

No. 3922682

**THE COMPANIES ACT 1985**

**COMPANY LIMITED BY SHARES**

**Special Resolution**

**of**

**Cable & Wireless Communications (Holdings) plc**

**At an extraordinary general meeting** of the Company duly convened and held on 12 May 2000 the following Resolution was duly passed as a Special Resolution:

**Special Resolution**

THAT paragraph 6.1 of the Articles of Association of the Company be amended by including the words “,save that transfers of shares shall be permitted, and the Directors shall not decline to register any transfers of shares, pursuant to the exercise of the CWC Holdings Put Option or the CWC Holdings Call Option” after the words “(the “**Restricted Period**”)”.

  
Chairman

