

# Notice of Annual General Meeting

## TalkTalk Telecom Group PLC

Notice is hereby given that the 7th Annual General Meeting ('AGM') of TalkTalk Telecom Group PLC (the 'Company') will be held at The Boiler House, Soapworks, Ordsall Lane, Salford Quays, Manchester M5 3NP on Wednesday 19 July 2017 at 10.30am for the following purposes:

### Ordinary resolutions

- 1) To receive the accounts and reports of the Directors and auditors for the period ended 31 March 2017.
- 2) To approve the Annual Report on Remuneration set out in the Directors' Remuneration Report in the Annual Report 2017.
- 3) To approve the Remuneration Policy set out in the Directors' Remuneration Report in the Annual Report 2017 to take effect immediately at the conclusion of the AGM.
- 4) To declare a final dividend of 5p per ordinary share for the period ended 31 March 2017.
- 5) To re-elect Sir Charles Dunstone as a Director.
- 6) To re-elect Iain Torrens as a Director.
- 7) To re-elect Tristia Harrison as a Director.
- 8) To re-elect Charles Bligh as a Director.
- 9) To re-elect Ian West as a Director.
- 10) To re-elect John Gildersleeve as a Director.
- 11) To re-elect John Allwood as a Director.
- 12) To re-elect Roger Taylor as a Director.
- 13) To re-elect Sir Howard Stringer as a Director.
- 14) To re-elect James Powell as a Director.
- 15) To elect Cath Keers as a Director.
- 16) To re-appoint Deloitte LLP as the Company's auditors to hold office from the conclusion of this meeting until the conclusion of the next meeting at which accounts are laid before the Company.
- 17) To authorise the Directors to agree the remuneration of the auditors.
- 18) That, subject to and conditional upon Resolution 3 above being approved:
  - a) to approve the rules of the TalkTalk Telecom Group PLC 2010 Discretionary Share Option Plan ('DSOP') be amended so that the maximum award permitted under the DSOP be changed from two times base pay to three times base pay and in exceptional circumstances four times base pay; and
  - b) to approve the Directors be generally and unconditionally authorised to make such other alterations or additions to the DSOP as may be necessary in order to give effect to the changes proposed in paragraph 18a) above.

### Special resolutions

To consider and, if thought fit, pass the following special resolutions:

- 19) That a general meeting of the Company other than an AGM may be called on not less than 14 days' notice.
- 20) That, in accordance with Section 551 of the Companies Act 2006 ('CA 2006'), the Directors be generally and unconditionally authorised to allot Relevant Securities (as defined below) pursuant to Article 7 of the Articles of Association of the Company:

- a) comprising equity securities (as defined by Section 560 of the CA 2006) up to an aggregate nominal amount of £637,076.98 (such amount to be reduced by the nominal amount of any Relevant Securities allotted pursuant to the authority in Resolution 20b) (below) in connection with an offer by way of a rights issue:
  - i) to holders of ordinary shares in proportion (as nearly as may be practicable) to their respective holdings; and
  - ii) to holders of other equity securities as required by the rights of those securities or as the Directors otherwise consider necessary,
 but subject to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to treasury shares, fractional entitlements, record dates, legal or practical problems in or under the laws of any territory, or the requirements of any regulatory body or stock exchange; and
- b) in any other case, up to an aggregate nominal amount of £318,539.49 (such amount to be reduced by the nominal amount of any equity securities allotted pursuant to the authority in Resolution 20a) above in excess of £318,539.49,

provided that this authority shall, unless renewed, varied or revoked by the Company, expire on 19 October 2018 or, if earlier, the date of the next AGM of the Company save that the Company may, before such expiry, make offers or agreements which would or might require Relevant Securities to be allotted and the Directors may allot Relevant Securities in pursuance of such offer or agreement notwithstanding that the authority conferred by this resolution has expired. This resolution revokes and replaces all unexercised authorities previously granted to the Directors to allot Relevant Securities but without prejudice to any allotment of shares or grant of rights already made, offered or agreed to be made pursuant to such authorities.

