

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION. If you are in any doubt about the contents of this document or about what action you should take, you should consult your independent financial adviser authorised under the Financial Services and Markets Act 2000 immediately.

If you have sold or otherwise transferred all of your Ordinary Shares please forward this document, together with the accompanying documents, as soon as possible to the purchaser or transferee or to the agent through whom the sale was effected, for transmission to the purchaser or transferee.

TELECOM PLUS PLC

(incorporated and registered in England and Wales with registered number 03263464)

NOTICE OF ANNUAL GENERAL MEETING

Notice of the Annual General Meeting of the Company to be held at Network HQ, 508 Edgware Road, The Hyde, London NW9 5AB on Friday 4 August 2023 at 12.00 noon is set out at the end of this document.

A Form of Proxy for use at the Annual General Meeting accompanies this document and, to be valid, must be completed and returned to the Company's registrars, Link Group, PXS 1, Central Square, 29 Wellington Street, Leeds, LS1 4DL, as soon as possible but in any event to be received not later than 12.00 noon on Wednesday 2 August 2023. Completion of a Form of Proxy will not preclude a shareholder from attending and voting at the AGM.

DEFINITIONS

The following definitions apply throughout this document unless the context requires otherwise:

"Companies Act"	the Companies Act 2006, as amended, consolidated or re-enacted from time to time
"2023 AGM"	the annual general meeting of the Company to take place as contemplated by the Notice of AGM
"2024 AGM"	the annual general meeting of the Company to take place in 2024
"Annual General Meeting" or "AGM"	the annual general meeting of the Company convened for 4 August 2023 pursuant to the Notice of AGM
"Annual Report and Accounts"	the Company's Annual Report and Accounts document for the year ended 31 March 2023
"Articles"	the Company's articles of association
"Board" or "Directors"	the directors of the Company as at the date of this document
"Company"	Telecom Plus PLC
"Form of Proxy"	the form of proxy accompanying this document for use in connection with the Annual General Meeting
"Group"	the Company and its subsidiaries
"Notice of AGM"	the notice of Annual General Meeting which is set out at the end of this document
"Ordinary Shares"	ordinary shares of 5p each in the capital of the Company
"Resolutions"	the resolutions set out in the Notice of AGM
"RIS"	Regulatory Information Service
"Shareholders"	holders of Ordinary Shares
"Statement of Principles"	the Statement of Principles on Disapplying Pre-Emption Rights most recently published by the Pre-Emption Group prior to the date of this AGM document
"Telecom Plus Incentive Plan" or "TPIP"	the proposed new Telecom Plus discretionary executive incentive plan
"Telecom Plus Omnibus Plan" or "Omnibus Plan"	the proposed new Telecom Plus employee share incentive scheme

TELECOM PLUS PLC

(incorporated and registered in England and Wales with registered number 03263464)

Network HQ
508 Edgware Road, The Hyde
London NW9 5AB

Directors:

Charles Wigoder (Non-Executive Chairman)
Andrew Lindsay MBE (Co-Chief Executive Officer)
Stuart Burnett (Co-Chief Executive Officer)
Nicholas Schoenfeld (Chief Financial Officer)
Beatrice Hollond (Senior Independent Director)
Andrew Blowers OBE (Non-Executive Director)
Suzanne Williams (Non-Executive Director)
Carla Stent (Non-Executive Director)

6 July 2023

To all Shareholders

Dear Shareholder

2023 ANNUAL GENERAL MEETING

I am writing to you to explain the proposals which Shareholders will be asked to approve at the AGM to be held on Friday 4 August 2023 starting at 12.00 noon at Network HQ, 508 Edgware Road, The Hyde, London, NW9 5AB and electronically on a virtual platform. The Notice of AGM is set out at the end of this document.

The AGM is an important event in the Company's corporate calendar. This year, we are again holding the AGM as a hybrid meeting, where Shareholders (or their duly appointed representatives and/or proxies) have an option to attend either remotely or, in person at our registered office. Shareholders attending virtually will have the opportunity to submit questions to the directors.

All resolutions will be subject to a poll and the results of the votes on the proposed resolutions will be announced in the normal way, as soon as practicable after the conclusion of the AGM. A poll vote accurately reflects the number of voting rights exercisable by each member and is in line with corporate governance recommendations and best practice.

The Company may be required to change the arrangements for the AGM at short notice if there are any unforeseen circumstances, such as health and safety requirements. Any changes to the AGM arrangements will be published on our website www.telecomplus.co.uk. Please note that if you are unable to attend the AGM to vote in person or electronically, we strongly encourage you to lodge a vote by proxy in advance of the AGM instead.

HOW TO JOIN THE VIRTUAL MEETING

You will need to visit www.telecomplus.co.uk using your smartphone, tablet or computer where you will find a link to the meeting. You will then be prompted to enter your unique 11-digit Investor Code (IVC) including any leading zeros and 'PIN'. Your PIN is the last 4 digits of your IVC. This will authenticate you as a Shareholder.

Your IVC can be found on your share certificate, or Signal Shares users (www.signalshares.com) will find this under 'Manage your account' when logged in to the Signal Shares portal. You can also obtain this by contacting Link Group, our Registrar, by calling 0371 277 1020¹.

Access to the AGM will be available from 30 minutes before the start of the event although you will not be able to submit questions through the platform until the meeting is declared open.

If you wish to appoint someone to attend the virtual meeting on your behalf, please contact Link Group on +44 (0) 371 277 1020¹ in order to obtain their IVC and PIN. It is suggested that you do this as soon as possible and at least 48 hours (excluding non-business days) before the meeting.

If your shares are held within a nominee and you wish to attend the electronic meeting, you will need to contact your nominee as soon as possible. Your nominee will need to present a corporate letter of representation to Link Group, our registrar, as soon as possible and at least 72 hours (excluding non-business days) before the meeting, in order that they can obtain for you your unique IVC and PIN to enable you to attend the electronic meeting.

Audiocast

The electronic meeting will be broadcast in audio format with presentation slides. Once logged in, and at the commencement of the meeting, you will be able to listen to the proceedings of the meeting on your device, as well as being able to see the slides of the meeting (which will include the resolutions to be put forward to the meeting), these slides will progress automatically as the meeting progresses.

Questions

Questions will be invited during the meeting by the Chairman. Shareholders attending electronically may ask questions via the website by typing and submitting their question in writing via the Q&A box which is found underneath the speaker details on the left-hand side of the player. Once you have typed your question, please click the 'Submit' button.

Requirements

An active internet connection is required at all times in order to allow you to join the meeting and submit questions and listen to the audiocast. It is the user's responsibility to ensure you remain connected for the duration of the meeting.

EXPLANATIONS OF PROPOSED RESOLUTIONS

The following pages give an explanation of the proposed resolutions. Resolutions 1 to 16, 18 and 21 will be proposed as ordinary resolutions. This means that for each of those resolutions to be passed, more than half of the votes cast must be in favour of the resolution. Resolutions 17, 19, 20 and 22 will

¹ Lines are open from 9.00 a.m. to 5.30 p.m. Monday to Friday, calls are charged at the standard geographic rate and will vary by provider. Calls outside the UK will be charged at the applicable international rate.

be proposed as special resolutions. This means that for each of these resolutions to be passed, at least three-quarters of the votes cast must be in favour of it.

To receive the Annual Report and Accounts (resolution 1)

The Chairman will present the Annual Report and Accounts for the year ended 31 March 2023, sent to Shareholders with this document.

Remuneration Report (resolution 2)

The Companies Act requires UK incorporated listed companies to ask Shareholders to vote on the Directors' Annual Report on Remuneration. As the vote is advisory, it does not affect the actual remuneration paid to any individual director. A copy of the Directors' Annual Report on Remuneration is set out on pages 66 to 87 of the Annual Report and Accounts 2023. Resolution 2 is an ordinary resolution to approve the Directors' Annual Report on Remuneration for the year ended 31 March 2023.

