

[FORM OF CERTIFICATE OF TRANSFER]

Citibank, N.A., London Branch
 Citigroup Centre - Canada Square
 Canary Wharf
 London E14 5LB
 United Kingdom

Citigroup Global Markets Deutschland AG
 5th Floor Reuterweg 16
 60323 Frankfurt
 Germany
 Attention of: Agency & Trust

Re: **9.500% Senior Secured Notes due 2018 (the "Notes")**

Reference is hereby made to the Indenture, dated as of March 31, 2011, among Phones4u Finance plc, as the Issuer, Citibank, N.A., London Branch, as Trustee (the "*Trustee*"), ING Bank N.V., London Branch, as Security Agent, as Principal Paying Agent and Transfer Agent, and Citigroup Global Markets Deutschland AG, as Registrar, (the "*Indenture*"). Capitalized terms used but not defined herein shall have the meanings given to them in the Indenture.

_____, (the "*Transferor*") owns and proposes to transfer the Note/Notes or interest in such Note/Notes (the "*Book-Entry Interest*") specified in Annex A hereto, in the principal amount of £ _____ in such Note/Notes or interests (the "*Transfer*"), to _____ (the "*Transferee*"), as further specified in Annex A hereto. In connection with the Transfer, the Transferor hereby certifies that:

[CHECK ALL THAT APPLY]

1. ☐ **Check if Transfer is Pursuant to Rule 144A.** The Transfer is being effected pursuant to and in accordance with Rule 144A under the U.S. Securities Act of 1933 (the "*Securities Act*"), and, accordingly, the Transferor hereby further certifies that the Book-Entry Interest or Definitive Registered Note is being transferred to a Person that the Transferor reasonably believed and believes is purchasing the Book-Entry Interest or Definitive Registered Note for its own account, or for one or more accounts with respect to which such Person exercises sole investment discretion, and such Person and each such account is a "qualified institutional buyer" within the meaning of Rule 144A to whom notice was given that the Transfer was being made in reliance on Rule 144A and such Transfer is in compliance with any applicable securities laws of any state of the United States or any other jurisdiction. Upon consummation of the proposed Transfer in accordance with the terms of the Indenture, the transferred Book-Entry Interest or Definitive Registered Note will be subject to the restrictions on transfer enumerated in the Restricted Notes Legend printed on the Rule 144A Global Note and/or the Rule 144A Definitive Registered Note and in the Indenture and the Securities Act.
2. ☐ **Check if Transfer is pursuant to Regulation S.** The Transfer is being effected pursuant to and in accordance with Regulation S under the Securities Act and, accordingly, the Transferor hereby further certifies that (i) the Transfer is not being made to a Person in the United States and (A) at the time the buy order was originated, the Transferee was outside the United States or such Transferor and any Person acting on its behalf reasonably believed and believes that the Transferee was outside the United States or (B) the transaction was executed

in, on or through the facilities of a designated offshore securities market and neither such Transferor nor any Person acting on its behalf knows that the transaction was prearranged with a buyer in the United States; (ii) no directed selling efforts have been made in contravention of the requirements of Regulation S under the Securities Act; (iii) the transaction is not part of a plan or scheme to evade the registration requirements of the Securities Act; and (iv) if the Transfer is being made prior to the expiration of the Restricted Period, the transfer is not being made to a U.S. Person or for the account or benefit of a U.S. Person (other than an Initial Purchaser). Upon consummation of the proposed transfer in accordance with the terms of the Indenture, the transferred beneficial interest or Definitive Registered Note will be subject to the restrictions on transfer printed on the Regulation S Global Note and/or the Regulation S Definitive Registered Note and contained in the Securities Act, the Indenture and any applicable securities laws of any state of the United States or any other jurisdiction.

3. ☐ **Check if Transfer is Pursuant to Other Exemption.** (i) The Transfer is being effected pursuant to and in compliance with an exemption from the registration requirements of the Securities Act other than Rule 144A or Regulation S and in compliance with the transfer restrictions contained in the Indenture and any applicable blue sky securities laws of any State of the United States and (ii) the restrictions on transfer contained in the Indenture and the Restricted Notes Legend are not required in order to maintain compliance with the Securities Act. Upon consummation of the proposed Transfer in accordance with the terms of the Indenture, the transferred beneficial interest or Definitive Registered Note will not be subject to the restrictions on transfer enumerated in the Restricted Notes Legend.

4. ☐ **Check if Transfer is pursuant to Rule 144.** (i) The Transfer is being effected Pursuant to and in accordance with Rule 144 under the Securities Act and in compliance with the transfer restrictions contained in the Indenture and any applicable securities laws of any state of the United States or any other jurisdiction; (ii) the Transferor is not (and during the three months preceding the Transfer was not) an Affiliate of the Issuer; (iii) at least one year has elapsed since such Transferor for any previous transferor of such Book-Entry Interest or Definitive Registered Note that was not an Affiliate of the Issuer) acquired such Book-Entry Interest or Definitive Registered Note from the Issuer or an Affiliate of the Issuer, and (iv) the restrictions on transfer contained in the Indenture and the Restricted Notes Legend are not required in order to maintain compliance with the Securities Act. Upon consummation of the proposed Transfer in accordance with the terms of the Indenture, the transferred Book-Entry Interest or Rule 144A Definitive Registered Note will no longer be subject to the restrictions on transfer enumerated in the Restricted Notes Legend printed on the Rule 144A Global Note and/or the Rule 144A Definitive Registered Note and in the Indenture.

This certificate and the statements contained herein are made for your benefit and the benefit of the Issuer and the Registrar.

[Insert Name of Transferor]

By: _____

Name:

Title:

Dated: _____

ANNEX A TO CERTIFICATE OF TRANSFER

1. The Transferor owns and proposes to transfer the following: CHECK ONE]

(a) ☐ a Book-Entry Interest held through [Euroclear Account No. ____ or Clearstream Banking Account No. ____], in the:

(i) ☐ Rule 144A Global Note ([ISIN/Common Code] ____); or

(ii) ☐ Regulation S Global Note ([ISIN/Common Code] ____); or

(b) ☐ a Rule 144A Definitive Registered Note; or

(c) ☐ a Regulation S Definitive Registered Note.

2. After the Transfer the Transferee will hold:

[CHECK ONE]

(a) ☐ a Book-Entry Interest through [Euroclear Account No. ____ or Clearstream Banking Account No. ____] in the:

(i) ☐ Rule 144A Global Note ([ISIN/Common Code] ____); or

(ii) ☐ Regulation S Global Note ([ISIN/Common Code] ____); or

(b) ☐ a Rule 144A Definitive Registered Note; or

(c) ☐ a Regulation S Definitive Registered Note.