

Company No:2227940

THE COMPANIES ACT 1985

Company Limited by shares

**SPECIAL
RESOLUTION**

of

VODAFONE UK LIMITED

At the Extraordinary General Meeting of the above named Company convened and held on 10 May 1999 the following resolution was passed as a special resolution.

**SPECIAL
RESOLUTION**

That the regulations contained in the printed document produced to the Meeting and signed for the purposes of identification by the Chairman of the Meeting be and they are hereby adopted as the Articles of Association of the Company in substitution for and to the exclusion of the existing Articles of Association thereof.

.....
Chairman



Company No: 2227940

THE COMPANIES ACT 1985 TO 1989
COMPANY LIMITED BY SHARES
ARTICLES OF ASSOCIATION OF
VODAFONE UK LIMITED

(Adopted by Special Resolution on 10 May 1999)

1. The Regulations contained in Table A in the Schedule to the Companies (Tables A to F) Regulations 1985 (SI 1985 No. 805) as amended by the Companies (Table A to F) (Amendment) Regulations 1985 (SI 1985 No. 1052) (such Table being hereinafter called "Table A") shall apply to the Company save in so far as they are excluded or varied hereby and such Regulations (save as so excluded or varied) and the Articles hereinafter contained shall be the regulations of the Company.
2. The following shall be added to the end of Regulation 2 of Table A:

The Directors shall have the unconditional authority to allot or otherwise dispose of any relevant securities, the allotment of which has been authorised on such terms and conditions as the Directors may think fit."
3. In Regulation 8 of Table A the words in parenthesis, "(not being a fully paid share)" shall be omitted.
4. The following words shall be added to Regulation 23 Table A:

The transferor of any share shall be deemed to remain the holder of the share until the name of the transferee is entered in the register of members in respect thereof."
5. The following words shall be substituted for the first sentence of Regulation 24 of Table A:

The Directors may, in their absolute discretion and without assigning any reason therefor, decline to register any transfer of any share, whether or not it is a fully paid share."
6. (a) Every notice convening a General Meeting shall comply with the provisions of Section 372(3) of the Act as to giving information to Members in regard to their right to appoint proxies; and notices of and other communications relating to any General Meeting which any Member is entitled to receive shall be sent to the Directors and to the Auditors for the time being of the Company.

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- (b) No business shall be transacted at any General Meeting unless a quorum is present. Subject to paragraph (c) below two persons entitled to vote upon the business to be transacted, each being a Member or a proxy for a Member or a duly authorised representative of a corporation, shall be a quorum.
 - (c) If any for so long as the Company has only one Member, that Member present in person or by proxy or if that Member is a corporation by a duly authorised representative shall be a quorum.
 - (d) If a quorum is not present within half an hour from the time appointed for a General Meeting the General Meeting shall stand adjourned to the same day in the next week at the same time and place or to such other day and at such other time and place as the Directors may determine; and if at the adjourned General Meeting a quorum is not present within half an hour from the time appointed therefor such adjourned General Meeting shall be dissolved.
 - (e) If during a General Meeting such a quorum ceases to be present, the meeting shall be dissolved.
 - (f) Clauses 40 and 41 in Table A shall not apply to the Company.
7. (a) If and for so long as the Company has only one Member and that Member takes any decision which is required to be taken in General Meeting or by means of a written resolution, that decision shall be valid and effectual as if agreed by the Company in General Meeting save that this paragraph shall not apply to resolutions passed pursuant to Sections 303 and 391 of the Act.
- (b) Any decision taken by a sole Member pursuant to paragraph (a) above shall be recorded in writing and delivered by that Member to the Company for entry in the Company's Minute Book.
8. There shall be substituted for the words of paragraph (b) of Regulation 46 of Table A the following words:
- by any member present in person or by proxy and entitled to vote; or"
9. There shall be added to the end of Regulation 53 of Table A the following words:
- and signature in the case of a corporate body which is a member shall be sufficient if made by a director thereof or its duly appointed attorney."
10. Regulation 64 in Table A shall not apply to the Company.
11. There shall be added to the end of Regulation 65 of Table A the following words:
- Any alternate Director may be removed from office by a resolution of the board."



12. To the end of the last sentence of Regulation 66 of Table A shall be added the following words:

or who has not given to the Company an address in the United Kingdom at which notices may be served on him.”

13. Regulation 67 of Table A shall not apply to the Company. An alternate Director shall cease to be an alternate Director if his appointor ceases to be a Director.

14. (a) The maximum number and minimum number respectively of the Directors may be determined from time to time by Ordinary Resolution in General Meeting of the Company. Subject to and in default of any such determination there shall be no maximum number of Directors and the minimum number of Directors shall be one. Whosoever the minimum number of Directors shall be one, a sole Director shall have authority to exercise all the powers and discretions by Table A and by these Articles expressed to be vested in the Directors generally, and Clause 89 in Table A shall be modified accordingly.

- (b) The Directors shall not be required to retire by rotation and Clauses 73 to 80 (inclusive) in Table A shall not apply to the Company.