Remuneration Policy (resolution 3)

The Companies Act requires a UK incorporated listed company to obtain shareholder approval for its Remuneration Policy every three years, or where significant changes to the policy are being proposed. The current Remuneration Policy was previously approved by Shareholders at the 2022 AGM, however as detailed below, the Company is proposing to introduce a new executive incentive plan and is therefore updating its Remuneration Policy accordingly. The revised Remuneration Policy, which is set out on pages 69 to 79 of the Company's Annual Report and Accounts 2023 will, if approved, take effect immediately after the conclusion of the AGM and is binding.

Adoption of a new Telecom Plus Incentive Plan (resolution 4) and a new Telecom Plus Omnibus Plan (resolution 5)

These resolutions seek to approve the introduction of the new executive Telecom Plus Incentive Plan (the "TPIP") and the new employee Telecom Plus Omnibus Plan (the "Omnibus Plan").

A summary of the background to the TPIP and the key terms of initial awards which are intended to be made under the scheme shortly following the AGM (subject to approval by shareholders), are described in the Directors' Remuneration Report in the Annual Report and Accounts.

The Company is also proposing to introduce the Omnibus Plan which will be open to all employees in order to increase the flexibility over the type of share incentive awards available to the wider workforce as the business grows larger. It is intended that the Omnibus Plan will replace the Company's existing CSOP scheme currently in place for employees.

A summary of the key features of the schemes is set out below:

- The TPIP is intended to be newly adopted by the Company. It will provide for the mandatory deferral of a proportion of payments due under TPIP awards into shares which will vest after a deferral period, which will typically be two years.
- The maximum value of an award made to a participant under the TPIP will be subject to any individual limit specified in the directors' remuneration policy as at the date of grant. Under the policy currently being put to shareholders, this will be an annual limit of 350% of their basic salary paid by the Company.

- The Omnibus Plan is intended to be newly adopted by the Company. It will allow for the granting of awards over shares in the Company to employees, which may or may not be subject to performance conditions, or which may comprise the deferral of part of a bonus payment. Tax-advantaged awards granted as company share option plan (“CSOP”) options may also be granted under the Omnibus Plan.
- Awards under the TPIP and Omnibus Plan may be subject to malus provisions which will reduce the number of shares or cash amounts payable on vesting in circumstances including a material misstatement of the Company’s results, regulatory breach, gross misconduct on the part of the participant, reputational damage to the Company, a material failure of risk management, insolvency or corporate failure, or any similar circumstances in the opinion of the Board.
- Awards under the TPIP and the Omnibus Plan may be subject to clawback provisions which will permit the recovery of amounts in substantially the same circumstances as for malus.
- Shares acquired under awards granted under the TPIP will be subject to a 2-year holding period after vesting during which the shares may not be transferred or sold (except to cover any tax payable in respect of the acquisition of the shares under the award).
- Shares acquired under awards granted under the Omnibus Plan may be subject to a holding period during which the shares may not be transferred or sold (except to cover any tax payable in respect of the acquisition of the shares under the award).

The principal features of the TPIP and Omnibus Plan are summarised in Appendix 1 to this Notice of Annual General Meeting.

Final Dividend (resolution 6)

Resolution 6 is to approve the payment of a final dividend of 46.0 pence per ordinary share for the year ended 31 March 2023 to Shareholders on the register of members at close of business on 21 July 2023.

Re-election of Directors (resolutions 7 to 14)

The UK Corporate Governance Code (the “Code”) requires FTSE 350 companies to offer all their directors for re-election annually. Resolutions 7 to 14 deal with the re-election of each of the Directors.

The biographical details of the Directors standing for re-election are set out below:

Charles Wigoder is the Non-Executive Chairman. Charles qualified as a Chartered Accountant with KPMG in 1984 and was subsequently employed by Kleinwort Securities as an investment analyst in the media and communication sectors. Between 1985 and 1988, he was Head of Corporate Finance and Development at Carlton Communications PLC and then Quadrant Group PLC. In March 1988, he left Quadrant Group to set up The Peoples Phone Company PLC, where he served as CEO; it was subsequently purchased by Vodafone in December 1996. He joined the Company as CEO in February 1998, becoming Executive Chairman in 2010, and Non-Executive Chairman in 2022.

Andrew Lindsay MBE is Co-Chief Executive Officer. Before joining the Company, Andrew was Managing Director of Ryness, an electrical retail chain based in London in which he previously held a significant equity stake after performing a Management Buyout in 2006. Prior to buying Ryness, he spent three years as an analyst in the UK Mergers & Acquisitions team at Goldman Sachs. Andrew rowed for Great Britain at the Sydney Olympic Games in 2000 where he won a Gold medal. He joined the Company in April 2007, was appointed to the Board in November 2008 and became Chief Executive Officer in July 2010.

Stuart Burnett is Co-Chief Executive Officer. Stuart was promoted to Co-Chief Executive Officer in 2021, after two years as Chief Operating Officer, and is responsible for all operational activity across the Company including day to day management of the Company's Energy, Telecoms and Financial Services businesses. He joined the Company in 2016 as Legal & Compliance Director and then moved on to become Commercial Director, managing all commercial activity, including our key commercial relationships and customer proposition, before becoming Chief Operating Officer in 2019. Stuart began his career as a corporate lawyer at Slaughter & May after reading law at Oxford University. He then worked in senior roles at RSA Insurance Group PLC and TSB Banking Group PLC, prior to joining the Company.

Nicholas Schoenfeld joined the Company in January 2015 as Chief Financial Officer. Since 2006, Nicholas was Group Finance Director of Hanover Acceptances, a substantial diversified private company with holdings in the food manufacturing, real estate, and agribusiness sectors. He was previously employed at Kingfisher plc, where he was responsible for the group's financial planning and analysis functions. Prior to this, he held senior strategic and development roles within Castorama and the Walt Disney Company, having started his career as a management consultant at the Boston Consulting Group. Nicholas also has an MBA from the Harvard Business School.

Beatrice Hollond is a Non-Executive Director and the Senior Independent Director. Beatrice is a main board Director and Chair of Remco (US) and Chair of the International Advisory Board (UK) of Brown Advisory; Chair at Millbank Financial Services Limited, Chair of F&C Investment Trust PLC, and adviser to a private family office where Beatrice is also Chair of the Investment Advisory Committee and a member of Remuneration & Governance Committees. Beatrice is also a main board director and Chair of Oldfield & Co and a director of Smedvig AS. She spent 16 years at Credit Suisse Asset Management in Global Fixed Income and began her career as an equity analyst at Morgan Grenfell Asset Management. Beatrice joined the Company in September 2016 as an independent non-executive director.

Andrew Blowers OBE is a Non-Executive Director. Andrew's career spans over 30 years in the UK financial services industry. He was the founder and CEO of Swiftcover.com and Chairman of IIC NV from 2004 to 2009 and an executive director of Churchill Insurance before this. He was also the senior independent non-executive director of AA PLC, the UK's leading provider of roadside assistance, and the Chairman of ATEC Group Limited, a specialist digital insurance group. Andrew joined the Company in November 2016 as an independent non-executive director.

Suzanne Williams is a Non-Executive Director. As Chief Brand & Marketing officer at BT, Suzanne was part of the team who transformed the business, prior to which she held senior leadership roles at Capital Radio Group, Orange, the BBC, KPMG Consulting and Procter & Gamble Europe. She was an independent non-executive director at AA PLC until its successful sale to private equity in March 2021. Suzanne is a senior board advisor on brand and marketing. She is an independent non-executive at Zegona Communications where she is Chair of the Remuneration and Nomination Committee, and is also an independent non-executive director at JD Sports Fashion PLC. Suzanne joined the Company in July 2020 as an independent non-executive director.

