

Company number 244080

THE COMPANIES ACT 1985

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COMPANY LIMITED BY SHARES

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RESOLUTION

of

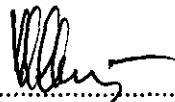
**CABLE AND WIRELESS (INVESTMENTS) LIMITED**

(passed on 22nd June, 2001)

The following resolution was duly passed as an ordinary resolution of the company by the sole member of the company on 22nd June, 2001:

THAT:

- (1) the authorised share capital of the company be increased by ~~£~~455,000,000 by the creation of an additional 1,820,000,000 ordinary shares of 25 pence each in the capital of the company; and
- (2) the directors be generally and unconditionally authorised for the purposes of section 80 of the Companies Act 1985 to allot, or to grant any right to subscribe for or to convert any security into, shares in the company up to a maximum nominal amount of 459,863,870.50 at any time or times during the period from the date of the passing of this resolution up to and including 22nd June, 2006 on which date the authority given by this resolution shall expire and such authority shall allow the company to make an offer or agreement before the expiry of the authority which would or might require shares to be allotted, or rights to subscribe for or to convert any security into shares to be granted, after the expiry of the authority.

  
.....  
for Cable and Wireless plc  
(sole member)



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COMPANIES HOUSE

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0252  
23/06/01

The conditions (e.g. voting rights, dividend rights, winding-up rights etc.) subject to which the new shares have been or are to be issued are as follows (continued):

## Notes

The address for companies registered in England and Wales or Wales is :-

The Registrar of Companies  
Companies House  
Crown Way  
Cardiff  
CF14 3UZ

or, for companies registered in Scotland :-

The Registrar of Companies  
Companies House  
37 Castle Terrace  
Edinburgh  
EH1 2EB