



Annual General Meeting

28th July 2011

TalkTalk
Group



Charles Dunstone, Chairman

TalkTalk
Group



Dido Harding, Chief Executive

TalkTalk
Group

Integration of Tiscali completed

- Scale of integration - £55m of synergy benefits achieved
 - ✓ Access migration – 87% now on-net
 - ✓ Email migration – 1 million accounts
 - ✓ Billing migration – from 40k customers in Jan'10 to 4m in Feb'11
 - ✓ Backhaul – 972 circuits decommissioned
 - ✓ Rebranding & re-pricing – 1 million customers
 - ✓ B2B consolidation – 4 billing systems + brands



One backhaul network, One core network, One billing system



Better experience
for our customers



Lower
churn



Focus on simplifying
our operations

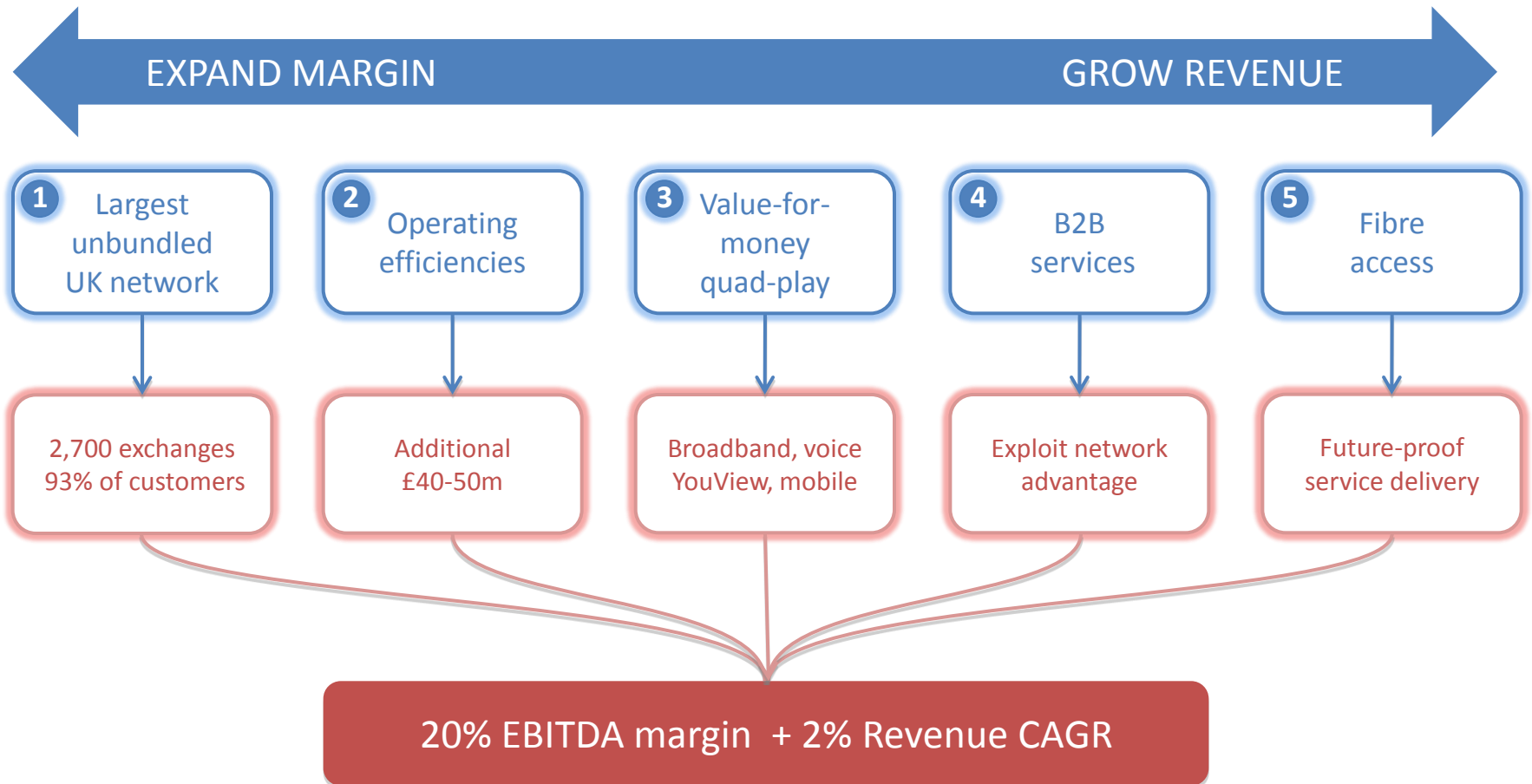


Stable platform
for growth

Strong all-round performance in a year of major change across the business

- Delivered strong full-year financial results
 - ✓ Revenue + 5% to £1,765m
 - ✓ EBITDA + 25% to £276m
 - ✓ Operating cashflow + 31% to £156m
- Tiscali integration largely completed
- Significant progress with our new strategy

Clear medium-term strategy and objectives



TalkTalk will always deliver better value

This means

- ✓ Helping our customers save money
- ✓ Giving our customers products and services that keep their home safe
- ✓ Providing faster and more reliable internet access



Customers save more by buying more from Us



HomeSafe is UK's first network level security service



TalkTalk
HomeSafe

- Protects all devices in the customer's home
- Features that customers tell us they want
 - ✓ Virus alerts
 - ✓ KidSafe
 - ✓ Homework Time
- Gives customers control
- Free to all broadband customers
- Activated to date by 100,000 customers

