

Form of Proxy

TalkTalk Telecom Group plc Annual General Meeting to be held on 24 July 2013 at 1.00pm



+ 123456789 12345 123456789123 +
 Voting ID Task ID Shareholder Reference Number

You can submit your proxy electronically at www.sharevote.co.uk using the above numbers.

I/We, the undersigned, being a member/members of TalkTalk Telecom Group plc (the 'Company'), hereby appoint the Chairman of the meeting or

as my/our proxy to exercise all or any of my/our rights to attend, speak and vote in respect of my/our voting entitlement on my/our behalf at the Annual General Meeting of the Company to be held on 24 July 2013 at 1.00pm (the "Meeting") and at any adjournment thereof. The proxy will vote on the under-mentioned resolutions, as indicated. If no instruction is given in relation to any resolution given below, or any other business is transacted at the Meeting, the proxy will vote at his or her discretion, or abstain from voting.

Please indicate your vote by marking the appropriate boxes in black or blue ink like this:

Ordinary resolutions

	For	Against	Withheld
1. To receive the Directors' Report and Accounts for the period ended 31 March 2013.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2. To approve the Remuneration Report.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3. To declare a final dividend.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4. To re-elect Sir Charles Dunstone as a Director.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5. To re-elect Dido Harding as a Director.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6. To re-elect David Goldie as a Director.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
7. To re-elect John Gildersleeve as a Director.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
8. To re-elect John Allwood as a Director.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
9. To re-elect Brent Hoberman as a Director.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
10. To re-elect Ian West as a Director.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
11. To elect Stephen Makin as a Director.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
12. To elect Sir Howard Stringer as a Director.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
13. To elect James Powell as a Director.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
14. To elect Joanna Shields as a Director.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
15. To re-appoint Deloitte LLP as auditor and to authorise the Board to determine the auditor's remuneration.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
16. To adopt the TalkTalk Telecom Group PLC Share Incentive Plan 2013.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
17. To approve the All Employee Share Award 2012 and to authorise an amendment to the rules of the TalkTalk Telecom Group PLC 2010 Discretionary Share Option Plan.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Special resolutions

18. To call general meetings other than Annual General Meetings on not less than 14 days' notice.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
19. To allot shares.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
20. To disapply pre-emption rights.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
21. To authorise the re-purchase of shares by the Company.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Please mark this box if signing on behalf of the shareholder as power of attorney, receiver, or third party. This card should not be used for any comments, change of address, or other queries. Please send separate instruction.

This proxy appointment is one of multiple appointments.

Signature Date **3600-014-S**

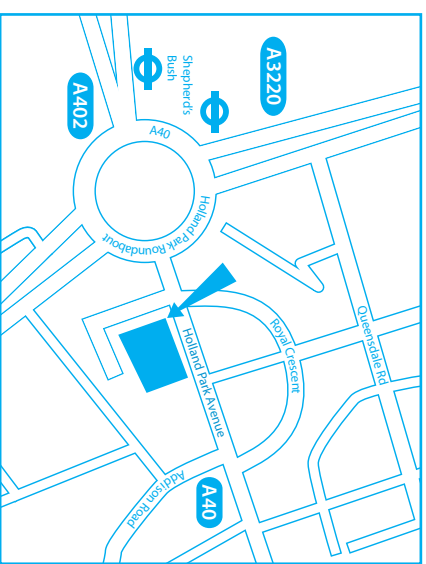
Notes to help you complete this form are on the reverse of the attached attendance card.

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Attendance card

TalkTalk Telecom Group plc Annual General Meeting to be held on 24 July 2013 at 1.00pm at Hilton London Kensington Hotel, 179-199 Holland Park Avenue, London W11 4UL



The Hilton London Kensington Hotel is situated as indicated on the above map. Travel directions are available from www.hilton.co.uk.

If you are attending the Annual General Meeting at Hilton London Kensington Hotel, 179-199 Holland Park Avenue, London W11 4UL on 24 July 2013 please bring this card with you and hand it in on arrival. This will help us to speed up your admission. The Annual General Meeting will commence at 1.00pm.