In this resolution, 'Relevant Securities' means:

- a) shares in the Company, other than shares allotted pursuant to:
  - i) an employee share scheme (as defined in Section 1166 of the CA 2006);
  - ii) a right to subscribe for shares in the Company where the grant of the right itself constituted a Relevant Security; or
  - iii) a right to convert securities into shares in the Company where the grant of the right itself constituted a Relevant Security; and
- b) any right to subscribe for or to convert any security into shares in the Company other than rights to subscribe for or convert any security into shares allotted pursuant to an employee share scheme (as defined in Section 1166 of the CA 2006). References to the allotment of Relevant Securities in this resolution include the grant of such rights.

# Notice of Annual General Meeting continued

## TalkTalk Telecom Group PLC

### Special resolutions continued

- 21) That, subject to the passing of Resolution 20, the Directors be given the general power to allot equity securities (as defined by Section 560 of the CA 2006) for cash, either pursuant to the authority conferred by Resolution 20 or by way of a sale of treasury shares, as if Section 561(1) of the CA 2006 did not apply to any such allotment, provided that this power shall be limited to:
- a) the allotment of equity securities in connection with an offer of equity securities (but, in the case of the authority granted under Resolution 20(a), by way of a rights issue only):
    - i) to the holders of ordinary shares in proportion (as nearly as may be practicable) to their respective holdings; and
    - ii) to holders of other equity securities as required by the rights of those securities or as the Directors otherwise consider necessary,but subject to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to treasury shares, fractional entitlements, record dates, legal or practical problems in or under the laws of any territory, or the requirements of any regulatory body or stock exchange; and
  - b) the allotment (otherwise than pursuant to Resolution 21(a) above) of equity securities up to an aggregate nominal amount of £47,780.77.

The power granted by this resolution will expire on 19 October 2018 or, if earlier, the conclusion of the Company's next AGM (unless renewed, varied or revoked by the Company prior to or on such date) save that the Company may, before such expiry, make offers or agreements which would or might require equity securities to be allotted after such expiry and the Directors may allot equity securities in pursuance of any such offer or agreement notwithstanding that the power conferred by this resolution has expired. This resolution revokes and replaces all unexercised powers previously granted to the Directors to allot equity securities as if Section 561(1) of the CA 2006 did not apply but without prejudice to any allotment of equity securities already made or agreed to be made pursuant to such authorities.

- 22) That the Company be generally and unconditionally authorised to make market purchases (within the meaning of Section 693(4) of the CA 2006 of ordinary shares of 0.1p each pursuant to Article 16 of the Articles of Association of the Company, provided that:
- a) the maximum aggregate number of ordinary shares that may be purchased is 95,561,546;
  - b) the minimum price (excluding expenses) which may be paid for each ordinary share is 0.1p; and
  - c) the maximum price (excluding expenses) which may be paid for each ordinary share is the higher of:
    - i) 105% of the average market value of an ordinary share in the Company for the five business days prior to the day the purchase is made; and
    - ii) the value of an ordinary share is calculated on the basis of the higher of the price quoted for:
      - 1) the last independent trade of; and
      - 2) the highest current independent bid for,any number of the Company's ordinary shares on the trading venue where the purchase is carried out.

The authority conferred by this resolution shall expire on 19 October 2018 or, if earlier, at the conclusion of the Company's next AGM save that the Company may, before the expiry of the authority granted by this resolution, enter into a contract to purchase ordinary shares which will or may be executed wholly or partly after the expiry of such authority.

The Directors consider that all the proposals to be considered at the AGM are in the best interests of the Company and its members as a whole and are most likely to promote the success of the Company for the benefit of its members as a whole. The Directors unanimously recommend that you vote in favour of all the proposed resolutions, as they intend to do in respect of their own beneficial holdings.