Carla Stent is a Non-Executive Director. Carla is a former Chief Operating Officer and Partner at Virgin group and was previously Deputy Chief Financial Officer and Chief Administrative Officer of the Global Retail and Commercial Bank arm of Barclays Bank. Carla currently has non-executive board roles as Chair of Marex Group plc and Chair of the Audit and Risk Committee for Evelyn Partners. She joined the Company in July 2022 as an independent non-executive director.

The Board has confirmed that, following a performance review, all Directors standing for re-election continue to perform effectively and demonstrate commitment to their role.

Reappointment of Auditor (resolutions 15 and 16)

Under Resolution 15, it is proposed that KPMG LLP (“KPMG”) be reappointed as the Company’s auditor to hold office until the conclusion of the 2024 AGM.

Resolution 16 authorises the Directors to agree KPMG’s remuneration.

Authority for Purchase of Own Shares (resolution 17)

The Company cannot purchase its own shares unless the purchase has first been authorised by Shareholders in general meeting. The Directors are therefore proposing Resolution 17 to seek such authority under section 701 of the Companies Act in respect of a maximum of 7,947,344 Ordinary Shares (representing not more than 10 per cent of the Company’s issued ordinary share capital (excluding treasury shares) as at 30 June 2023 (the last practicable date before publication of this document)) and to set minimum and maximum prices. This authority will expire at the conclusion of the 2024 AGM or if earlier, at the close of business on 4 November 2024.

The Directors have no present intention of exercising the authority under this Resolution 17 to purchase Ordinary Shares. However, the Directors will keep the matter under review, taking into account the financial resources of the Company, the Company’s share price and future funding requirements. This authority will only be exercised by the Directors if and when, in the light of market conditions prevailing at that time, the Directors believe that such purchases would increase earnings per share and/or would be for the benefit of Shareholders generally. The effect of any such purchase will clearly depend on the price at which it is made. Any purchases of Ordinary Shares would be by means of market purchases through the London Stock Exchange or by way of a tender offer to all Shareholders.

In accordance with the Companies Act, the Company may purchase and hold shares as treasury shares, rather than cancelling them. The Directors will decide at the time of purchase whether to hold shares in treasury or to cancel them immediately. No dividends are paid on shares while held in treasury and no voting rights attach to treasury shares. Resolution 17, proposed as a special resolution, complies with the current guidelines issued by investor protection committees and the Directors will have regard to any guidelines issued by investor protection committees which may be published at the time of any such purchase, holding or resale of treasury shares.

As at 30 June 2023 (the last practicable date before publication of this document), there were outstanding options to subscribe for shares, both currently exercisable and yet to be exercisable, granted under all share option schemes operated by the Company, in respect of a total of 3,274,555² Ordinary Shares which, if all were eventually exercised, would represent approximately 4.0 per cent of the issued share capital of the Company (excluding treasury shares). In the unlikely event that the authority under Resolution 17 now being sought, together with the existing authority to purchase shares granted at last year’s AGM were exercised in full, such options, if exercised, would represent

² Excluding awards of growth shares made to employees under the LTIP 2016 which are convertible into Ordinary Shares only when the price per Ordinary Share is above £20. The maximum number of Ordinary Shares that could be issued as a result of awards currently made under the LTIP 2016 is 1.9 million (based on the price per Ordinary Share being £50 or above) which would represent 2.3 per cent of the issued share capital of the Company (excluding treasury shares) as at 30 June 2023 (the last practicable date before publication of this document). In the unlikely event that the authority under Resolution 17 now being sought, together with the existing authority to purchase shares granted at last year’s AGM, were exercised in full, such awards, if converted in full into 1.9 million Ordinary Shares, would represent approximately 2.9 per cent of the issued share capital of the Company (excluding treasury shares) as at 30 June 2023 (the last practicable date before publication of this document).

approximately 4.9 per cent of the issued share capital of the Company (excluding treasury shares) as at 30 June 2023 (the last practicable date before publication of this document).

Authority to allot shares (resolution 18)

In accordance with the provisions of section 549 of the Companies Act, the Directors are prevented from exercising the Company's powers to allot shares unless authorised to do so either in the Articles or in a resolution of the Shareholders. Such authority was given by Shareholders at the AGM of the Company held on 26 July 2022, for a period expiring on the conclusion of this AGM.

Resolution 18 therefore proposes to renew this general authority for the period expiring at the conclusion of the 2024 AGM or, if earlier, at the close of business on 4 November 2024. The authority being sought is to allot Ordinary Shares up to a maximum nominal amount of £1,324,557, representing approximately one-third of the issued share capital (excluding treasury shares) as at 30 June 2023 (the last practicable date before publication of this document). The Directors have no current intention of using this authority, if granted, save in respect of the issue of shares pursuant to the exercise of options granted under the Networkers and Consultants Share Option Plans. Shares issued pursuant to employee share plans and LTIP 2016 are exempt from this authority.

In addition, the Investment Association has said that it will consider as routine a resolution to authorise the allotment of a further one-third of share capital for use in connection with a rights issue. Your Board considers it appropriate to seek this additional allotment authority at this year's AGM in order to take advantage of the flexibility it offers. However, the Board has no present intention of exercising this authority. If the additional authority is actually used, the Directors intend to follow best practice regarding its use, as recommended by the Investment Association.

Passing this resolution will provide the Directors with additional flexibility acting in the best interests of the Company and Shareholders, so that when opportunities that benefit the Company arise, the Directors can issue new shares without the need to incur the cost and delay of a general meeting of the Company to seek specific authority for each allotment.

As at 30 June 2023 (the last practicable date before publication of this document), there were 482,276 shares held in treasury by the Company (representing approximately 0.61 per cent of the issued share capital of the Company (excluding treasury shares)).

Authority to disapply statutory pre-emption rights (resolutions 19 and 20)

The Companies Act requires that an allotment of shares for cash may only be made if the shares are first offered to existing Shareholders on a pre-emptive basis. In accordance with general practice and in particular, the Pre-Emption Group's Statement of Principles as revised in November 2022, the Directors propose that advantage be taken of the provisions of section 570 of the Companies Act to disapply the Companies Act's pre-emption requirements in relation to certain share issues.

Resolution 19 will empower the Directors to allot Ordinary Shares for cash on a non-pre-emptive basis:

1. in connection with a rights issue or other pro-rata offer to existing Shareholders.
2. (otherwise than in connection with a rights issue) up to a maximum nominal value of £397,367 representing not more than ten per cent of the issued ordinary share capital of the Company (excluding treasury shares) as at 30 June 2023 (the last practicable date before publication of this document).

Resolution 20 will empower the Directors to allot additional Ordinary Shares for cash on a non-pre-emptive basis (otherwise than in connection with a rights issue) up to a maximum nominal value of £397,367 representing not more than an additional ten per cent of the issued ordinary share capital of the Company (excluding treasury shares) as at 30 June 2023 (the last practicable date before publication of this document) for the purposes of financing a transaction which the Directors determine to be an acquisition or other capital investment (within the meaning of the Statement of Principles).

The Directors have no present intention to exercise the powers sought by resolutions 19 or 20. If the powers sought by resolutions 19 or 20 are used in relation to a non-pre-emptive offer, the Directors confirm their intention to follow the shareholder protections in paragraph 1 of Part 2B of the Pre-emption Group's Statement of Principles published in November 2022 and, where relevant, follow the expected features of a follow-on offer as set out in paragraph 3 of Part 2B of the Pre-emption Group's Statement of Principles published in November 2022.

The Directors consider that it is in the best interests of the Company and Shareholders that the Directors retain their flexibility to allot some shares without having to offer them to Shareholders first. These authorities will expire at the conclusion of the next AGM.

Political donations (resolution 21)

Resolution 21 is designed to deal with the rules on political donations contained in the Companies Act. Political donations to any political parties, independent election candidates or political organisations or the incurring of political expenditure are (subject to certain limited exceptions) prohibited unless authorised by Shareholders in advance. What constitutes a political donation, a political party, a political organisation, or political expenditure is not always easy to decide, as the legislation is capable of wide interpretation. Sponsorship, advertising, marketing activities, subscriptions, payment of expenses, paid leave for employees fulfilling public duties, and support for bodies representing the business community in policy review or reform, may fall within this.

