

Company Number: 4659719

THE COMPANIES ACT 2006
COMPANY LIMITED BY SHARES

SATURDAY



WRITTEN SPECIAL RESOLUTIONS

OF

CABLE & WIRELESS EUROPE HOLDINGS LIMITED
("the Company")

The above named Company passed the following special resolutions as written resolutions on 28th November 2008: -

Special Resolutions

THAT the Articles of Association of the Company be altered by the deletion of Article 17.1 (Transfer of Shares) and the substitution therefor of the following new Article:

"17.1. TRANSFER OF SHARES

Notwithstanding anything contained in these Articles, the directors shall not decline to register any transfer of shares, nor may they suspend such registration, where such transfer:

- (a) is to any Secured Party; or
- (b) is delivered to the Company for registration by a Secured Party in order to perfect its security over the shares; or
- (c) is executed by a Secured Party pursuant to the power of sale or otherwise under such security,

and, notwithstanding anything to the contrary contained in these Articles, no transferor of any shares in the Company or proposed transferor of such shares to a Secured Party and no Secured Party shall be required to offer the shares which are or are to be the subject of any such aforementioned transfer to the shareholders for the time being of the Company or any of them, and no such shareholder shall have any right under the Articles or otherwise howsoever to require such shares to be transferred to them whether for consideration or not.

For the purposes of this Article, "**Secured Party**" means any bank or financial institution to which a security interest has been granted over the shares in the Company, or any nominee, receiver or other entity acting on its behalf."

THAT the Articles of Association of the Company be altered by the deletion of Article 4.1 (Shares) and the substitution therefor of the following new Article:

"4.1 SHARES

Notwithstanding anything contained in these Articles (or in Regulation 8 of Table A in the Schedule to the Companies (Tables A to F) Regulations 1985), any lien on shares which the Company has shall not apply where any such shares have been mortgaged or charged by way of security in favour of any Secured Party.

For the purposes of this Article, "**Secured Party**" means any bank or financial institution to which a security interest has been granted over the shares in the Company, or any nominee, receiver or other entity acting on its behalf. "

A handwritten signature in cursive script, appearing to read "N. H. K. A. B. A. U. B.", followed by a period.

Secretary