

01 Telecom Limited (Company number: 06862204)

(the "Company")

A private company limited by Shares

Record of Special Resolutions by the members of the Company

On **5 April 2018** the resolutions below were passed as written special resolutions pursuant to Chapter 2 of Part 13 of the Companies Act 2006.

Resolutions

1. **THAT** each issued and unissued share of £1.00 each in the capital of the Company be subdivided into 100 ordinary shares of £0.01 each, such that immediately after the resolution is passed the Company's issued share capital will comprise 20,000 ordinary shares of £0.01 each.
2. **THAT** the terms of a contract made between the Company and 01 Property Investment Limited for the purchase by the Company of 3,000 ordinary shares of £0.01 each in the capital of the Company for a total consideration of £255,000, in a form approved by the members (the "**Buyback Agreement**"), be approved pursuant to section 694(2)(b) of the Companies Act 2006, and that the purchase of own shares pursuant to the Buyback Agreement therefore be completed.
3. **THAT** the 01T EMI Share Option Scheme (the "**Plan**"), a copy of the rules of which were approved by the members of the Company, be approved, and the directors be authorised to do all acts and things necessary to establish the Plan.
4. **THAT** in accordance with section 551 of the Companies Act 2006, the directors be and are generally and unconditionally authorised to approve the transfer of shares in the Company which, following the purchase of own shares pursuant to the Buyback Agreement, are to be held by the Company as treasury shares, in pursuance of the Plan, up to an aggregate nominal amount of £30.00 and comprising 3,000 ordinary shares of £0.01 each and provided that this authority shall, unless renewed, varied or revoked by the Company, expire on the date that is five years after the passing of this resolution.



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Director - Mark Lower

SATURDAY



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COMPANIES HOUSE