Therefore, notwithstanding that the Company has not made a political donation in the past, and has no current intention of making any political donation or incurring any political expenditure in respect of any political party, political organisation or independent election candidate, the Board has decided to put forward Resolution 21. This will allow the Company to support the community and put forward its views to wider business and Government interests without running the risk of being in breach of the law. As permitted under the Companies Act, Resolution 21 has also been extended to cover any political donations made, or political expenditure incurred, by any subsidiaries of the Company. The authority which the Board is requesting is similar to the authority given by Shareholders at the AGM in 2022.

Notice period for general meetings (resolution 22)

It is proposed in Resolution 22 that Shareholders should approve the continued ability of the Company to hold general meetings other than the annual general meeting on 14 clear days' notice.

This resolution relates to section 307A of the Companies Act. Under that section, a listed company which wishes to be able to call general meetings (other than an AGM) on 14 days' clear notice must obtain Shareholders' approval. Resolution 22 seeks such approval.

This resolution is valid up to the 2024 AGM and so will need to be renewed annually. The Company will also need to meet the requirements for voting by electronic means under section 307A of the Companies Act before it can call a general meeting on 14 days' notice.

In accordance with the guidance issued by the National Association of Pension Funds, the shorter notice period will not be used as a matter of routine for general meetings, but only where the flexibility is merited by the business of the meeting and is thought to be to the advantage of the Shareholders as a whole.


ACTION TO BE TAKEN

Shareholders will find a Form of Proxy enclosed for use at the AGM. Whether you propose to attend the AGM or not, the Form of Proxy should be completed and returned to the Company's registrars in the prepaid envelope provided, as soon as possible, and in any event, so as to be received by the Company's registrar, Link Group, PXS 1, Central Square, 29 Wellington Street, Leeds, LS1 4DL, by not later than 48 hours before the time of the AGM and no account shall be taken of a day that is not a working day. Going forward, we intend to stop providing a hard-copy Form of Proxy with the Notice of AGM and instead, will advise Shareholders to download the Form of Proxy from the Company's website and return the completed form to the address shown on the form.

Alternatively, Shareholders can submit their proxy vote electronically by accessing the shareholder portal at www.signalshares.com, logging in and selecting the 'Vote Online Now' link. Shareholders will require their username and password in order to login and vote. If Shareholders have forgotten their username and/or password, they can request a reminder via the shareholder portal. If Shareholders have not previously registered to use the portal they will require their investor code ('IVC') which can be found on their share certificate or dividend notification. Electronic proxy votes should be submitted as early as possible, and in any event, by not later than 48 hours before the time of the AGM and no account shall be taken of a day that is not a working day.

As a further alternative, Link Group, the company's registrar, has launched a shareholder app: LinkVote+. It's free to download and use and gives shareholders the ability to access their shareholding record at any time and allows users to submit a proxy appointment quickly and easily online rather than through the post. The app is available to download on both the Apple App Store and Google Play, or by scanning the relevant QR code below.

Locate the Telecom Plus PLC tile within the app, select the orange "Proxy Vote" button at the bottom of the screen and then follow the instructions for Signal Shares above.

Apple App Store	GooglePlay
	

If you are an institutional investor, you may be able to appoint a proxy electronically via the Proxymity platform, a process which has been agreed by the Company and approved by the Registrar. For further information regarding Proxymity, please go to www.proxymity.io. Your proxy must be lodged by 12.00 noon on Wednesday, 2 August 2023 in order to be considered valid or, if the meeting is adjourned, by the time which is 48 hours before the time of the adjourned meeting. Before you can appoint a proxy via this process you will need to have agreed to Proxymity's associated terms and conditions. It is important that you read these carefully as you will be bound by them, and they will govern the electronic

appointment of your proxy. An electronic proxy appointment via the Proxymity platform may be revoked completely by sending an authenticated message via the platform instructing the removal of your proxy vote.

Recommendation

The Board considers the Resolutions are likely to promote the success of the Company and are in the best interests of the Company and its Shareholders as a whole. Accordingly, the Directors unanimously recommend that you vote in favour of the Resolutions as they intend to do so in respect of their own shareholdings which amount in aggregate to 8,799,574 Ordinary Shares (representing approximately 11.1% per cent of the issued Ordinary Shares, excluding treasury shares) as at 30 June 2023 (the last practicable date before publication of this document).

Yours faithfully

Charles Wigoder
Non-Executive Chairman

TELECOM PLUS PLC

("the Company")

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the Annual General Meeting of the Company will be held at Network HQ, 508 Edgware Road, The Hyde, London NW9 5AB on Friday, 4 August 2023 at 12.00 noon for the purpose of considering, and if thought fit, passing the following resolutions. Resolutions 1 to 16, 18 and 21 will be proposed as ordinary resolutions and resolutions 17, 19, 20 and 22 will be proposed as special resolutions.

1. To receive the reports of the Directors and the auditor and the accounts of the Company for the year ended 31 March 2023.
2. To receive and approve the Directors' Annual Report on Remuneration for the year ended 31 March 2023.
3. To receive and approve the Directors' Remuneration Policy which will take effect immediately after the end of the AGM.
4. That the rules of the Telecom Plus Incentive Plan (the "TPIP"), the principal terms of which are summarised in Appendix 1 to this Notice of AGM and a copy of which is produced to the meeting and initialled by the Chairman for the purposes of identification, be and are hereby approved and adopted and the Directors be and are hereby authorised to do all such things in accordance with applicable law as may be necessary or desirable to carry the TPIP into effect; and that the Directors be and are hereby also authorised to adopt further plans based on the TPIP but modified to take account of local tax, exchange control or securities law in overseas territories, provided that any shares made available under such further schemes are treated as counting against any limits on individual or overall participation in the TPIP.
5. That the rules of the Telecom Plus Omnibus Plan (the "Omnibus Plan"), the principal terms of which are summarised in Appendix 1 to this Notice of AGM and a copy of which is produced to the meeting and initialled by the Chairman for the purposes of identification, be and are hereby approved and adopted and the Directors be and are hereby authorised to do all such things in accordance with applicable law as may be necessary or desirable to carry the Omnibus Plan into effect; and that the Directors be and are hereby also authorised to adopt further schemes based on the Omnibus Plan but modified to take account of local tax, exchange control or securities law in overseas territories, provided that any shares made available under such further schemes are treated as counting against any limits on individual or overall participation in the Omnibus Plan.
6. To declare a final dividend for the year ended 31 March 2023 of 46.0p on each of the ordinary shares of 5p and the Directors be and are hereby authorised to pay such dividend to those persons registered as holders of shares in the capital of the Company at the close of business on 21 July 2023.
7. To re-elect Charles Wigoder as a director of the Company.
8. To re-elect Andrew Lindsay as a director of the Company.
9. To re-elect Stuart Burnett as a director of the Company.

