that the following resolution be passed as a special resolution

That, a new article 54(2)(g) be inserted after article 54(2)(f) in the Company's articles of association as follows

"Following the sale on 12 December 2011 by the Company to Carphone Warehouse Group plc, (which is the sole holder of all ordinary shares of £1 each issued in the capital of the Company) ("**CPW PLC**") of its entire interest in Best Buy Europe (the "**BBE Sale**"), the Company shall not pay a dividend to CPW PLC in respect of the consideration it has received following completion of the BBE Sale until, all of the holders of the A Shares, who have each separately agreed to sell their A Shares to CPW PLC, have each received the full consideration from CPW PLC in respect of such sale "

Important

Please read the notes at the end of this document before signifying your agreement to the resolution.

The undersigned, being the sole person entitled to vote on the resolution on the Circulation Date (see Note 4), hereby irrevocably agree to the resolution

For and on behalf of
Carphone Warehouse Group plc

Date 12 December 2011



Company no. 6585729

- 1 If you agree to the resolution, please indicate your agreement by signing and dating this document where indicated above and returning it to the Company using one of the following methods
 - (a) By hand (by delivering the signed copy to the Company at its registered office marked for the attention of Shamim Kazeneh, company secretary)
 - (b) By post (by delivering the signed copy to the Company at its registered office marked for the attention of Shamim Kazeneh, company secretary)
 - (c) By email (by attaching a scanned copy of the signed document to an email and sending it to KazeneS@cpwplc.com) Please enter "Written resolution circulated on [circulation date]" in the email subject box
- 2 **In order to be effective sufficient votes to pass the resolution must have been cast within 28 days of the Circulation Date** Unless you do not wish to vote on the resolution, please ensure that your agreement reaches the Company on or before such date. If the Company has not received this document from you by then you will be deemed to have voted against the resolution
- 3 Once you have signified your agreement to the resolution such agreement cannot be revoked
- 4 In the case of joint holders of shares, only the vote of the holder whose name appears first in the register of members of the Company in respect of such joint holding will be counted by the Company, to the exclusion of all other joint holders
- 5 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. If you require any assistance in completing this document, please contact Shamim Kazeneh