Development of our “quad play” service is on track



- Launched 3 SIM only propositions
- 25k active subscribers
- New offers launched in July



Transforming customers' television viewing

- Simplicity of Freeview plus all UK's leading catch-up and VoD services
- Backwards & forwards programme guide
- Full functionality in great value packages
- Extensive trials commencing shortly
- On schedule for full launch Spring 2012

Progress in Q1 this year in line with our expectations

- Added 35,000 on-net customers
 - Including 76k broadband and voice (MPF)
 - 87% of all broadband customers now on our network
- Substantial improvement in customer experience
 - Technical and service-related customer calls down by 40%
 - Exit the quarter with churn falling
- Total revenue of £423m (Q4'11: £434m)
- On track to deliver all full year guidance
 - EBITDA margin 17–18%
 - 200-250k on-net adds; revenue broadly flat
 - Exit the year with customer and revenue growth momentum

TalkTalk is a business with real momentum

- Unbundling 450 more exchanges this year
- Growing our on-net customer base
- Simplifying our processes to improve our customer's experience
- Generating operating efficiencies and reducing costs
- Delivering real value for money for our customers
- Fit for the future with TV, ethernet and fibre



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Resolution 1

To receive the accounts and reports of the Directors and the Auditors for the period ended 31 March 2011

Resolution 1

To receive the accounts and reports of the Directors and the Auditors for the period ended 31 March 2011

For	Against	Abstain/Withheld
741,536,793	4,316,198	47,301

Resolution 2

**That the Remuneration Report set out in the Annual Report 2011
be approved**

Resolution 2

**That the Remuneration Report set out in the Annual Report 2011
be approved**

For	Against	Abstain/Withheld
608,725,286	107,109,203	30,064,793

Resolution 3

That a final dividend of 3.9 pence per ordinary share for the period ended 31 March 2011 be declared

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That a final dividend of 3.9 pence per ordinary share for the period ended 31 March 2011 be declared

For	Against	Abstain/Withheld
745,732,215	154,523	9,754

Resolution 4

That Charles Dunstone be re-elected as a Director

Resolution 4

That Charles Dunstone be re-elected as a Director

For	Against	Abstain/Withheld
710,606,466	35,246,169	44,157

Resolution 5

That Dido Harding be re-elected as a Director

Resolution 5

That Dido Harding be re-elected as a Director

For	Against	Abstain/Withheld
718,967,645	26,914,745	17,572

Resolution 6

That Amy Sterling be re-elected as a Director

Resolution 6

That Amy Sterling be re-elected as a Director

For	Against	Abstain/Withheld
718,978,344	26,906,576	15,572

Resolution 7

That David Goldie be re-elected as a Director

Resolution 7

That David Goldie be re-elected as a Director

For	Against	Abstain/Withheld
718,974,550	26,909,200	16,232

Resolution 8

That Roger Taylor be re-elected as a Director

Resolution 8

That Roger Taylor be re-elected as a Director

For	Against	Abstain/Withheld
687,197,704	58,064,421	636,732

Resolution 9

That John Gildersleeve be re-elected as a Director

Resolution 9

That John Gildersleeve be re-elected as a Director

For	Against	Abstain/Withheld
699,957,405	45,924,805	16,572

Resolution 10

That John Allwood be re-elected as a Director

Resolution 10

That John Allwood be re-elected as a Director

For	Against	Abstain/Withheld
745,643,718	234,803	18,099

Resolution 11

That Brent Hoberman be re-elected as a Director

Resolution 11

That Brent Hoberman be re-elected as a Director

For	Against	Abstain/Withheld
733,039,228	12,841,482	18,572

Resolution 12

That Ian West be re-elected as a Director

Resolution 12

That Ian West be re-elected as a Director

For	Against	Abstain/Withheld
745,650,743	231,557	15,315

Resolution 13

**That Deloitte LLP be re-appointed as auditors of the Company
and to authorise the Board to determine the auditors
remuneration**

Resolution 13

That Deloitte LLP be re-appointed as auditors of the Company and to authorise the Board to determine the auditors remuneration

For	Against	Abstain/Withheld
741,162,130	2,369,706	2,361,712

Resolution 14

That a general meeting of the Company other than an annual general meeting may be called on not less than 14 days notice

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That a general meeting of the Company other than an annual general meeting may be called on not less than 14 days notice

For	Against	Abstain/Withheld
732,419,460	13,461,321	18,011

Resolution 15

That the Directors be generally and unconditionally authorised, in substitution for all subsisting authorities, to exercise all powers of the Company to allot relevant securities

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That the Directors be generally and unconditionally authorised, in substitution for all subsisting authorities, to exercise all powers of the Company to allot relevant securities

For	Against	Abstain/Withheld
665,109,958	73,067,975	7,721,859

Resolution 16

That the Directors be empowered pursuant to section 570 of the Act to allot equity securities pursuant to the authority conferred by resolution 15 as if section 561 (1) of the Act did not apply to any such allotment

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That the Directors be empowered pursuant to section 570 of the Act to allot equity securities pursuant to the authority conferred by resolution 15 as if section 561 (1) of the Act did not apply to any such allotment

For	Against	Abstain/Withheld
745,774,375	83,807	38,748

Resolution 17

That the Company be and is hereby unconditionally and generally authorised for the purposes of section 693 of the Act to make market purchases of ordinary shares

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That the Company be and is hereby unconditionally and generally authorised for the purposes of section 693 of the Act to make market purchases of ordinary shares

For	Against	Abstain/Withheld
745,823,596	43,912	28,922



AGM concluded

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