- (c) No person shall be appointed a Director at any General Meeting unless either:-

- (i) he is recommended by the Directors; or

- (ii) not less than fourteen nor more than thirty-five clear days before the date appointed for the General Meeting, notice signed by a Member qualified to vote at the General Meeting has been given to the Company of the intention to propose that person for appointment, together with notice signed by that person of his willingness to be appointed.

- (d) Subject to paragraph (c) above, the Company may by Ordinary Resolution in General Meeting appoint any person who is willing to act to be a Director, either to fill a vacancy or as an additional Director.

- (e) The Directors may appoint a person who is willing to act to be a Director, either to fill a vacancy or as an additional Director, provided that the appointment does not cause the number of Directors to exceed any number determined in accordance with paragraph (a) above as the maximum number of Directors and for the time being in force.

15. The Directors may from time to time appoint any person to any post with such descriptive title including that of Director (whether as associate, works, sales, divisional, departmental, regional, local, advisory, technical, deputy, assistant or otherwise) as they may determine and may define, limit, vary and restrict the powers, authorities and discretions of the person so appointed and may fix and determine his



remuneration and duties, and subject to the terms of any contract between him and the Company may remove any persons so appointed. A person so appointed shall not be a Director of the Company for any of the purposes of these Articles or of the Companies Acts and accordingly shall not be entitled to be present at any meeting of the Directors or committee thereof except at the request of the Directors or such committee, and if present at such request shall not be entitled to vote thereat.

16. If the Company shall be or become subject to the provisions of Section 293 of the Act then any person may be appointed or elected as a Director whatever may be his age and no Director shall be required to vacate his office by reason of his attaining or having attained the age of 70 or any other age.
17. The following paragraph shall be added to the end of Regulation 81 Table A:

“(f) he shall be required to resign his office by notice in writing lodged at the Registered Office signed by the holder or holders of not less than three-fourths of the nominal value of the issued shares of the Company.”
18. The last sentence of Regulation 84 of Table A shall not apply to the Company.
19. Without limiting the discretion of the Directors to regulate their meetings the Directors may if they think fit confer by radio telephone television other electronic or optical means of audio or audio-visual communication and a resolution passed by such a conference shall notwithstanding that the Directors are not present together in one place at the time of the conference be deemed to have been passed at a meeting of the Directors held on the day on which and at the time at which the conference was held. The provisions of these Articles regulating the proceedings of Directors apply so far as they are capable of application to such a conference.
20. Regulations 94 to 97 (inclusive) of Table A shall not apply to the Company. A Director, notwithstanding his interest or that of any person who is, for any purpose of the Act, connected with him may vote in respect of any contract or arrangement in which he or any person with whom he is connected is interested and may be counted in the quorum present of any meeting.
21. The Company may, by extraordinary resolution remove any director (including a managing director but without prejudice to any claim he may have for damages) before the expiration of his period of office, and may, by Ordinary Resolution appoint another in his stead.
22. (a) Without limiting the aforementioned Regulation 14(a), no authorisation shall be given to trade, bargain, contract, swap, traffic or deal in any manner whatsoever any financial instrument either currently existing or future design unless a resolution of the Directors is first obtained at which no less than three quarters of all Directors validly appointed are present and agree to the passing of such resolution.



- (b) Every resolution passed pursuant to Regulation 22(a) aforesaid shall not in content contravene or exceed defined limits of any internal written policy of the Company relating to Banking, Treasury or other financial matters and any such resolution shall state the following:
 - (i) the type of financial instrument to be traded;
 - (ii) the time period in which the instrument is to be traded;
 - (iii) the person(s) authorised to make any trade; and
 - (iv) the financial limit of any one trade or cumulative trades within the aforementioned time period.
 - (c) On passing such resolution a copy certified only by the Secretary shall be deemed sufficient as evidencing the authenticity of the said resolution.
23. Subject to Regulation 22 the Directors may exercise all the powers of the Company to borrow money with out limit as to amount and upon such terms and in such manner as they think fit, and subject (in the case of any security convertible into shares) to Section 80 of the Act to grant any mortgage, charge or standard security over its undertaking, property and uncalled capital, or any part thereof, and to issue debentures, debenture stock, and other securities whether outright or as security for any debt, liability or obligation of the Company or of any third party.
24. Notice of every General Meeting shall be given in any manner hereinbefore authorised to:
- (a) Every Member except those Members who (having no registered address within the United Kingdom) have not supplied to the Company an address within the United Kingdom for the giving of notices to them and except those under the provisions of the Regulations of the Company or terms of the issue of the shares held by them are not entitled to receive notices of General Meetings of the Company;
 - (b) Every person upon whom the ownership of a share devolves by reason of his being a legal personal representative or a trustee in bankruptcy of a Member where the Member but for his death or bankruptcy would be entitled to receive notice of a Meeting; and
 - (c) The auditor for the time being of the Company.

No other person shall be entitled to receive notices of General Meetings.

