

Notice of cancellation of treasury shares

✓ **What this form is for**
You may use this form to give notice of a cancellation of treasury shares

X What this form is NOT for
You cannot use this form to give notice of a sale or transfer of treasury shares To do so, you must use form SH04



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17/05/2016

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COMPANIES HOUSE

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1 Company details

Company number

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Company name in full

CABLE & WIRELESS COMMUNICATIONS PLC

→ Filling in this form
Please complete in typescript or in
bold black capitals

All fields are mandatory unless specified or indicated by *

2 Treasury shares cancelled

[illegible]

SH05

Notice of cancellation of treasury shares

3 Statement of Capital (Share capital in Pound Sterling (£))

Please complete the table below to show each class of shares held in pound sterling
If all your issued capital is in sterling, only complete Section 3 and then go to Section 6

Class of shares (E g Ordinary/Preference etc)	Amount paid up on each share ①	Amount (if any) unpaid on each share ①	Number of shares ②	Aggregate nominal value ③
				£
				£
				£
				£
Totals				£

4 Statement of capital (Share capital in other currencies)

Please complete the table below to show any class of shares held in other currencies
Please complete a separate table for each currency

Currency	US\$ 0.05			
Class of shares (E g Ordinary/Preference etc)	Amount paid up on each share ①	Amount (if any) unpaid on each share ①	Number of shares ②	Aggregate nominal value ③
Ordinary	0.05	N/A	4,433,222,313	221,661,115.65
Totals			4,433,222,313	221,661,115.65

Currency				
Class of shares (E g Ordinary/Preference etc)	Amount paid up on each share ①	Amount (if any) unpaid on each share ①	Number of shares ②	Aggregate nominal value ③
Totals				

5 Statement of capital (Totals)

	Please give the total number of shares and total aggregate nominal value of issued share capital	Total aggregate nominal value Please list total aggregate values in different currencies separately For example £100 + 100 + \$10 etc
Total number of shares	4,433,222,313	
Total aggregate nominal value	221,661,115.65	

① Including both the nominal value and any share premium

② Number of shares issued multiplied by nominal value of each share

Continuation Pages

Please use a Statement of Capital continuation page if necessary

③ Total number of issued shares in this class

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6 Statement of capital (Prescribed particulars of rights attached to shares)

Please give the prescribed particulars of rights attached to shares for each class of share shown in the statement of capital share tables in sections 3 and 4

Class of share

ORDINARY US\$ 0.05

Prescribed particulars
①

SEE CONTINUATION PAGES.

Class of share

Prescribed particulars
①

Class of share

Prescribed particulars
①**① Prescribed particulars of rights attached to shares**

The particulars are

- a particulars of any voting rights, including rights that arise only in certain circumstances,
- b particulars of any rights, as respects dividends, to participate in a distribution,
- c particulars of any rights, as respects capital, to participate in a distribution (including on winding up), and
- d whether the shares are to be redeemed or are liable to be redeemed at the option of the company or the shareholder and any terms or conditions relating to redemption of these shares

A separate table must be used for each class of share

Please use the next page or a 'Statement of Capital (Prescribed particulars of rights attached to shares)' continuation page if necessary

7 Signature

I am signing this form on behalf of the company

Signature

Signature

X C. Urdaneta 2006 X

② Societas Europaea

If the form is being filed on behalf of a Societas Europaea (SE), please delete 'director' and insert details of which organ of the SE the person signing has membership

③ Person authorised

Under either Section 270 or 274 of the Companies Act 2006

This form may be signed by
Director ②, ~~Secretary~~ Person authorised ③, Administrator, Administrative receiver, Receiver, Receiver manager, CIC manager