10. To re-elect Nicholas Schoenfeld as a director of the Company.
11. To re-elect Beatrice Hollond as a director of the Company.
12. To re-elect Andrew Blowers as a director of the Company.
13. To re-elect Suzanne Williams as a director of the Company.
14. To re-elect Carla Stent as a director of the Company.
15. To reappoint KPMG LLP as auditor of the Company, to hold office until the conclusion of the next annual general meeting of the Company at which accounts are laid before the Company.
16. To authorise the Directors to determine the auditor's remuneration.
17. That the Company be and is generally and unconditionally authorised for the purposes of section 701 of the Companies Act 2006 ("**Companies Act**") to make one or more market purchases (within the meaning of section 693(4) of the Companies Act) on the London Stock Exchange of its own fully paid ordinary shares of 5p each in the capital of the Company ("**Ordinary Shares**") on such terms and in such manner as the Directors may from time to time determine provided that:
 - a) the maximum aggregate number of Ordinary Shares which may be purchased is 7,947,344 being approximately 10 per cent of the issued ordinary share capital (excluding treasury shares) as at 30 June 2023;
 - b) the minimum price which may be paid for an Ordinary Share is 5p (exclusive of expenses payable by the Company);
 - c) the maximum price which may be paid for an Ordinary Share (exclusive of expenses payable by the Company) cannot be more than the higher of:
 - i. 105 per cent of the average market value of an Ordinary Share for the five business days prior to the day on which the Ordinary Share is contracted to be purchased; and
 - ii. the value of an Ordinary Share calculated on the basis of the higher of:
 - A. the last independent trade of; or
 - B. the highest current independent bid for,any number of Ordinary Shares on the trading venue where the market purchase by the Company will be carried out; and
 - iii. the authority conferred shall expire at the conclusion of the next annual general meeting of the Company or, if earlier, at the close of business on 4 November 2024, except that the Company may before such expiry make a contract to purchase its own shares which will or may be completed or executed wholly or partly after such expiry.
18. That the Directors be and they are hereby generally and unconditionally authorised, in accordance with section 551 of the Companies Act, in substitution for all existing authorities:
 - a) to exercise all the powers of the Company to allot shares and to make offers or agreements to allot shares in the Company or grant rights to subscribe for or to convert any security into

shares in the Company (together "**Relevant Securities**") up to an aggregate nominal amount of £1,324,557; and

- b) to exercise all the powers of the Company to allot equity securities (as defined in section 560(1) of the Companies Act) up to an additional aggregate nominal amount of £1,324,557 provided that this authority may only be used in connection with a rights issue in favour of holders of Ordinary Shares and other persons entitled to participate therein where the equity securities respectively attributable to the interests of all those persons at such record dates as the Directors may determine are proportionate (as nearly as may be) to the respective numbers of equity securities held or deemed to be held by them or are otherwise allotted in accordance with the rights attaching to such equity securities subject to such exclusions or other arrangements as the Directors may consider necessary or expedient to deal with fractional entitlements or legal difficulties under the laws of any territory or the requirements of a regulatory body or stock exchange or by virtue of shares being represented by depositary receipts or any other matter whatsoever,

provided that the authorities in **paragraphs** (a) and (b) above shall expire at the conclusion of the next annual general meeting of the Company or, if earlier, at the close of business on 4 November 2024, except that the Company may before such expiry make an offer or agreement which would or might require Relevant Securities or equity securities as the case may be to be allotted after such expiry and the Directors may allot Relevant Securities or equity securities in pursuance of any such offer or agreement as if the authority in question had not expired.

- 19. That, if Resolution 18 is passed, the Directors be and they are hereby empowered to allot equity securities (as defined in the Companies Act) for cash under the authority given by that resolution and/or to sell Ordinary Shares held by the Company as treasury shares for cash as if section 561 of the Companies Act did not apply to such allotment or sale, provided that this power shall be limited to:
 - a) the allotment of equity securities in connection with a rights issue or other pro rata offer (but, in the case of the authority conferred by paragraph (b) of Resolution 18, by way of a rights issue only) in favour of holders of Ordinary Shares and other persons entitled to participate therein where the equity securities respectively attributable to the interests of all those persons at such record dates as the Directors may determine are proportionate (as nearly as may be) to the respective numbers of equity securities held or deemed to be held by them or are otherwise allotted in accordance with the rights attaching to such equity securities, subject in each case to such exclusions or other arrangements as the Directors may consider necessary or expedient to deal with fractional entitlements or legal difficulties under the laws of any territory or the requirements of a regulatory body or stock exchange or by virtue of shares being represented by depositary receipts or any other matter whatsoever; and
 - b) to the allotment of equity securities or sale of treasury shares (otherwise than pursuant to paragraph (a) of Resolution 15 above) up to a nominal amount of £397,367,

such authority to expire at the conclusion of the next AGM of the Company (or, if earlier, at the close of business on 4 November 2024) but, in each case, the Company may before such expiry make offers or enter agreements which would or might require equity securities to be allotted or shares held by the Company in treasury to be sold or transferred, after the authority expires and the Directors may allot equity securities and/or sell or transfer shares held by the Company in treasury under any such offer or agreement as if the power conferred by this resolution had not expired.

20. That, if Resolution 18 is passed, the Directors be and they are hereby empowered, in addition to any authority granted under Resolution 19, to allot equity securities (as defined in the Companies Act) for cash under the authority given by that resolution and/or to sell Ordinary Shares held by the Company as treasury shares for cash as if section 561 of the Companies Act did not apply to any such allotment or sale, provided that this power shall be limited to:

- a) the allotment of equity securities or sale of treasury shares up to a nominal amount of £397,367; and
- b) used only for the purposes of financing (or refinancing, if the authority is used within twelve months after the original transaction) a transaction which the Board of the Company determines to be an acquisition or other capital investment of a kind contemplated by the Statement of Principles on Disapplying Pre-Emption Rights most recently published by the Pre-Emption Group prior to the date of this notice,

such authority to expire at the conclusion of the next AGM of the Company (or, if earlier, at the close of business on 4 November 2024) but, in each case, the Company may before such expiry make offers or enter agreements which would or might require equity securities to be allotted or shares held by the Company in treasury to be sold or transferred, after the authority expires and the Directors may allot equity securities and/or sell or transfer shares held by the Company in treasury under any such offer or agreement as if the power conferred by this resolution had not expired.

21. That in accordance with sections 366 and 367 of the Companies Act the Company and all companies which are subsidiaries of the Company at the date on which this Resolution 21 is passed or during the period when this Resolution 18 has effect are authorised to:

- a) make political donations to political parties or independent election candidates, as defined in the Companies Act, not exceeding £50,000 in total;
- b) make political donations to political organisations other than political parties, as defined in the Companies Act, not exceeding £50,000 in total; and
- c) incur political expenditure, as defined in the Companies Act, not exceeding £50,000 in total,

during that period beginning with the date of the passing of this resolution and ending on the conclusion of the next annual general meeting of the Company, provided that the authorised sums referred to in paragraphs (a), (b) and (c) above may be comprised of one or more amounts in different currencies which, for the purposes of calculating the said sums, shall be converted into pounds sterling at the exchange rate published in the London edition of the Financial Times on the date on which the relevant donation is made or expenditure incurred (or the first business day thereafter), or, if earlier, on the day on which the Company enters into any contract or undertaking in relation to the same.

22. That the Company is authorised to call any general meeting of the Company other than the annual general meeting by notice of at least 14 clear days during the period beginning on the date of the passing of this resolution and ending on the conclusion of the next annual general meeting of the Company.

By Order of the Board
David Baxter
Company Secretary

Dated 6 July 2023

Registered Office:
Network HQ
508 Edgware Road
The Hyde
London NW9 5AB

Notes:

1. A member entitled to attend and vote at the meeting is entitled to appoint one or more proxies to exercise all or any of his rights to attend, speak and vote at the meeting. A member can appoint more than one proxy in relation to the meeting, provided that each proxy is appointed to exercise the rights attaching to different shares held by the member. A proxy need not be a member of the Company.
2. A form of proxy is provided with this notice and instructions for use are shown on the form. To be valid, completed proxies must be received (together with the power of attorney or other authority, if any, under which it is signed or a notarial certified copy of such power or authority) by Link Group, PXS 1, Central Square, 29 Wellington Street, Leeds, LS1 4DL, not later than 48 hours before the time fixed for the meeting and no account shall be taken of a day that is not a working day.
3. Alternatively, you may submit your instructions using Signal Shares or the LinkVote+ app, please see further details above.
4. The Company specifies, pursuant to Regulation 41 of the Uncertificated Securities Regulations 2001, that only those Shareholders whose names are entered in the register of members of the Company as at close of business on 2 August 2023 (or, if the meeting is adjourned, on the date which is two days before the time of the adjourned meeting) shall be entitled to vote at the Annual General Meeting in respect of the number of shares registered in their names at that time. Changes to entries on the register of members after that time shall be disregarded in determining the rights of any person to vote at the meeting.
5. CREST members who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service may do so for the meeting and any adjournment(s) thereof by using the procedures described in the CREST Manual. Shareholders and their corporate representatives are strongly encouraged not to appoint any proxy other than the Chair of the AGM to attend. 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.
6. In order for a proxy appointment or instruction made using a CREST service to be valid, the appropriate CREST message (a "**CREST Proxy Instruction**") must be properly authenticated in accordance with Euroclear UK & International Limited's ("**EUI**") specifications and must contain the information required for such instructions, as described in the CREST Manual (www.euroclear.com). The message, regardless of whether it constitutes the appointment of a proxy or an amendment to the instructions given to a previously appointed proxy must, in order to be valid, be transmitted so as to be received by the issuer's agent (ID RA10) by the latest time(s) for receipt of proxy appointment specified in note 2 above. 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 Applications Host) from which the issuer's agent is able to retrieve the message by enquiry to CREST in the manner prescribed by CREST).

