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COMPANIES FORM No. 395

Particulars of a mortgage or charge

395

A fee of £13 is payable to Companies House in respect of each register entry for a mortgage or charge.

CHFP025

Please do not write in this margin

Pursuant to section 395 of the Companies Act 1985

Please complete legibly, preferably in black type, or bold black lettering

To the Registrar of Companies
(Address overleaf - Note 5)

S

Company Number
01541957

For official use

* insert full name of company

Name of company

CABLE & WIRELESS U.K.

Date of creation of the charge

3 March 2009

Description of the instrument (if any) creating or evidencing the charge (note 2)

Deed of Pledge

Amount secured by the mortgage or charge

See Paper Apart 1

Names and addresses of the mortgagees or persons entitled to the charge

The Royal Bank of Scotland PLC in its capacity as Security Agent for the Secured Parties (as defined in the attached Schedule)

**135 Bishopsgate
London**

Postcode **EC2M 3UR**

Presentor's name address and reference (if any):

**Burness LLP
120 Bothwell Street
Glasgow G2 7JL**

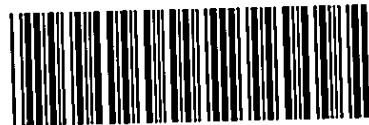
**Tel: 0141 248 4933
Ref: ROY/2/872/LGM**

Time Critical Reference

For official use (02/00)
Mortgage Section

Post room

SATURDAY



AJH4785Y

A05

14/03/2009

287

COMPANIES HOUSE

Short particulars of all the property mortgaged or charged.

Please do not write in this margin

See Paper Apart 2

Please complete legibly, preferably in black type, or bold block lettering

Particulars as to commission, allowance or discount (note 3)

N/A

A fee is payable to Companies House in respect of each register entry for a mortgage or charge (see note 5)

Signed

S. Sun Lile

Date: *12 March* 2009

For and on behalf of Burness LLP

On behalf of chargee

** delete as appropriate*

NOTES:

1. The original instrument (if any) creating or evidencing the charge, together with these prescribed particulars correctly completed must be delivered to the Registrar of Companies within 21 days after the date of creation of the charge (section 395). If the property is situated and the charge was created outside the United Kingdom delivery to the Registrar must be effected within 21 days after the date on which the instrument could in due course of post, and if dispatched with due diligence, have been received in the United Kingdom (section 398). A copy of the instrument creating the charge will be accepted where the property charged is situated and the charge was created outside the United Kingdom (section 398) and in such cases the copy must be verified to be a correct copy either by the company or by the person who has delivered or sent the copy to the registrar. The verification must be signed by or on behalf of the person giving the verification and where this is given by a body corporate it must be signed by an officer of that body. A verified copy will also be accepted where section 398(4) applies (property situate in Scotland or Northern Ireland) and Form No. 398 is submitted.
2. A description of the instrument, eg. "Trust Deed", "Debenture", "Mortgage", or "Legal charge", etc., as the case may be, should be given.
3. In this section there should be inserted the amount or rate per cent of the commission, allowance or discount (if any) paid or made either directly or indirectly by the company to any person in consideration of his:-
 - (a) subscribing or agreeing to subscribe, whether absolutely or conditionally, or
 - (b) procuring or agreeing to procure subscriptions, whether absolute or conditional, for any of the debentures included in this return. The rate of interest payable under the terms of the debentures should not be entered.
4. If any of the spaces in this form provide insufficient space the particulars must be entered on the prescribed continuation sheet.
5. A fee of £13 is payable to Companies House in respect of each register entry for a mortgage or charge. Cheques and Postal Orders must be payable to Companies House.
6. The address of the Registrar of Companies is: Companies House, Crown Way, Cardiff CF14 3UZ

S. S. H. I.
FOR BUSINESS LLP

Papers apart relative to Companies House Form No. 395 in respect of Cable & Wireless U.K.
Registered Number: 01541957

In these Papers Apart:-

"Bilateral Lenders" has the meaning given to it in the Facility Agreement;

"Charge" means the deed of pledge by the Chargor in favour of the Security Agent dated 3 March 2009;

"Charged Assets" means the Existing Shares, the Further Shares and the Related Rights;

