

UNDERTAKING  
FROM  
EIRCOM HOLDINGS (IRELAND) LIMITED

William Fry Solicitors  
2 Grand Canal Square  
Dublin 2

RECITALS:

- A. The eircom Group intends to implement an internal reorganization on 1 July 2015.
- B. This will involve, *inter alia*, the transfer by eircom Limited ("eircom"), currently the main operating company in the eircom Group, of all its business and assets to a newly incorporated Jersey company also called eircom Limited ("New eircom").
- C. Eircom Holdings (Ireland) Limited ("eircom Holdings") is the immediate holding company of New eircom.
- D. As the reorganisation of the eircom Group involves the transfer of licences from eircom to New eircom, the Commission for Communications Regulation has been requested by eircom to give various regulatory consents in relation to the transfers and assignments of these licences.

**NOW THIS DEED IRREVOCABLY WITNESSETH** as follows:

1. Eircom Holdings being an Irish registered company (registered number 512352) and having its registered office at 1 Heuston South Quarter, St John's Road, Dublin 8 (whether acting by itself or by its directors, officers, employees, agents, subsidiaries or otherwise) **HEREBY IRREVOCABLY UNDERTAKES** to the Commission for Communications Regulation, of Abbey Court, Irish Life Centre, Lower Abbey Street, Dublin 1:
  - (i) to procure that the written resolution of the members of New eircom (being a Jersey-incorporated subsidiary of eircom Holdings) under Article 113(1)(c) of the Companies (Jersey) Law 1991 as set out in appendix 1 to this Undertaking (the "Resolution") is passed by the members of New eircom; and
  - (ii) to procure that the Resolution is not revoked, varied or disapplied while this Undertaking is in existence.
2. This Undertaking shall exist in perpetuity for so long as New eircom is a member of the eircom Group and shall apply to eircom Holdings' successors and assigns provided however that this Undertaking shall terminate in the event that New eircom ceases to provide telecommunication networks or services provided that obligations substantially equivalent to those set out in clause 1 of this Undertaking (whether by operation of law or contract) apply to the operating company or companies in the eircom Group that subsequently provide such networks or services to the extent applicable at that time.
3. This Undertaking shall be governed by and construed in accordance with the laws of Ireland. eircom Holdings hereby irrevocably submits to the jurisdiction of the courts of Ireland in respect of all disputes in relation to this Deed.

GIVEN under the common seal  
of and delivered as a DEED by  
**Eircom Holdings (Ireland) Limited**  
in the presence of:

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Signature Director  
Print name

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Signature Director/Secretary  
Print name

APPENDIX 1

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**eircom Limited (the Company)**

(a company incorporated in Jersey with registered number 116389)

**Written resolution of all the members of the Company**

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We are all of the members of the Company as at the date of this resolution.

Pursuant to Article 20 of the Company's articles of association and Article 95 of the Companies (Jersey) Law (the **Law**), we hereby resolve to pass the following resolution as an ordinary resolution.

**Ordinary Resolution**

**THAT:**

- (a) in accordance with Article 113(1)(c) of the Law, the Company be required to appoint auditors to examine and report upon the accounts of the Company in accordance with the Law;
- (b) the directors of the Company be authorised and instructed to select and appoint the auditors (and to fix their remuneration) on such terms as the directors may think fit; and
- (c) the requirement for the Company to maintain the appointment of auditors shall continue to apply unless and until this resolution is revoked by further resolution of the Company.

WF-9885814-11.EXV

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