

Company no 7866062

The Companies Act 2006
(the "Act")

Private company limited by shares

Written resolution

of

New BBED Limited
(the "Company")

13 December 2012
(the "Circulation Date")

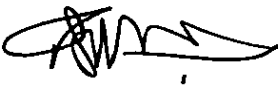
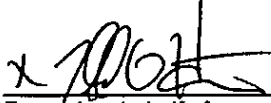
Pursuant to Chapter 2 of Part 13 of the Act, the directors of the Company propose that the following resolution be passed as an ordinary resolution

That the directors of the Company be and they are authorised to capitalise the sum of £500,656,741 (being part of the amount standing to the credit of the Company's merger reserve) and be applied in paying up in full two unissued deferred shares of £0.01 each in the capital of the Company each to be allotted and issued credited as fully paid up (at a premium of £250,328,370.49 per share) to the shareholders of the Company

Important.

Please read the notes at the end of this document before signifying your agreement to the resolution.

The undersigned, being the person(s) entitled to vote on such resolutions on the Circulation Date (see Notes 4 and 5), hereby irrevocably agrees to the resolution

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|---|--|
|  For and on behalf of Carphone Warehouse Group plc holder of 154,663,002 ordinary shares & 1 deferred share Date <u>13.12.2012</u> |  For and on behalf of Best Buy Distributions Limited holder of 154,663,002 ordinary shares Date <u>13 12 2012</u> |
|---|--|

WEDNESDAY



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COMPANIES HOUSE