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6	Statement of capital (Prescribed particulars of rights attached to shares)	
Class of share	Ordinary US\$0.05 - Continue Page 1	
Prescribed particulars 1	<p>65 VOTING OF SHAREHOLDERS Shareholders who are present in person or by proxy at a general meeting can vote on a show of hands. Each shareholder and proxy will have one vote each on a show of hands. On a poll, every shareholder present in person or by proxy will have one vote for every share he holds. This is subject to any special rights or restrictions which are given to any class of shares by, or under, these articles.</p> <p>66 METHOD OF VOTING (A) A resolution put to the vote at any general meeting will be decided on a poll unless the chairman of the meeting decides, before the result of the poll is declared, that a resolution should be decided on a show of hands. Where a resolution is to be decided on a show of hands, a poll may be demanded when, or before, the chairman of the meeting declares the result of the show of hands. A poll can be demanded by (i) the chairman of the meeting, (ii) at least two shareholders at the meeting who are entitled to vote (or their proxies), (iii) one or more shareholders at the meeting who are entitled to vote (or their proxies) and who have between them at least ten per cent of the total votes of all shareholders who have the right to vote at the meeting (excluding any voting rights attached to any shares in the company held as treasury shares), or one or more shareholders who have shares which allow them to vote at the meeting (or their proxies) and on which the total amount which has been paid up on these shares is at least ten per cent of the total sum paid up on all shares which give the right to vote at the meeting (excluding any voting rights attached to any shares in the company held as treasury shares). (B) A demand for a poll can be withdrawn if the chairman of the meeting agrees to this at any time before the earlier to occur of the close of the meeting and the time when the poll is taken. (C) Where a resolution is to be decided on a show of hands, if no poll is demanded or a demand for a poll is withdrawn, any declaration by the chairman of the meeting of the result of a vote on that resolution by a show of hands will stand as conclusive evidence of the result without proof of the number or proportion of the votes recorded for or against the resolution.</p> <p>70 VOTES ON A POLL On a poll a shareholder can vote either in person or by his proxy. A shareholder can appoint more than one proxy to attend on the same occasion. A shareholder entitled to more than one vote need not use all his votes or cast all the</p>	<p>1 Prescribed particulars of rights attached to shares The particulars are a particulars of any voting rights, including rights that arise only in certain circumstances, b particulars of any rights, as respects dividends, to participate in a distribution, c particulars of any rights, as respects capital, to participate in a distribution (including on winding up), and d whether the shares are to be redeemed or are liable to be redeemed at the option of the company or the shareholder and any terms or conditions relating to redemption of these shares.</p> <p>A separate table must be used for each class of share.</p> <p>Please use the next page or a 'Statement of Capital (Prescribed particulars of rights attached to shares)' continuation page if necessary.</p>

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6	Statement of capital (Prescribed particulars of rights attached to shares)	
Class of share	Ordinary US\$0.05 - Continue Page 2	
Prescribed particulars 1	<p>votes he uses in the same way</p> <p>72 VOTES OF JOINT HOLDERS If more than one joint shareholder votes (including voting by proxy), the only vote which will count is the vote of the person whose name is listed before the other joint shareholders on the register for the share</p> <p>73 VOTING ON BEHALF OF INCAPABLE SHAREHOLDER This article applies where a court or official claiming jurisdiction to protect people who are unable to manage their own affairs has made an order about the shareholder. The person appointed to act for that shareholder can vote for him. He can also exercise any other rights of the shareholder relating to meetings. This includes appointing a proxy, voting on a show of hands and voting on a poll. Before the representative does so however, such evidence of his authority as the directors require must be received at the office not later than the latest time at which proxy forms must be received to be valid for use at the relevant meeting or on the holding of the relevant poll. If a different place for the receipt of the proxy forms which are not communications in electronic form is specified, the evidence must instead be received at that address</p> <p>74 NO RIGHT TO VOTE WHERE SUMS OVERDUE ON SHARES Unless the directors decide otherwise, a shareholder cannot vote shares at any general meeting of the company or at any separate general meeting of the holders of any class of shares in the company or exercise any other right conferred by membership in relation to general meetings if he has not paid all amounts relating to those shares which are due at the time of the meeting</p> <p>75 OBJECTIONS OR ERRORS IN VOTING If (i) any objection to the right of any person to vote is made, (ii) any votes have been counted which ought not to have been counted or which might have been rejected, or (iii) any votes are not counted which ought to have been counted, the objection or error must be raised or pointed out at the meeting (or the adjourned meeting) at which the vote objected to is cast or at which the error occurs. If a vote is not disallowed at a meeting, it is valid for all purposes and if a vote is not counted at a meeting, this will not affect the decision of the meeting. Any objection or error must be raised with or pointed out to the chairman of the meeting and will only affect the decision of the meeting if the chairman decides that the objection or error may have affected the decision of the meeting. The chairman's decision is final</p>	<p>1 Prescribed particulars of rights attached to shares The particulars are</p> <ul style="list-style-type: none"> a particulars of any voting rights, including rights that arise only in certain circumstances, b particulars of any rights, as respects dividends, to participate in a distribution, c particulars of any rights, as respects capital, to participate in a distribution (including on winding up), and d whether the shares are to be redeemed or are liable to be redeemed at the option of the company or the shareholder and any terms or conditions relating to redemption of these shares <p>A separate table must be used for each class of share</p> <p>Please use the next page or a 'Statement of Capital (Prescribed particulars of rights attached to shares)' continuation page if necessary</p>