By order of the Board



**Tim Morris**  
**Company Secretary**  
16 June 2017

Registered Office: 11 Evesham Street, London W11 4AR

## Explanatory notes

### Remuneration Report and Policy

#### Resolutions 2 and 3

The Directors of the Company have a duty to prepare a Directors' Remuneration Report for each financial year setting out the Annual Report on Remuneration and, if a resolution is proposed in relation to it, the Remuneration Policy. The Directors' Remuneration Report is approved annually by the shareholders. The Remuneration Policy must be approved by a binding vote of the shareholders at least every three years or if the Directors wish to change the policy within that three year period or if the Annual Report on Remuneration was not approved at the last Annual General Meeting. The Company's Remuneration Policy was last approved at the 2014 AGM and therefore the Remuneration Policy is again presented for approval by shareholders. The Directors and Remuneration Committee believe that the majority of that Policy remains appropriate and fit for purpose subject to the following key changes which they believe will ensure there remains a strong link between that Policy and the recent re-setting of the Company's business strategy in order to support the delivery of that strategy.

- A new potential maximum of 200% of base pay under the Annual Bonus Plan for Executive Directors, but in turn, to reduce the Target, Stretch and Super Stretch levels to 50%, 100% and 150% respectively; and
- To amend the maximum award permitted under the rules of the DSOP from two times base pay to three times base pay and in exceptional circumstances four times base pay.

The Remuneration Report is set out on pages 44 to 62 of the Annual Report 2017 and the Remuneration Policy is set on pages 46 to 52 of that Remuneration Report. Major shareholders will also be consulted on the change to the Remuneration Policy.

### Dividend

#### Resolution 4

Final dividends must be approved by shareholders but must not exceed the amount recommended by Directors. If the meeting approves the final dividend it will be paid out in accordance with the financial calendar set out on page 120 of the Annual Report 2017.

### Directors

#### Resolutions 5 to 15

The UK Corporate Governance Code (the 'Code') recommends that all Directors stand for annual election. In compliance with the Code, all Executive and Non-Executive Directors will retire and offer themselves for re-appointment at the AGM. Further information relating to the experience, skills and background of each of the Directors offering themselves for re-appointment together with recent changes in roles can be found on pages 32 to 35 and 44 of the Annual Report 2017.

Resolutions 9 to 15 relate to the re-election of Ian West, John Gildersleeve, John Allwood, Sir Howard Stringer and James Powell as Non-Executive Directors and the election of Cath Keers as a Non-Executive Director (given that she was appointed to the Board since the last AGM), who together are the Directors that the Board has determined are independent Directors for the purposes of the Code (the 'Independent Non-Executive Directors'). Resolution 12 is the re-election of Roger Taylor, as a Non-Executive Director but he is not considered to be independent.

The Company is required to comply with the provisions of the UK Listing Rules (the 'Listing Rules') relating to controlling shareholders and the re-election of the Independent Non-Executive Directors of

the Company. For the purposes of the Listing Rules, Sir Charles Dunstone is a controlling shareholder of the Company, as a result of his exercising or controlling more than 30% of the voting rights of the Company.

As such, the election or re-election of any (independent) Director by shareholders must be approved by a majority vote of both:

- 1) the shareholders of the Company; and
- 2) the independent shareholders of the Company (that is the shareholders of the Company entitled to vote on the election of Directors who are not controlling shareholders of the Company).

Resolutions 9 to 15 are therefore being proposed as ordinary resolutions which all shareholders may vote on, but in addition, the Company will separately count the number of votes cast by independent shareholders in favour of the resolutions (as a proportion of the total votes of independent shareholders cast on the resolution) to determine whether the second threshold referred to in 2) above has been met. The Company will announce the results of Resolutions 9 to 15 on this basis as well as announcing the results of the ordinary resolutions of all shareholders.

Under the Listing Rules, if a resolution to re-elect an independent Director is not approved by majority vote of both the shareholders as a whole and the independent shareholders of the Company at the AGM, a further resolution may be put forward to be approved by the shareholders as a whole at a general meeting which must be held more than 90 days after the date of the first vote but within 120 days of the first vote. Accordingly, if any of Resolutions 9 to 15 are not approved by a majority vote of the Company's independent shareholders at the AGM, the relevant Director(s) will be treated as having been re-elected only for the period from the date of the AGM until the earlier of i) the close of any general meeting of the Company, convened for a date more than 90 days after the AGM but within 120 days of the AGM to propose a further resolution to re-elect him or her; ii) the date which is 120 days after the AGM; and iii) the date of any announcement by the Board that it does not intend to hold a second vote.

