

DATED

29 December

2009

Universal Telecom Limited

- and -

**Susan Mary Holland, Sally Ann Malthouse, Simon John Best, Kevin Douglas Boyle,
Allan John Bedford, Jean Mary Witte, Daniel Williams, David John Coates,
Phillip James Holland, Michael George Holland and Graham Harry Michael Gerred**

DEED OF REMOVAL OF THE INDEPENDENT TRUSTEE

relating to the

UNIVERSAL GROUP EXECUTIVE PENSION FUND

PRICEWATERHOUSECOOPERS  LEGAL

1 Embankment Place

London WC2N 6DX

Tel: +44 (0)20 7212 1616

Fax: +44 (0)20 7212 1570

886255/Universal/UGEPP

THIS DEED IS MADE on the 29th day of December 2009.

PARTIES

- (1) **Universal Telecom Limited** (company number 03513467) (the "**Principal Employer**"); and
- (2) **Susan Mary Holland, Sally Ann Malthouse, Simon John Best, Kevin Douglas Boyle, Allan John Bedford, Jean Mary Witte, Daniel Williams, David John Coates, Phillip James Holland, Michael George Holland and Graham Harry Michael Gerred** (the "**Continuing Trustees**").

BACKGROUND

- A. This deed is supplemental to a trust deed and rules dated 17 November 2006 (the "**Trust Deed**" and the "**Rules**") which govern the Universal Group Executive Pension Fund (the "**Scheme**") which are the definitive Rules of the Scheme.
- B. Rowanmoor Trustees Limited (company number 01846413) is the "**Independent Trustee**" in relation to the Scheme, as defined in the Rules.
- C. The Continuing Trustees and the Independent Trustee together are the current trustees of the Scheme.
- D. The Principal Employer wishes to remove the Independent Trustee as a trustee of the Scheme. Clause 5.3 of the Trust Deed says that the Principal Employer may by deed appoint new or additional Trustees or remove any Trustee, including the Independent Trustee.

EFFECT OF THIS DEED

1 REMOVAL OF THE INDEPENDENT TRUSTEE

- 1.1 With effect from the date of this deed and in exercise of their power under Clause 5.3 of the Trust Deed, the Principal Employer hereby removes the Independent Trustee as a trustee of the Scheme.
- 1.2 By Clause 5.7 the Independent Trustee is discharged from the trusts of the Scheme.

2 COUNTERPARTS

This deed may be executed in any number of counterparts (but will not be effective until each party has executed at least one counterpart), each of which, when executed, will be an original and which together have the same effect as if each party had executed the same document.

3 GOVERNING LAW AND JURISDICTION

- 3.1 This deed and any dispute or claim arising out of or in connection with it or its subject matter shall be governed by and construed in accordance with the law of England and Wales.
- 3.2 The parties irrevocably agree that the courts of England shall have exclusive jurisdiction to settle any dispute or claim which arises out of or in connection with this deed or its subject matter.

This document has been executed as a deed and is delivered and takes effect on the date stated at the beginning of it.

EXECUTED as a Deed
by **Universal Telecom Limited**
acting by two directors or by one director and the
company secretary:

Signature

Director

Signature

Director/Secretary

EXECUTED as a Deed by
Susan Mary Holland in the
presence of the witness named below and

Signature of Witness

Name of Witness

Address

EXECUTED as a Deed by
Sally Ann Malthouse in the
presence of the witness named below and

Signature of Witness

Name of Witness

Address

EXECUTED as a Deed by
Simon John Best in the
presence of the witness named below and

Signature of Witness

Name of Witness

Address

)
)
)
)

)
)
)

)
)
)


)
)
)

EXECUTED as a Deed by
Kevin Douglas Boyle in the
presence of the witness named below and

Signature of Witness

Name of Witness

Address

)
)
)



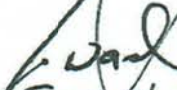
Simon Wade
118A HARTFIELD ROAD
UXBRIDGE
UB8 1LN

EXECUTED as a Deed by
Allan John Bedford in the
presence of the witness named below and

Signature of Witness

Name of Witness

Address



)
)
)


Simon Wade
118A HARTFIELD ROAD
UXBRIDGE UB8 1LN.

EXECUTED as a Deed by
Jean Mary Witte in the
presence of the witness named below and

Signature of Witness

Name of Witness

Address



)
)
)


Simon Wade
118A HARTFIELD ROAD
UXBRIDGE UB8 1LN

EXECUTED as a Deed by
Daniel Williams in the
presence of the witness named below and

Signature of Witness

Name of Witness

Address

)
)
)


Simon Wade
118A HARTFIELD ROAD
UXBRIDGE UB8 1LN

EXECUTED as a Deed by
David John Coates in the
presence of the witness named below and

Signature of Witness

Name of Witness

Address

)
)
)

[Signature]

Simon Wadde

118A HARTFIELD ROAD

UXBIDGE

UB8 1PN

EXECUTED as a Deed by
Phillip James Holland in the
presence of the witness named below and

Signature of Witness

Name of Witness

Address

)
)
)

[Signature]

Simon Wadde

118A HARTFIELD ROAD

UXBIDGE

UB8 1PN

EXECUTED as a Deed by
Michael George Holland in the
presence of the witness named below and

Signature of Witness

Name of Witness

Address

)
)
)

[Signature]

Simon Wadde

118A HARTFIELD ROAD

UXBIDGE

UB8 1PN

EXECUTED as a Deed by
Graham Harry Michael Gerred in the
presence of the witness named below and

Signature of Witness

Name of Witness

Address

)
)
)

[Signature]

Simon Wadde

118A HARTFIELD ROAD

UXBIDGE

UB8 1PN