

EXECUTION VERSION

PRIVATE AND CONFIDENTIAL

From: Humber Bidco Limited (the Offeror)
60 Threadneedle Street
London
EC2R 8HP

To: KCOM Group plc (the Target)
37 Carr Lane
Hull, East Yorkshire
HU1 3RE

17 May 2019
Date:

Dear Sir or Madam,

We refer to the irrevocable undertaking dated 23 April 2019 entered into between Invesco Asset Management Limited and the Offeror, in connection with the proposed acquisition of the Target by the Offeror (the Acquisition) (the Irrevocable Undertaking).

Pursuant to paragraph 4.1.7 of the Irrevocable Undertaking, the Irrevocable Undertaking shall automatically cease to have any effect if the Acquisition is not completed by 4 June 2019, or such other date as is agreed in writing between the Offeror and the Target. It is hereby agreed between the Offeror and the Target that the date referred to in paragraph 4.1.7 of the Irrevocable Undertaking shall be extended to 30 June 2019.

EXECUTED as a deed by HUMBER BIDCO LIMITED acting by its director ROBERT HEWSON, in the presence of:)
)
) Director

Witness's Signature

Name:

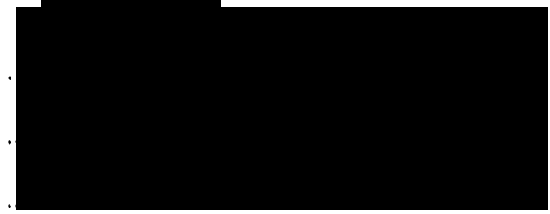
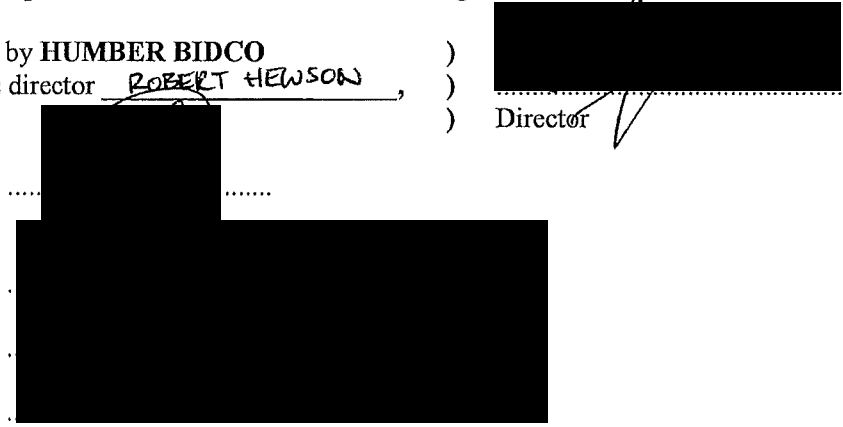
Address:

EXECUTED as a deed by KCOM GROUP PLC acting by its director _____, in the presence of:)
) Director

Witness's Signature

Name:

Address:



EXECUTION VERSION

PRIVATE AND CONFIDENTIAL

From: Humber Bidco Limited (the **Offeror**)
60 Threadneedle Street
London
EC2R 8HP

To: KCOM Group plc (the **Target**)
37 Carr Lane
Hull, East Yorkshire
HU1 3RE

Date: 17 May 2019

Dear Sir or Madam,

We refer to the irrevocable undertaking dated 23 April 2019 entered into between Invesco Asset Management Limited and the Offeror, in connection with the proposed acquisition of the Target by the Offeror (the **Acquisition**) (the **Irrevocable Undertaking**).

Pursuant to paragraph 4.1.7 of the Irrevocable Undertaking, the Irrevocable Undertaking shall automatically cease to have any effect if the Acquisition is not completed by 4 June 2019, or such other date as is agreed in writing between the Offeror and the Target. It is hereby agreed between the Offeror and the Target that the date referred to in paragraph 4.1.7 of the Irrevocable Undertaking shall be extended to 30 June 2019.

EXECUTED as a deed by **HUMBER BIDCO**)
LIMITED acting by its director _____)
in the presence of:) Director

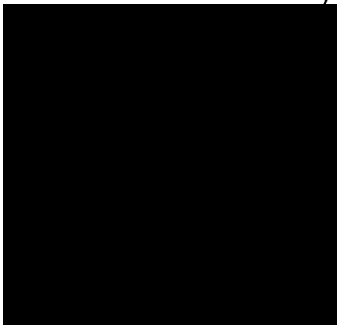
Witness's Signature

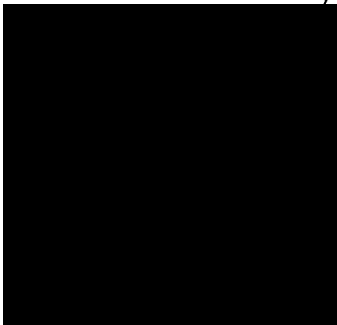
Name:

Address:

.....

EXECUTED as a deed by **KCOM GROUP**)
PLC acting by its director Anna Bröberg)
in the presence of:) Director

Witness's Signature 

Name: 

Address: 