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6	Statement of capital (Prescribed particulars of rights attached to shares)	
Class of share	Ordinary US\$0.05 - Continuation Page 3	
Prescribed particulars ①	<p>76 FAILURE TO COMPLY WITH A NOTICE UNDER SECTION 793 OF THE COMPANIES ACT</p> <p>(A) This article applies if any shareholder, or any person appearing to be interested in shares held by such holder, has been properly served with a notice under section 793 of the Act, requiring information about interests in shares, and has failed for a period of 14 days to supply to the company the information required by that notice. Then the directors can in their absolute discretion give notice (a "direction notice") to the shareholder, that the shareholder is not (for so long as the failure continues) entitled to attend or vote either personally or by proxy at a shareholders' meeting or to exercise any other right in relation to a shareholders' meeting or to exercise any other right in relation to shareholders' meetings as holder of</p> <p>(i) the shares in relation to which the default occurred ("default shares"),</p> <p>(ii) any further shares which are issued in respect of default shares, and</p> <p>(iii) any other shares held by the shareholder holding the default shares</p> <p>77 FORM AND EXECUTION OF PROXIES</p> <p>(A) A proxy form can be in any form which the directors approve. A proxy form gives the proxy the authority to demand a poll or join others in demanding a poll vote on any amendment to a resolution put to the meeting. Unless it says otherwise, a proxy form is valid for the meeting to which it relates and also for any adjournment of that meeting. A shareholder may appoint more than one proxy for a meeting as long as each proxy is appointed for a different share or shares held by him. References in these articles to the appointment of a single proxy include the appointment of multiple proxies. A proxy need not be a shareholder.</p> <p>The shares carry full rights to dividends and rights to participate in a distribution (including upon a winding up). They are non-redeemable.</p>	<p>① Prescribed particulars of rights attached to shares</p> <p>The particulars are</p> <ul style="list-style-type: none"> a particulars of any voting rights, including rights that arise only in certain circumstances, b particulars of any rights, as respects dividends, to participate in a distribution, c particulars of any rights, as respects capital, to participate in a distribution (including on winding up), and d whether the shares are to be redeemed or are liable to be redeemed at the option of the company or the shareholder and any terms or conditions relating to redemption of these shares <p>A separate table must be used for each class of share.</p> <p>Please use the next page or a 'Statement of Capital (Prescribed particulars of rights attached to shares)' continuation page if necessary.</p>

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**Presenter information**

You do not have to give any contact information, but if you do it will help Companies House if there is a query on the form. The contact information you give will be visible to searchers of the public record

Contact name

QUALITY SECURITIES DEPARTMENT

Company name

CABLE & WIRELESS COMMUNICATIONS PLC

Address

2ND FLOOR

62-68 CHANCERY PLACE

Post town

LONDON

County/Region

Postcode

WC2N 4HG

Country

UK

DX

Telephone

**Checklist**

We may return forms completed incorrectly or with information missing

Please make sure you have remembered the following

- ☐ The company name and number match the information held on the public Register
- ☐ You have correctly completed section 2
You have completed the relevant sections of the
- ☐ Statement of Capital
- ☐ You have signed the form

**Important information**

Please note that all information on this form will appear on the public record

**Where to send**

You may return this form to any Companies House address, however for expediency we advise you to return it to the appropriate address below

For companies registered in England and Wales
The Registrar of Companies, Companies House,
Crown Way, Cardiff, Wales, CF14 3UZ
DX 33050 Cardiff

For companies registered in Scotland.
The Registrar of Companies, Companies House,
Fourth floor, Edinburgh Quay 2,
139 Fountainbridge, Edinburgh, Scotland, EH3 9FF
DX ED235 Edinburgh 1
or LP - 4 Edinburgh 2 (Legal Post)

For companies registered in Northern Ireland.
The Registrar of Companies, Companies House,
Second Floor, The Linenhall, 32-38 Linenhall Street,
Belfast, Northern Ireland, BT2 8BG
DX 481 N R Belfast 1

**Further information**

For further information, please see the guidance notes on the website at www.companieshouse.gov.uk or email enquiries@companieshouse.gov.uk

This form is available in an alternative format. Please visit the forms page on the website at www.companieshouse.gov.uk