

No 2227940

The Companies Act 2006
Company Limited by Shares
Written Resolution
of
VODAFONE UK LIMITED
Circulated 29 September 2008

SATURDAY



Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the Directors of the Company propose that the following resolution is passed as a Special resolution ('the Resolution')

SPECIAL RESOLUTION

1 THAT

1 1 the following adjustments to be made to the September 2008 accounts (failing which the October 2008 accounts) of Yes Telco Limited ("**Yes Telco**") in respect of the financial year ended 31 March 2007 ("**FY07**") be and are hereby approved (the "**Yes Telco Adjustments**")

1 1 1 a credit equal to the amount of the earn-out payments made by Yes Telco charged to its Profit and Loss account for FY07 pursuant to a sale and purchase agreement dated 1 June 2006 entered into between, amongst others, the Company and Yes Telco (the "**SPA**") is to be made to its Profit and Loss account and this amount is to be credited as being an amount receivable by Yes Telco from the Company, and

1 1 2 a credit equal to the amount of the potential payments arising under the Gross Up Agreement dated 1 June 2006 entered into between, amongst others, the Company and Yes Telco (the "**Gross Up Agreement**") charged to the Profit and Loss account of Yes Telco and accrued in its balance sheet for FY07 is to be made to its Profit and Loss account. This amount will reverse the accrual made in respect of the gross up amount, and

1 2 the attached written shareholder resolution of Yes Telco to approve the Yes Telco Adjustments by way of special resolution be and is hereby approved,

subject to (i) shareholder approval of the Company for the Vodafone Adjustments (as defined below) and consent from the Serious Organised Crime Agency for the Yes Telco Adjustments and the Vodafone Adjustments required by the Proceeds of Crime Act 2002

2 THAT

2 1 the following corresponding adjustments to be made to the accounts of the Company at the same time as the Yes Telco Adjustments are made in respect of FY07 be and are hereby approved (the "**Vodafone Adjustments**")

2 1 1 a charge equal to the sum of the amounts payable in respect of the earn-out payments under the SPA and under the Gross Up Agreement in FY07 by Yes Telco is to be charged to the Profit and Loss account of the Company,

2 1 2 the earn-out payments in respect of FY07 are to be shown as an amount payable to Yes Telco in the accounts of the Company, and

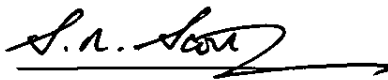
2 1 3 the amount payable under the Gross Up Agreement in respect of FY07 is be shown as an accrual in the accounts of the Company, and

2 2 the Company be and is hereby authorised to take such ancillary steps in connection with, or deemed necessary or desirable to facilitate, the Vodafone Adjustments,

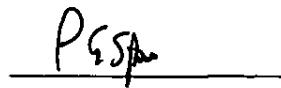
subject to (i) shareholder approval of Yes Telco for the Yes Telco Adjustments and (ii) consent from the Serious Organised Crime Agency for the Yes Telco Adjustments and the Vodafone Adjustments required by the Proceeds of Crime Act 2002

AGREEMENT

Please read the notes below before signifying your agreement to the Resolution. The undersigned, being entitled to vote on the Resolution on 29 September 2008, hereby irrevocably agree to the Resolution



Signed on behalf of Vodafone
Group Plc



Signed on behalf of Vodafone Nominees
Limited

Date 29.09.08

This resolution will expire on 26 October 2008 if sufficient agreement has not been received to pass it. If you intend to support the resolution, please ensure that your agreement reaches us before, or on this date.

NOTES

- 1 If you agree with the Resolution, please indicate your agreement by signing and dating it where indicated above and returning it to the Company Secretary
- 2 If you do not agree to the Resolution, you do not need to do anything you will not be deemed to agree if you fail to reply
- 3 Once you have indicated your agreement to the Resolution, you may not revoke your agreement