In the event that the Director's re-election is approved by a majority vote of all shareholders at a second meeting, the Director will then be re-elected until the next AGM.

The Board believes, following the completion of the annual performance evaluation and appraisal exercise, that the performance of the Independent Non-Executive Directors seeking re-election continues to be effective and that these Directors demonstrate commitment to their roles. The Board confirms that:

- 1) none of the Independent Non-Executive Directors has any existing or previous relationship, transaction or arrangement with the Company, any of its Directors, any controlling shareholder or any other associate of a controlling shareholder;
- 2) the independence of Independent Non-Executive Directors is considered on appointment and then reviewed annually by the Chairman as part of the evaluation process. There is also an annual Board discussion. The Board takes into account the provisions of the Code, as well as policies and guidelines issued by investor representatives such as the Investment Association and the National Association of Pension Funds; and
- 3) the process for the selection of new Directors is described in the report of the Nomination Committee in the Annual Report.

# Notice of Annual General Meeting continued

## TalkTalk Telecom Group PLC

### Explanatory notes continued

#### Auditors

##### Resolutions 16 and 17

The Company is required to appoint auditors at each general meeting at which accounts are presented, to hold office until the end of the next such meeting. Resolution 16 proposes the re-appointment of the Company's existing auditors Deloitte LLP. In accordance with good practice, a separate Resolution 17 is proposed giving authority to the Board to determine their remuneration.

#### DSOP

##### Resolution 18

The DSOP was approved by the Company's shareholders in 2010. The proposed changes are in line with the changes to the Remuneration Policy as set out above under Resolution 3. An amended version of the DSOP rules will be available for inspection as set out below in General Note 8.

#### General meetings

##### Resolution 19

Before the implementation of the EU Shareholder Rights Directive, companies were able to hold general meetings on 14 days' notice in line with the Companies Act 2006; however, since the Directive increased the minimum notice period to 21 days, shareholder authority must first be granted to opt out of the requirement. Shareholders granted the Company such authority at the 2016 AGM and the Company would like to preserve this authority. Resolution 19 again seeks shareholder approval for the authority to call general meetings, other than an AGM, on 14 days' notice. The approval will be effective until the date of the Company's AGM in 2018, and thereafter authority will again be sought. Notwithstanding this authority, the Company assures shareholders that it will give as much notice as is practicable when calling a general meeting, with the additional flexibility afforded by this authority only being used in limited and time-sensitive circumstances where it would clearly be to the advantage of shareholders as a whole.

#### Shares

##### Resolution 20

This resolution deals with the Directors' authority to allot Relevant Securities in accordance with Section 551 of the CA 2006. The shareholders granted authority to the Directors to allot Relevant Securities at the AGM in 2016. Such authority expires at this year's AGM and, therefore, the Directors propose Resolution 20 to renew the authority.

This resolution complies with the Investment Management Association Share Capital Management Guidelines issued in July 2015.

If passed, the resolution will authorise the Directors to allot: i) in relation to a pre-emptive rights issue only, equity securities (as defined by Section 560 of the CA 2006) up to a maximum nominal amount of £637,076.98, which represents approximately 66.7% of the Company's issued ordinary shares (excluding treasury shares) as at 13 June 2017. This maximum is reduced by the nominal amount of any Relevant Securities allotted under the authority set out in paragraph 19 b); and ii) in any other case, Relevant Securities up to a maximum nominal amount of £318,539.49, which represents approximately 33.3% of the Company's issued ordinary shares (excluding treasury shares) as at 13 June 2017. This maximum is reduced by the nominal amount of any equity securities allotted under the authority set out in paragraph 18 a) in excess of £318,539.49.

The maximum nominal amount of Relevant Securities (including equity securities) which may be allotted under this resolution is £637,076.98.