"Chargor" means Cable & Wireless U.K., a company incorporated under the Companies Acts with registered number 01541957 and having its registered office at Waterside House, Longshot Lane, Bracknell, Berkshire, RG12 1XL;

"Company" means Thus Group Plc, a company incorporated under the Companies Acts with registered number SC226738 and having its registered office at 1-2 Berkeley Square, 99 Berkeley Street, Glasgow, G3 7HR;

"Delegate" means any delegate, agent, attorney or co-trustee appointed by the Security Agent;

"Existing Shares" means the shares in the capital of the Company described in the Schedule to the Charge;

"Facility Agreement" means the agreement dated 5 December 2008 between, amongst others, Cable & Wireless UK Holdings Limited as Original Borrower, Cable & Wireless UK Holdings Limited and Cable & Wireless UK as Original Guarantors and the Finance Parties, as it may from time to time be amended, restated, novated or replaced (however fundamentally, including by an increase of any size in the amount of the facilities made available under it, the alteration of the nature, purpose or period of those facilities or the change of its parties);

"Finance Parties" means the Security Agent, the Agent, the Issuing Bank, each Mandated Lead Arranger, each Lead Manager, the Lenders (each as defined in the Facility Agreement) and any other person defined as such in the Facility Agreement;

"Further Shares" means any shares in the capital of the Company (other than the Existing Shares) at any time and from time to time held by the Chargor;

“Obligations”, in relation to a person, means all obligations or liabilities of any kind of that person from time to time, whether they are:-

- (a) to pay money or to perform (or not to perform) any other act;
- (b) express or implied;
- (c) present, future or contingent;
- (d) joint or several;
- (e) incurred as a principal or surety or in any other manner; or
- (f) originally owing to the person claiming performance or acquired by that person from someone else;

“Permitted Bilateral Facilities Documents” means each bilateral credit facility agreement between an Original Lender and a Borrower setting out the terms on which such Original Lender makes available a credit facility to such Borrower under the Permitted Bilateral Facilities and related financing documents (each term as defined in the Facilities Agreement);

“Receiver” means any receiver or administrative receiver appointed in respect of the Charged Assets (whether pursuant to the Charge, pursuant to any statute, by a Court or otherwise) and includes joint receivers;

“Related Rights” means any dividend or interest paid or payable in relation to any of the Shares and any rights, money or property accruing or offered at any time in relation to any of the Shares by way of redemption, substitution, exchange, bonus or preference, under option rights or otherwise;

“Secured Documents” means:-

- (a) each Finance Document (as defined in the Facility Agreement);
- (b) the Permitted Bilateral Facilities Documents; and
- (c) any other document designated as such by Cable & Wireless UK Holdings Limited and the Agent at any time;

“Secured Obligations” means all obligations undertaken to be paid or discharged in Clause 2 (*Payment of Secured Obligations*) of the Charge;

“Secured Parties” means the Finance Parties, the Bilateral Lenders and any Receiver or Delegate;

“Security Agent” means The Royal Bank of Scotland PLC of 135 Bishopsgate, London, EC2M 3UR in its capacity as security agent for the Secured Parties; and

“Shares” means the Existing Shares and the Further Shares.

Paper Apart 1

The amount secured by the Charge is the Secured Obligations.

Paper Apart 2

The property charged by the Charge is the Charged Assets.



CERTIFICATE OF THE REGISTRATION OF A MORTGAGE OR CHARGE

Pursuant to section 401(2) of the Companies Act 1985

**COMPANY NO. 1541957
CHARGE NO. 5**

**THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES
HEREBY CERTIFIES THAT A DEED OF PLEDGE DATED 3
MARCH 2009 AND CREATED BY CABLE & WIRELESS U.K FOR
SECURING ALL MONIES DUE OR TO BECOME DUE FROM THE
COMPANY TO THE ROYAL BANK OF SCTOLAND PLC IN ITS
CAPACITY AS SECURITY AGENT FOR THE SECURED PARTIES
ON ANY ACCOUNT WHATSOEVER WAS REGISTERED
PURSUANT TO CHAPTER 1 PART XII OF THE COMPANIES ACT
1985 ON THE 14 MARCH 2009**

GIVEN AT COMPANIES HOUSE, CARDIFF THE 20 MARCH 2009