Notes for the completion of form of proxy

1. A member who is entitled to attend, speak and vote may appoint a proxy to attend, speak and vote instead of him or her. A proxy need not also be a member of the Company but must attend the Meeting in order to represent you. A member wishing to appoint someone other than the Chairman of the Meeting as his or her proxy should insert that person's name in the space provided in substitution for the reference to 'the Chairman of the Meeting' (and delete that reference) and initial the alteration.
2. Please indicate by inserting an 'X' in the appropriate box how you wish your vote to be cast on the resolution. If you mark the box 'vote withheld' it will mean that your proxy will abstain from voting and, accordingly, your vote will not be counted either for or against the relevant resolution.
3. If the proxy is being appointed for less than your full entitlement, please indicate in the box next to the appointed proxy's name the number of shares in relation to which that person is authorised to act as your proxy. If left blank, your proxy will be deemed to be authorised in respect of your full entitlement or, if this proxy form has been issued in respect of a designated account for a shareholder, the full voting entitlement for that designated account.
4. A member may appoint more than one proxy provided each proxy is appointed to exercise rights attached to different shares (so a member must have more than one share to be able to appoint more than one proxy). A separate form of proxy must be deposited for each proxy appointed. Further copies of this form may be obtained from Equiniti Limited on 0871 384 2798* or on +44 (0) 121 415 7047 if calling from outside the UK, or you may photocopy this form. If you appoint multiple proxies, please indicate in the box next to the appointed proxy's name the number of shares in relation to which the person named on this form is authorised to act as your proxy. Please also indicate by ticking the box provided if the proxy instruction is one of multiple instructions being given. All forms must be signed and returned to Equiniti Limited, the Company's Registrars, together. Where multiple proxies are appointed, failure to specify the number of shares to which this proxy appointment relates, or specifying a number which exceeds the number held by the member when totalled with the number specified on other proxy appointments by the same member, will render all appointments invalid.
5. To be valid, this form of proxy, together with any power of attorney or other authority under which it is signed or a notarially certified copy thereof, must be received by post or (during normal business hours only) by hand at the offices of the Company's registrars, Equiniti Limited at Aspect House, Spencer Road, Lancing, West Sussex BN99 6DA by 1.00pm on 22 July 2013. Alternatively, a member may appoint a proxy or proxies by using the CREST proxy appointment service – see note 11 below.
6. The appointment of a proxy will not preclude a member from attending the Meeting and voting in person.
7. An individual member or his or her attorney must sign this form. If the member is a company, this form of proxy must be executed under the common seal or signed on its behalf by an officer or attorney of the company.
8. In the case of joint holders, the proxy appointment of the most senior holder will be accepted to the exclusion of any appointments by the other joint holders. For this purpose, seniority is determined by the order in which the names are stated in the register of members of the Company in respect of the joint holding (the first named being the most senior).
9. A member wishing to change his or her proxy instructions should submit a new proxy appointment using the methods set out in note 5 before the commencement of the Meeting. Any changes to proxy instructions received after that time will be disregarded. A member who requires another form should contact Equiniti Limited on 0871 384 2798* or on +44 (0) 121 415 7047 if calling from outside the UK. Subject to note 4, if a member submits more than one valid proxy appointment, the appointment received last before the time limit in note 5 will take precedence.
10. A member wishing to revoke his or her proxy appointment should do so by sending a notice to that effect to the Company's registrars at the address set out in note 5 above or electronically as set out in note 11 below. The revocation notice must be received by the Company's registrars before the commencement of the Meeting. Any revocation notice received after this time will not have effect.
11. If you wish to register your proxy appointment electronically through the internet, please use www.sharevote.co.uk where full details of the procedure are given. You will have to disclose the voting ID, task ID and shareholder reference number shown on this form. CREST members who wish to appoint a proxy or proxies by utilising the proxy appointment service may do so for the Meeting (and any adjournment thereof) by following the procedures described in the CREST Manual. Further details are provided in the notes to the Notice of Annual General Meeting. The Company may treat as invalid a CREST Proxy Instruction in the circumstances set out in Regulation 35(5)(a) of the Uncertificated Securities Regulations 2001.
12. Please note that, save as expressly stated, communications regarding the matters set out in this form of proxy will not be accepted in electronic form.

* Calls to this number are charged at 8p per minute plus network extras. Lines are open 8.30am to 5.30pm, Monday to Friday.

Business Reply Plus
Licence Number
RTAR-LKAB-LZGE

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