As at close of business on 13 June 2017, the Company had 955,615,464 ordinary shares of 0.1p each in issue and did not hold any treasury shares.

The authority granted by this resolution will expire on 19 October 2018 or, if earlier, the date of the next AGM of the Company.

The Directors have no present intention to exercise this authority.

##### Resolution 21

This resolution will, if passed, give the Directors power, pursuant to the authority to allot Relevant Securities granted by Resolution 20, to allot equity securities (as defined by Section 560 of the CA 2006) or sell treasury shares for cash without first offering them to existing shareholders in proportion to their existing holdings a) in relation to pre-emptive offers and offers to holders of other equity securities if required by the rights of those securities or as the Directors otherwise consider necessary, up to a maximum nominal amount of £318,539.49, which represents approximately 33.3% and, in relation to rights issues only, up to a maximum additional amount of £318,539.49, which represents approximately 33.3% of the Company's issued ordinary shares (excluding treasury shares) as at 5%; and b) in any other case, up to a maximum nominal amount of £47,780.77, which represents approximately 5% of the Company's issued ordinary shares (excluding treasury shares) as at 13 June 2017. In compliance with the guidelines issued by the Pre-Emption Group, the Directors will ensure that, other than in relation to a rights issue, no more than 7.5% of the issued ordinary shares (excluding treasury shares) will be allotted for cash on a non-pre-emptive basis over a rolling three year period, unless shareholders have been notified and consulted in advance.

The power granted by shareholders at the 2016 AGM expires at this year's AGM.

This resolution complies with relevant guidance issued by the Pre-Emption Group and the Investment Association.

The power granted by this resolution will expire on 19 October 2018 or the date of the next AGM of the Company.

The Directors have no present intention to exercise this authority.

#### Repurchase of shares

##### Resolution 22

This resolution seeks authority for the Company to make market purchases of its own ordinary shares. If passed, the resolution gives authority for the Company to purchase up to 95,561,546 of its ordinary shares, representing just under 10% of the Company's issued ordinary share capital (excluding treasury shares) as at 13 June 2017.

The resolution specifies the minimum and maximum prices which may be paid for any ordinary shares purchased under this authority. The authority will expire on the earlier of 19 October 2018 or the date of the next AGM of the Company.

The Directors do not currently have any intention of exercising the authority granted by this resolution. The Directors will only exercise the authority to purchase ordinary shares where they consider that such purchases will be in the best interests of shareholders generally and will result in an increase in earnings per ordinary share.

## Explanatory notes continued

### Repurchase of shares continued

#### Resolution 22 continued

The Company may either cancel any shares it purchases under this authority or transfer them into treasury (and subsequently sell or transfer them out of treasury or cancel them).

On 13 June 2017, the total number of options to subscribe for ordinary shares in the Company amounted to approximately 21,274,687.

This represented 2.23% of the Company's issued ordinary share capital (excluding treasury shares) on that date. If this authority to purchase shares was exercised in full, the options would represent 2.45% of the issued ordinary share capital (excluding treasury shares) as at 13 June 2017. The Company does not have any outstanding share warrants.

## General notes

### 1. Eligibility to attend

To be entitled to attend and vote at the meeting (and for the purpose of the determination by the Company of the votes they may cast), shareholders must be registered on the register of members of the Company as at 6.30pm on 17 July 2017 or, in the event that the meeting is adjourned, on the register of members at 6.30pm on the date two days before the date of any adjourned meeting. Changes to entries on the register of members after the relevant deadline shall be disregarded in determining the rights of any persons to attend or vote at the meeting.

### 2. Voting arrangements

Voting on each of the resolutions to be put to the meeting will be by poll, rather than on a show of hands, so that all votes are included, whether or not the shareholder is able to attend the meeting. The Board believes this to be the most democratic procedure for voting on resolutions as member votes will be counted according to the number of shares held.

The results of the voting at the meeting, the number of proxy votes cast 'For' and 'Against' and the number of votes actively withheld in respect of each of the resolutions proposed at the meeting will be announced to London Stock Exchange plc as soon as practicable following the meeting and will also be published on the Company's website: [www.talktalkgroup.com](http://www.talktalkgroup.com).