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.

7. CREST members and, where applicable, their CREST sponsors or voting service providers should note that EUI does not make available special procedures in CREST for any particular messages. Normal systems 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 or sponsored member or has appointed a voting service provider(s), to procure that his 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 providers are referred in particular, to those sections of the CREST Manual concerning practical limitations of the CREST system and timings.

8. If you are an institutional investor, you may be able to appoint a proxy electronically via the Proxymity platform. Please see further details above.
9. To appoint more than one proxy, (an) additional proxy form(s) may be obtained by contacting Link Asset Services or you may photocopy the proxy form. If you appoint more than one proxy, each proxy must be appointed to exercise the rights attached to a different share or shares held by you. Please indicate in the box next to the proxy's name the number of shares in relation to which they are 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 should be returned together in the same envelope.
10. In the case of joint holders, where more than one of the joint holders' purports to appoint a proxy, only the appointment submitted by the most senior holder will be accepted. Seniority is determined by the order in which the names of the joint holders appear in the Company's register of members in respect of the joint holding (the first-named being the most senior).
11. In accordance with section 325 of the Companies Act, the right to appoint proxies does not apply to persons nominated to receive information rights under section 146 of the Companies Act, persons nominated to receive information rights under section 146 of the Companies Act who have been sent a copy of this notice of meeting are hereby informed, in accordance with section 149(2) of the Companies Act, that they may have a right under an agreement with the registered member by whom they were nominated to be appointed, or to have someone else appointed, as a proxy for this meeting. If they have no such right, or do not wish to exercise it, they may have a right under such an agreement to give instructions to the member as to the exercise of voting rights. Nominated persons should contact the registered member by whom they were nominated in respect of these arrangements.
12. To change your proxy instructions, you may return a new proxy appointment using the methods set out above. Where you have appointed a proxy using the hard copy proxy form and would like to change the instructions using another hard copy proxy form, please contact Link Group, PXS 1, Central Square, 29 Wellington Street, Leeds, LS1 4DL. The deadline for receipt of proxy appointments (see above) also applies in relation to amended instructions. Any attempt to terminate or amend a proxy appointment received after the relevant deadline will be disregarded. Where two or more valid separate appointments of proxy are received in respect of the same share in respect of the same meeting, the one which is last sent shall be treated as replacing and revoking the other or others.
13. A corporate shareholder may authorise a person or persons to act as its representative(s) in relation to the AGM. Each such representative may exercise (on behalf of the corporation) the same powers as the corporation could exercise if it were an individual shareholder in the Company, provided that he or she does not do so in relation to the same shares. It is no longer necessary to nominate a designated corporate representative.
14. Unless otherwise indicated on the form of proxy, CREST, Proxymity or any other electronic voting instruction, the proxy will vote as they think fit or, at their discretion, withhold from voting.
15. You may not use any electronic address provided either in this notice of annual general meeting or any related documents (including the form of proxy) to communicate with the Company for any purposes other than those expressly stated.

16. As at 30 June 2023 (being the last practicable business day before the publication of this Notice), the Company's issued share capital consisted of 79,955,722 Ordinary Shares carrying one vote each, including 482,276 shares held in treasury. Therefore, the total voting rights in the Company are 79,473,446.
17. Members satisfying the thresholds in section 527 of the Companies Act 2006 can require the Company to publish a statement on its website setting out any matter relating to:
- (a) the audit of the Company's accounts (including the auditor's report and the conduct of the audit) that are to be laid before the meeting; or
 - (b) any circumstances connected with an auditor of the Company ceasing to hold office since the last Annual General Meeting, that the members propose to raise at the meeting.

The Company cannot require the members requesting the publication to pay its expenses in complying with sections 527 or 528 of the Companies Act 2006. Any statement placed on the website must also be sent to the Company's auditors no later than the time it makes its statement available on the website. The business which may be dealt with at the meeting includes any statement that the Company has been required to publish on its website.

18. The following documents are available for inspection at the registered office of the Company (Network HQ, 508 Edgware Road, The Hyde, London, NW9 5AB) during normal business hours on each weekday (public holidays excluded) from the date of this notice until the close of the meeting and at the place of the meeting for 15 minutes prior to and during the meeting:
- (a) copies of the executive directors' service contracts with the Company;
 - (b) copies of letters of appointment of each of the non-executive directors; and
 - (c) rules of the TPIP and the Omnibus Plan.
19. The draft rules of the Telecom Plus Incentive Plan and the Telecom Plus Omnibus Plan will be available for inspection on the National Storage Mechanism at <https://data.fca.org.uk/#/nsm/nationalstoragemechanism> from the date of sending this Notice of AGM.

A copy of this Notice, and other information required by section 311A of the Companies Act, can be found at the Company's website (www.telecomplus.co.uk).

APPENDIX 1 - Summaries of the principal features of the Telecom Plus Incentive Plan (the “TPIP”) and The Telecom Plus Omnibus Plan (the “Omnibus Plan”)

The TPIP

Introduction

The TPIP comprises a discretionary annual incentive scheme together with provisions for the mandatory deferral of a proportion of the cash amounts payable into shares, under which awards may be made to selected employees or executive directors (“Participants”) of the Company or any of its subsidiaries (the “Group”).

The Remuneration Committee of the board (the “Committee”) will be responsible for the operation of the TPIP. Awards (“Cash Awards”) comprising a conditional right to receive a cash amount, subject to the achievement of a performance target (which may comprise a combination of separate targets) measured over a financial year will be made to Participants. Following the determination of the extent to which the performance target has been met, a proportion of the cash amount due under a Cash Award is deferred into shares (a “Deferred Share Award”) which will vest at the end of a deferral period (which will typically be two years), subject to the Participant’s continued employment.

The TPIP may also be used to provide awards to new employees in order to compensate them for any forfeited awards from their previous employer (“Buy-Out Awards”).

Deferred Share Awards made under the TPIP will normally be nil-cost options to acquire shares in the Company at no cost to the Participant. Deferred Share Awards may also be made as conditional share awards or awards of restricted shares.

An Award may not be made more than 10 years after the date of shareholder approval of the TPIP.

Deferred Share Awards may be satisfied by the issue of new shares or by the transfer of shares held in treasury or by the trustee of an employee benefit trust.

Awards under the TPIP are not pensionable.

Eligibility

A Participant must be an employee or executive director of the Group at the time an award is made. Participation in the TPIP will be at the discretion of the Committee.

Individual limits

As stated in the Directors’ remuneration policy report which is being put to shareholders as Resolution 3, the maximum annual amount which may be paid out under a Cash Award (including under any related Deferred Share Award) may not exceed 350% of the Participant’s annual rate of basic salary at the date of grant. The Committee may specify another limit from time to time, subject (in the case of a higher limit) to the approval of a revised Directors’ remuneration policy by the Company’s shareholders.

The aforementioned limits do not apply to Buy-Out Awards.

