

**RESOLUTIONS OF
CABLE & WIRELESS COMMUNICATIONS PLC**

Company number: 07130199

(the "Company")

Passed on 22 July 2011

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On 22 July 2011 the Annual General Meeting of the Company was held and the following Resolutions were duly passed

Ordinary Resolution

Authority To Allot Shares

THAT the authority and power conferred upon the Directors to allot shares or to grant rights to subscribe for or to convert any security into shares in accordance with Article 12 of the Company's Articles of Association shall apply until the earlier of the conclusion of the Company's AGM in 2012 or 30 September 2012, and for that period there shall be two Section 551 Amounts (as defined in Article 12(B)) of

- (i) US\$42 million, and
- (ii) US\$84 million (such amount to be reduced by any allotments or grants made under (i) above) which the Directors shall only be empowered to use in connection with a rights issue (as defined in Article 12 (E))

All previous authorities under Article 12(B) are revoked, subject to Article 12(D)

Special Resolutions

Authority to Disapply Pre-Emption Rights

THAT the authority and power conferred upon the Directors to allot equity securities for cash in accordance with Article 12 of the Company's Articles of

Association shall apply until the earlier of the conclusion of the Company's AGM in 2012 or 30 September 2012 and for that period the Section 561 Amount (as defined in Article 12 (C)) shall be US\$6 million

All previous authorities under Article 12(C) are revoked, subject to Article 12(D)

Authority To Purchase Own Shares

THAT the Company be generally and unconditionally authorised for the purposes of section 701 of the Companies Act 2006 to make one or more market purchases (as defined in Section 693(4) of the Companies Act 2006) of its ordinary shares with nominal value of US\$0.05 each in the Company, provided that

- (a) the Company does not purchase under this authority more than 257 million ordinary shares,
- (b) the Company does not pay less than the nominal value, currently US\$0.05, for each ordinary share, and
- (c) the Company does not pay more per ordinary share than the higher of
 - (i) an amount equal to 5% over the average of the middle-market price of the ordinary shares for the five business days immediately preceding the day on which the Company agrees to buy the shares concerned, based on share prices published in the Daily Official List of the London Stock Exchange, and
 - (ii) the price stipulated by Article 5(l) of the Buy-back and Stabilisation Regulation (EC No 2273/2003)

This authority shall continue until the conclusion of the Company's AGM in 2012 or 30 September 2012, whichever is the earlier, provided that if the Company has agreed before this date to purchase ordinary shares where these purchases will or may be executed after the authority terminates (either wholly or in part) the Company may complete such purchases

**Authority to authorise the Company to call a general meeting of
shareholders on not less than 14 clear days' notice**

THAT the Company be authorised to call a general meeting of the shareholders, other than an Annual General Meeting, on not less than 14 clear days' notice

A handwritten signature in black ink, appearing to read 'C. Underwood', with a stylized, cursive script.

For and on behalf of
Cable & Wireless Communications Plc
Clare Underwood
Company Secretary

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