The Company has included on the Form of Proxy a 'Vote withheld' option in order for shareholders to abstain from voting on any particular resolution. However, an abstention is not a vote in law and will not be counted in the calculation of the proportion of votes 'For' or 'Against' the relevant resolution.

### 3. Proxy voting

A member of the Company is entitled to appoint a proxy to exercise all or any of his or her rights to attend, speak and vote on his/her behalf at the meeting. A member of the Company may appoint more than one proxy in relation to the meeting, provided that each proxy is appointed to exercise the rights attached to a different share or shares held by that member. A proxy need not be a member of the Company.

A Form of Proxy which may be used to make such appointment and give proxy instructions accompanies this notice. Instructions for use are shown on the form. Lodging a completed Form of Proxy or any CREST Proxy Instruction (as described in the paragraph below) will not prevent the member from attending and voting in person if he/she wishes to do so.

To be valid, the Form of Proxy, together with any power of attorney or other authority under which it is signed, or a duly certified or office copy thereof, must be received by post or (during normal business hours only) by hand at the offices of the Company's Registrars, Equiniti at Aspect House, Spencer Road, Lancing, West Sussex BN99 6DA not later than 10.30am on 17 July 2017, or if the meeting is adjourned, no later than 48 hours before the time fixed for the adjourned meeting.

If you are a person with information rights under Section 146 of the CA 2006 you do not have the right to appoint a proxy. You may, however, have specific rights to instruct the member who granted you information rights on how such a member can exercise their right to appoint a proxy.

### 4. Electronic voting

Instructions for registering your votes electronically are appended to the Form of Proxy enclosed with this notice. CREST members who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service may do so by using the procedures described in the CREST Manual. CREST personal members or other CREST sponsored members, and those CREST members who have appointed a voting service provider(s), should refer to their CREST sponsor or voting service provider(s), who will be able to take the appropriate action on their behalf.

In order for a proxy appointment or instruction made using the CREST service to be valid, the appropriate CREST message (a 'CREST Proxy Instruction') must be properly authenticated in accordance with Euroclear's specifications, and must contain the information required for such instruction, as described in the CREST Manual (available at [www.euroclear.com](http://www.euroclear.com)). The message, regardless of whether it constitutes the appointment of a proxy or is an amendment to the instruction given to a previously appointed proxy must, in order to be valid, be transmitted so as to be received by the Company's agent (CREST participant ID RA19) not later than 10.30am on 17 July 2017, or if the meeting is adjourned, not later than 48 hours before the time fixed for the adjourned meeting. For this purpose, the time of receipt will be taken to be the time (as determined by the timestamp applied to the message by the CREST Application Host) from which the Company's agent is able to retrieve the message by enquiry to CREST in the manner prescribed by CREST. After this time, any change of instructions to proxies appointed through CREST should be communicated to the appointee through other means.

CREST members and, where applicable, their CREST sponsors or voting service provider(s) should note that Euroclear does not make available special procedures in CREST for any particular message. Normal system timings and limitations will, therefore, apply in relation to the input of CREST Proxy Instructions. It is the responsibility of the CREST member concerned to take (or, if the CREST member is a CREST personal member, a sponsored member, or has appointed a voting service provider(s), to procure that his or her CREST sponsor or voting service provider(s) take(s)) such action as shall be necessary to ensure that a message is transmitted by means of the CREST system by any particular time. In this connection, CREST members and, where applicable, their CREST sponsors or voting service provider(s) are referred, in particular, to those sections of the CREST Manual concerning practical limitations of the CREST system and timings.

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.



# Notice of Annual General Meeting continued

## TalkTalk Telecom Group PLC

### General notes continued

#### 5. Nominated Persons

Any person to whom this notice is sent who is a person nominated under Section 146 of the CA 2006 to enjoy information rights (a 'Nominated Person') may, under an agreement between him/her and the member by whom he/she was nominated, have a right to be appointed (or to have someone else appointed) as a proxy for the meeting. If a Nominated Person has no such proxy appointment right or does not wish to exercise it, he/she may, under any such agreement, have a right to give instructions to the member as to the exercise of voting rights.