Performance targets

A Cash Award will be subject to a performance target which will be set by the Committee at the time the Cash Award is made.

The Committee may vary or waive the performance target applying to a Cash Award if an event occurs which causes the Committee to consider that the performance target is no longer appropriate, provided that such variation or waiver is reasonable in the circumstances and, except in the case of a waiver, produces a fairer measure of performance and is not materially less difficult to satisfy.

Leaving employment before Cash Awards vest

If a Participant ceases to be employed within the Group for any reason before a Cash Award made to them vests, then that Cash Award will normally lapse.

If the reason for cessation of the Participant's employment is death, injury or disability, redundancy, retirement, the sale of their employing business or company, or if the Committee in its discretion determines in any other particular case, the Committee may determine that the Cash Award will continue as normal. In this case, any value which becomes payable under the Cash Award will be time pro-rated (relative to the portion of the relevant financial year which has elapsed as at the time of leaving).

The Committee may vary the time pro-rating applied to allow a greater proportion of the Cash Award to vest.

Deferral into shares

The Committee will determine the extent to which the performance target applicable to a Cash Award has been met following the end of the relevant financial year, and accordingly the cash amount payable under that Cash Award. Subject to any applicable minimum cash payment under the Cash Award, a proportion of the cash amount shall be deferred into a Deferred Share Award.

Grant of Deferred Share Awards

Deferred Share Awards will be granted as soon as practicable following the determination of the extent to which the performance target applicable to the relevant award has been met, subject to the Company not being prevented from granting awards over shares by restrictions on dealings in shares by Directors or employees of the Group imposed by statute, order, regulation, Government directive or the Company's own code on dealings in its securities by Directors and employees. No payment will be required for the grant of a Deferred Share Award and Deferred Share Awards are not transferable (except on death).

An award certificate shall be issued to each Participant as soon as reasonably practicable following the grant of the Deferred Share Award, setting out the details of the award.

Dilution limits

Deferred Share Awards cannot be made in accordance with the TPIP if it would cause the number of shares issued or issuable under any employee share scheme operated by the Company (excluding the Telecom Plus PLC Long Term Incentive Plan 2016) in the preceding 10 years to exceed 12% of the Company's issued ordinary share capital at that time.

The above limit excludes any share awards which lapse, as well as any share awards which are satisfied by the transfer of existing shares. However, for as long as is required by guidelines issued by the Investment Association, the transfer of treasury shares will be treated as an issue of new shares.

Vesting of Deferred Share Awards

Deferred Share Awards will normally vest 2 years after they are granted. A Deferred Share Award which is an option will lapse 10 years after the date on which it is granted.

Holding Period

Shares acquired under Deferred Share Awards will be subject to a holding period for two years after vesting during which the Participant may not sell or transfer the shares, except to cover any tax payable in relation to the vesting or exercise of the Deferred Share Award.

Malus

At any time before a cash payment is made or Deferred Share Award has vested the Committee may reduce the cash amount or number of shares subject to the relevant award if any of the following events occur:

- the discovery of a material misstatement in the accounts of the Company or another member of the Group;
- a regulatory breach by the Group resulting in material financial or reputational harm;
- the discovery of an error in the assessment of the extent to which a performance target applicable to a Participant's cash payment has been satisfied;
- action or conduct of the Participant amounting to fraud or gross misconduct;
- events or behaviour of the Participant leading to the censure or reputational damage to a Group member;
- a material failure of risk management of the Company, a Group member or a business unit of the Group;
- insolvency or corporate failure of the Company or any Group member or business of the Group for which the Participant is wholly or partly responsible; and/or
- any other circumstances that the Board in its discretion considers to be similar in their nature or effect to those outlined above, during or in respect of the Financial Year over which the Cash Award was earned.

Clawback

Where a cash payment has been made or a Deferred Share Award has vested (or, in the case of a Deferred Share Award which is an option, been exercised), the Committee may require the Participant to transfer all or a proportion of the value received under the cash payment or Deferred Share Award in substantially the same circumstances as apply to malus (as described above) for a period of two years after the cash payment and two years following the vesting date of a Deferred Share Award. Clawback may be effected, among other means, by requiring the transfer of shares back to the Company or as it directs, or by a cash payment.

Leaving employment during the vesting period of a Deferred Share Award

If a Participant ceases to be employed within the Group during the vesting period, a Deferred Share Award granted to them will normally lapse.

If the reason for cessation of the Participant's employment is death, injury or disability, redundancy, retirement, the sale of their employing business or company, or if the Committee in its discretion determines in any other particular case, the Participant may retain the Deferred Share Award and it shall continue to vest in accordance with its original terms.

Alternatively, the Committee may determine that the Deferred Share Award will vest immediately upon the cessation of employment. A Deferred Share Award which is an option will ordinarily lapse if it has not been exercised within 6 months of cessation of employment or, if later, when it becomes exercisable.

Normally, in either case, the proportion of the Deferred Share Award which vests will be pro rated by reference to the period beginning from the start of the financial year to which the relevant Cash Award related, until the normal vesting date.

The Committee may vary the time pro-rating applied to allow a greater proportion of the Deferred Share Award to vest.

Takeover, reconstruction etc.

In the event of a takeover, reconstruction, amalgamation or winding up of the Company or, if the Committee determines, where the Company is affected by a demerger or similar other event, a Deferred Share Award will vest immediately. The Deferred Share Award may be exchanged for an award over shares in an acquiring company if an offer to exchange is made and accepted by the Participant or if the Committee, with consent of the acquiring company, determines that Deferred Share Awards should automatically be exchanged.

If the Committee is aware that an event described above is likely to occur and will result in Deferred Share Awards vesting in circumstances where the Company's entitlement to a corporation tax deduction may be lost, the Committee may determine that the time that Deferred Share Awards vest shall be immediately before such event takes place.

Variations of share capital

In the event of a variation of the share capital of the Company, including by way of a capitalisation issue, rights issue, demerger or other distribution, a special dividend or distribution, rights offer or bonus issue or any sub-division, consolidation, or reduction in the Company's share capital, either or both of the number of shares and the description of the shares subject to a Deferred Share Award may be adjusted in such manner as the Committee determines.

Rights attaching to shares

A Deferred Share Award will not confer any shareholder rights, such as the right to vote or to receive any dividend, where the record date is prior to the allotment or transfer of shares to the Participant following the vesting of the Deferred Share Award.

A Participant will be entitled to receive a payment in cash or shares upon their acquisition of the shares subject to their Deferred Share Award in respect of dividends on those shares. The payment will be of an amount equal to any dividends paid on the number of shares acquired pursuant to the Deferred Share Award during the period from the date that the Deferred Share Award was made to the date that the Participant acquires the shares.

A further payment may also be made in respect of interest on any such dividends from the date the dividend was paid to the date that the Participant acquires the shares, at a rate determined by the Committee.

Amendments

The Committee may amend the rules of the TPIP at any time. However, the provisions relating to eligibility requirements, individual participation limits, dilution limits, the basis for determining a Participant's entitlement to benefits under the TPIP, the adjustments that may be made in the event of a variation of share capital and the amendment provisions themselves may not be made to the advantage of existing or future Participants without the prior approval of shareholders of the Company in general meeting.

There are exceptions for minor amendments to benefit the administration of the TPIP or to take account of a change in legislation or to obtain or maintain favourable tax, exchange control or regulatory treatment for Participants, the Company or another member of the Group. Additionally, no amendment can be made which would adversely affect the rights of existing Participants without their consent.

The Omnibus Plan

Introduction

The Omnibus Plan is a discretionary incentive plan allowing for the grant of a variety of awards over shares in the Company ("Awards") to be made to employees ("Participants") of the Company or any of its subsidiaries (the "Group"). It is intended that the Omnibus Plan will replace the Company's existing CSOP scheme currently in place for employees.

The Committee will be responsible for the operation of the Omnibus Plan.

