

Company No. 4226697

THE COMPANIES ACT 2006
PRIVATE COMPANY LIMITED BY SHARES
WRITTEN RESOLUTION

OF

ONETEL TELECOMMUNICATIONS LIMITED
(the "Company")

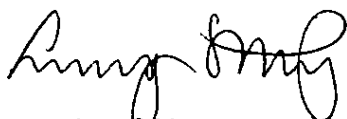
CIRCULATION DATE: 17 DECEMBER 2012

Pursuant to section 288 of the Companies Act 2006 (CA 2006) I, being the sole eligible member (as defined by section 289 CA 2006) of the Company for this purpose, signify agreement to and pass the following as a special resolution of the Company as designated below

Special Resolution

THAT the paid-up share capital of the Company be reduced from £25,000,000 to £1 00 by returning paid-up capital to the extent of £1 00 per share on 24,999,999 ordinary shares of £1 00 each which have been issued and are fully paid-up

Signature



Name

Amy Stirling,
Director
for and on behalf of TalkTalk Group Limited

Date

17 December 2012

NOTE: To signify your agreement to the proposed written resolution in this document you must sign, print your name beneath and date this document and return it to the Company at its registered office so as to be received by the Company no later than the date 28 days after the Circulation Date stated above. The proposed written resolution will lapse unless sufficient eligible members signify agreement to it by that date.

THURSDAY



L106VK03

LD1

20/12/2012

#25

COMPANIES HOUSE

I HEREBY CERTIFY THIS
TO BE A TRUE AND
COMPLETE COPY OF THE
ORIGINAL

J.E.UK JAMES Wx
SOLICITOR 20/12/12