The statement of the rights of members in relation to the appointment of proxies in note 2 above does not apply to Nominated Persons. The rights described in that paragraph can only be exercised by members of the Company.

#### 6. Corporate representatives

A shareholder which is a corporation may authorise a person or persons to act as its representative(s) at the AGM. In accordance with the provisions of the CA 2006, each such representative may exercise (on behalf of the corporation) the same powers as the corporation could exercise if it were an individual member of the Company, provided that they do not do so in relation to the same ordinary shares.

#### 7. Total voting rights

As at 13 June 2017 (being the last practicable day prior to the publication of this notice) the Company's issued share capital consisted of 955,615,464 ordinary shares, carrying one vote each. Therefore, the total voting rights in the Company as at such date are 955,615,464.

#### 8. Information available for inspection

The following information is available for inspection at the registered office of the Company (weekends and public holidays excluded). It will also be available for inspection at the place of the AGM from 9.30am on the day of the meeting until the conclusion of the meeting:

- Memorandum and Articles of Association of the Company;
- copies of the Directors' service contracts and letters of appointment;
- biographical details of those Directors being elected and re-elected; and
- amended version of the DSOP rules pursuant to Resolution 18.

#### 9. Publication of information

From the date of this notice and for the following two years, the following information will be available on the Company's website: [www.talktalkgroup.com](http://www.talktalkgroup.com):

- the matters set out in the notice of this meeting;
- the total number of shares in the Company and shares of each class in respect of which members are entitled to exercise voting rights at the meeting; and
- the totals of the voting rights that members are entitled to exercise at the meeting in respect of the shares of each class.

#### 10. Members' right to request a resolution to be proposed at the Meeting

A qualifying member or members (see criteria below) may require the Company to give to members notice of a resolution which may properly be moved and is intended to be moved at the meeting. The request must comply with the requirements of Section 338A of the CA 2006 and may be in hard copy or electronic form. A hard copy request must be authenticated by stating each requesting member's full name and address and being sent to the Company Secretary at the Company's registered office. A request in electronic form must be authenticated by stating each requesting member's full name and address and being sent to [legal@talktalkplc.com](mailto:legal@talktalkplc.com) stating 'AGM2016' in the subject. This email address may only be used for these requests and will not be used for correspondence.

Qualification criteria – the relevant request must be made by: a member or members having a right to vote at the meeting and holding at least 5% of total voting rights of the Company; or at least 100 members having a right to vote at the meeting and holding, on average, at least £100 of paid up share capital.

#### 11. Asking questions at the meeting

During the meeting the Chairman will give shareholders and eligible participants the opportunity to ask questions. The Company will answer any such question unless exempted by the provisions of Section 319A of the CA 2006.

#### 12. Admission

If you propose to attend the meeting, please detach and bring with you the attendance slip attached to the Form of Proxy. You will be asked to show this at the entrance and not having it available could delay your admission.

#### 13. Proof of identity

Shareholders and participants may also be required to provide proof of identity. If you have been appointed as a shareholder's proxy please make this fact known on admission to the Equiniti personnel.

#### 14. Directions

Directions to the address of the meeting are set out in the attached Form of Proxy.

#### 15. Special needs

Facilities are available for those who are in wheelchairs and anyone wishing to use any of these facilities should contact a member of the hotel staff.

#### 16. Enquiries

If you have any questions relating to this document, the Annual General Meeting, or the completion and return of the Form of Proxy, please telephone Equiniti Limited between 8.30am and 5.30pm (London time) Monday to Friday (except UK public holidays) on 0371 384 2030 from within the UK or +44 (0)121 415 7047 if calling from outside the UK. The helpline cannot provide advice on the merits of the proposed resolutions or give any financial, legal or tax advice. You may not use any electronic address provided either in this notice or any related documents (including the Chairman's letter and Form of Proxy) to communicate with the Company for any purposes other than those expressly stated.