Awards made under the Omnibus Plan may take the form of options to acquire shares in the Company, conditional share awards or awards of restricted shares. The Omnibus Plan also allows for the grant of tax-advantaged Company Share Option Plan ("CSOP") options over the Company's shares.

The Omnibus Plan may be used for the grant of Awards which are subject to performance conditions and continued employment ("PSP Awards"), Awards which are normally subject to continued employment only ("RSP Awards") and Awards which defer part of the Participant's annual bonus into Awards over shares in the Company ("DSP Awards"). The Omnibus Plan may also be used to provide Awards to new employees in order to compensate them for any forfeited awards from their previous employer ("Buy-Out Awards"). The vesting of some Awards will be subject to the achievement of a performance target (which may comprise a combination of separate targets) measured over a specified period. Awards may be satisfied by the issue of new shares or by the transfer of shares held in treasury or by the trustee of an employee benefit trust.

Eligibility

A Participant must be an employee of the Group at the time an Award is made. Participation in the Omnibus Plan will be at the discretion of the Committee.

Dilution limits

An Award may not be made under the Omnibus Plan if it would cause the number of shares issued or issuable under any employee share scheme operated by the Company (excluding the Telecom Plus PLC Long Term Incentive Plan 2016) in the preceding 10 years to exceed 12% of the Company's issued ordinary share capital at that time.

The above limit excludes any share awards which lapse, as well as any share awards which are satisfied by the transfer of existing shares. However, for as long as is required by guidelines issued by the Investment Association, the transfer of treasury shares will be treated as an issue of new shares.

Grant of Awards

An Award may not be granted when prevented by restrictions on dealings in shares by directors or employees of the Group imposed by statute, order, regulation, Government directive or the Company's own code on dealings in its securities by directors and employees.

An Award may not be made more than 10 years after the date of shareholder approval of the Omnibus Plan.

Otherwise, an Award may be made at any time.

No payment will be required for the grant of an Award and Awards are not transferable (except on death). Awards are not pensionable.

Vesting of Awards

PSP Awards will normally vest 3 years after they are made, subject to the satisfaction of the applicable performance target. DSP Awards will normally vest 3 years after they are made. RSP Awards will normally vest on a date specified when they are made.

An Award which is an option will lapse 10 years after the date on which it is granted.

Performance targets

A PSP Award will be subject to a performance target which will be set by the Committee at the time the award is made, and which must be satisfied before the award can vest.

The vesting of any Award other than a PSP Award will be subject to the satisfaction of any applicable conditions set by the Committee on or before the date that the Award was granted.

The Committee may vary or waive the performance target applying to an Award if an event occurs which causes the Committee to consider that the performance target is no longer appropriate, provided that such variation or waiver is reasonable in the circumstances and, except in the case of a waiver, produces a fairer measure of performance and is not materially less difficult to satisfy.

Malus

At any time before an Award under the Omnibus Plan has vested the Committee may reduce the number of shares subject to the relevant award if any of the following events occur:

- the discovery of a material misstatement in the accounts of the Company or another member of the Group;
- a regulatory breach by the Group resulting in material financial or reputational harm;
- the discovery of an error in the assessment of the extent to which a performance target applicable to a Participant's cash payment has been satisfied;
- action or conduct of the Participant amounting to fraud or gross misconduct;
- events or behaviour of the Participant leading to the censure or reputational damage to a Group member;
- a material failure of risk management of the Company, a Group member or a business unit of the Group; or
- insolvency or corporate failure of the Company or any Group member or business of the Group for which the Participant is wholly or partly responsible; and/or
- any other circumstances that the Board in its discretion considers to be similar in their nature or effect to those outlined above.

Clawback

Where an Award has vested (or, in the case of an Award which is an option, been exercised), the Committee may require the Participant to transfer all or a proportion of the value received on vesting or exercise in substantially the same circumstances as apply to malus (as described above) for a period of two years following the vesting date of an Award. Clawback may be effected, among other means, by requiring the transfer of shares back to the Company or as it directs, or by a cash payment.

Holding period

Shares acquired under an Award may be subject to a holding period during which the Participant may not transfer or sell the shares, except to cover any tax arising in relation to the vesting or exercise of the Award.

Leaving employment

If a Participant ceases to be employed within the Group during the vesting period, then their award will normally lapse.

If the reason for cessation of the Participant's employment is death, injury or disability, redundancy, retirement, the sale of their employing business or company, or if the Committee in its discretion determines in any other particular case, the Award will continue as normal.

Alternatively, the Committee may determine that the Award will vest immediately upon the cessation of employment, subject to the Committee's assessment of the extent to which any applicable performance target or other conditions applicable to the Award shall be deemed to be met at that time.

In either case, normally the vesting of the Award will be time pro-rated (according to the proportion of the vesting period which has then elapsed).

The Committee may vary the time pro-rating applied to allow a greater proportion of the Award to vest.

An Award which is an option will ordinarily lapse if it has not been exercised within 6 months of cessation of employment or, if later, when it becomes exercisable.

Takeover, reconstruction etc.

In the event of a takeover, reconstruction, amalgamation or winding up of the Company or if the Committee determines where the Company is affected by a demerger or similar other event, a time pro-rated proportion of an Award (according to the part of the performance period which has then elapsed) will vest immediately, subject to the Committee's assessment of the extent to which the applicable performance target shall be deemed to be met at that time. The Committee may vary the time pro-rating applied to allow a greater proportion of the Award to vest.

The Award may be exchanged for an award over shares in an acquiring company if an offer to exchange is made and accepted by the Participant or if the Committee, with consent of the acquiring company, determines that Awards should automatically be exchanged.

If the Committee is aware that an event described above is likely to occur and will result in Awards vesting in circumstances where the Company's entitlement to a corporation tax deduction may be lost, the Committee may determine that the time that Awards vest shall be immediately before such event takes place.

Variations of share capital

In the event of a variation of the share capital of the Company, including by way of a capitalisation issue, rights issue, demerger or other distribution, a special dividend or distribution, rights offer or bonus issue or any sub-division, consolidation, or reduction in the Company's share capital, either or both of the number of shares and the description of the shares subject to an Award may be adjusted in such manner as the Committee determines.

Rights attaching to shares

An Award will not confer any shareholder rights, such as the right to vote or to receive any dividend, where the record date is prior to the allotment or transfer of shares to the participant following the vesting of the Award. A Participant may be entitled to receive a payment in cash or shares upon their acquisition of the shares subject to their Award in respect of dividends on those shares. The payment will be of an amount equal to any dividends paid on the number of shares acquired pursuant to the Award during the period from the date that the Award was made to the date that the participant acquires the shares.

A further payment may also be made in respect of interest on any such dividends from the date the dividend was paid to the date that the Participant acquires the shares, at a rate determined by the Committee.

Amendments

The Committee may amend the rules of the Omnibus Plan at any time. However, the provisions relating to eligibility requirements, individual participation limits, dilution limits, the basis for determining a Participant's entitlement to benefits under the Omnibus Plan, the adjustments that may be made in the event of a variation of share capital and the amendment provisions themselves may not be made to the advantage of existing or future Participants without the prior approval of shareholders of the Company in general meeting.

There are exceptions for minor amendments to benefit the administration of the Omnibus Plan or to take account of a change in legislation or to obtain or maintain favourable tax, exchange control or regulatory treatment for Participants, the Company or another member of the Group. Additionally, no amendment can be made which would adversely affect the rights of existing Participants without their consent.

CSOP Schedule

The Omnibus Plan rules include a schedule which allows for the grant of tax advantaged CSOP options over the Company's shares.

The draft rules of the Telecom Plus Incentive Plan and the Telecom Plus Omnibus Plan (the "Plans") will be available for inspection on the National Storage Mechanism at: <https://data.fca.org.uk/#/nsm/nationalstoragemechanism> from the date of sending this Notice of AGM. The draft rules of the Plans will also be on display at the place of the AGM for 15 minutes prior to and during the AGM.