

**THE COMPANIES ACT 1981
SPECIAL RESOLUTION
- OF -**

**TELECOM NEW ZEALAND
FINANCE (NO.2) LIMITED**

BY a Unanimous Written Resolution of the Members of the above-named Company, on 17 May 2012, the following **RESOLUTIONS WERE** duly passed:-

"That the Company be wound up voluntarily";

"That Alison Dyer-Fagundo of Canon's Court, 22 Victoria Street, Hamilton, Bermuda be appointed the Liquidator of the Company with full power and authority to conduct the winding-up of the Company in accordance with The Companies Act 1981 and the Companies (Winding-Up) Rules 1982".

Cameron E Adderley

Director

**NOTICE OF APPOINTMENT
OF LIQUIDATOR
MEMBERS' VOLUNTARY
WINDING-UP**

Name of Company:

**TELECOM NEW ZEALAND
FINANCE (NO.2) LIMITED**

I, **Alison Dyer-Fagundo**, of Canon's Court, 22 Victoria Street, Hamilton in the Islands of Bermuda hereby give you notice that I have been appointed Liquidator of **TELECOM NEW ZEALAND FINANCE (NO.2) LIMITED** by a unanimous written resolution of the members of the Company dated 17 May 2012.

Alison Dyer-Fagundo

Liquidator

Dated this 22nd day of May 2012.

**IN THE MATTER OF THE
COMPANIES ACT 1981
AND IN THE MATTER OF
TELECOM NEW ZEALAND
FINANCE (NO.2) LIMITED
(IN MEMBERS' VOLUNTARY
LIQUIDATION)**

NOTICE is hereby given that the Creditors of the above-named Company are required on or before the 7th day of June 2012 to send their names and addresses and particulars of their debts or claims to the undersigned, the liquidator of the said Company, at Canon's Court, 22 Victoria Street, Hamilton, Bermuda, and if so required by notice in writing from the said liquidator to come in and prove their said debts or claims at such time and place as shall be specified in such notice or in default of any of the above requirements they will be excluded from the benefit of any distribution made before such debts are proved.

Alison Dyer-Fagundo

Liquidator

Dated this 22nd day of May 2012.

**IN THE MATTER OF THE
COMPANIES ACT 1981
- and -
IN THE MATTER OF
TELECOM NEW ZEALAND
FINANCE (NO.2) LIMITED
(IN MEMBERS' VOLUNTARY
LIQUIDATION)**

NOTICE is hereby given that a General Meeting of the Members of the above-named Company will be held at Canon's Court, 22 Victoria Street, Hamilton, Bermuda on the 27th day of June 2012 at 9:30 a.m. for the purposes of considering and, if thought fit, resolving:

- (1) the approval of and adoption of an account laid before them showing the manner in which the winding-up of the Company has been conducted and its property disposed of;
- (2) hearing any explanation that may be given by the Liquidator;
- (3) the manner in which the books, accounts and documents of the Company and of the Liquidator thereof, shall be disposed of; and
- (4) to dissolve the Company.

Alison Dyer-Fagundo

Liquidator

Dated this 22nd day of May 2012.