

Company No. 6585729

THE COMPANIES ACT 2006
PRIVATE COMPANY LIMITED BY SHARES
WRITTEN RESOLUTION
OF
CPW RETAIL HOLDINGS LIMITED
(the "Company")

CIRCULATION DATE: 5 NOVEMBER 2012

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

Special Resolution

That, the issued share capital of the Company be reduced (including all share premium) from £1,728 to £2 by cancelling and extinguishing 1,706 of the issued ordinary shares of £1 00 each and 2,000 of the issued A ordinary shares of £0 01 each in the capital of the Company, each of which is fully paid up

Important

Please read the notes at the end of this document before signifying your agreement to the Special Resolution

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



For and on behalf of

Carphone Warehouse Group plc holder of the entire issued share capital of the Company

Date 5 November 2012



Notes

- 1 If you agree to the Special 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
 - By hand (by delivering the signed copy to the Company's registered office marked for the attention of The Directors)
 - By post (by returning the signed copy to the Company's registered office marked for the attention of The Directors)
- Please note that return of this document will not be accepted by fax or email.**
- 2 **The Special Resolution will lapse if sufficient votes in favour of it has not been received by the date which is 28 days after the Circulation Date (the Circulation Date being counted as day one).** Unless you do not wish to vote on the Special Resolution, please ensure that your agreement reaches the Company on or before this date and time. If the Company has not received this document from you by then you will be deemed to have voted against the Special Resolution
- 3 Once you have signified your agreement to the Special 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 the other joint holder(s)
- 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

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THE COMPANIES ACT 2006
PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION

OF

CPW RETAIL HOLDINGS LIMITED
(the "Company")

PASSED ON. 5 NOVEMBER 2012

Pursuant to a written resolution of the Company duly circulated on even date, the following resolution was passed as a special resolution

That, the issued share capital of the Company be reduced from £1,728 to £2 by cancelling and extinguishing 1,706 of the issued ordinary shares of £1 00 each and 2,000 of the issued A ordinary shares of £0 01 each in the capital of the Company, each of which is fully paid up



Director/ Secretary

COMPANIES HOUSE