

Company Number 8094216

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION

OF

CWC Holdco Limited (the "Company")

PROPOSED BY THE BOARD OF DIRECTORS OF THE COMPANY IN ACCORDANCE WITH
SECTION 291 OF THE COMPANIES ACT 2006

SPECIAL RESOLUTION

THAT, subject to and conditional upon Completion (as that term is defined in the share purchase agreement dated 2 December 2012 between Sable Holding Limited, Bateco International Group Holding Limited, Bahrain Telecommunications Company B S C and Cable & Wireless Limited) the name of the Company be changed to BTC South Atlantic Limited

By order of the board

C. Underwood

~~Director~~ Secretary

21 March 2013

Date

THURSDAY



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04/04/2013

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**INFORMATION REQUIRED TO COMPLY WITH SECTION 291(4) OF THE COMPANIES ACT
2006**

- 1 Eligible members are the members who would have been entitled to vote on the resolution on the circulation date of the written resolution
- 2 The circulation date of the written resolution is 21 March 2013 (the "**Circulation Date**")
- 3 The procedure for signifying agreement by an eligible member to a written resolution is as follows.
 - (A) A member signifies his agreement to a proposed written resolution when the company receives from him (or someone acting on his behalf) an authenticated document
 - (i) identifying the resolution to which it relates, and
 - (ii) indicating his agreement to the resolution
 - (B) The document must be sent to the company in hard copy form or in electronic form
 - (C) A member's agreement to a written resolution, once signified may not be revoked
 - (D) A written resolution is passed when the required majority of eligible members have signified their agreement to it
- 4 The period for agreeing to the written resolution is the period of 28 days beginning with the Circulation Date (see Section 297 Companies Act 2006)

AGREEMENT BY ELIGIBLE MEMBERS TO WRITTEN RESOLUTION

We, being the sole eligible member of the Company

- 1 confirm that we have received a copy of the above written resolution in accordance with section 291 of the Companies Act 2006, and
- 2 hereby resolve and agree that the above resolution is passed as a written resolution pursuant to Section 288 of the Companies Act 2006 and that such resolution shall take effect as a special resolution

Signed by



Director

For and on behalf of Sable Holding Limited

Sable Holding Limited
(the "Company")

**Minutes of a meeting of the board of directors of the Company held at 26 Red Lion
Square, London WC1R 4HQ on 21 March 2013 at 2.30pm**

Present

Clare Underwood (in the Chair)

Nick Cooper

In attendance

Nicola Challen

1. Quorum

It was noted that due notice had been given convening the meeting and that a quorum was present

2. Background and purpose of the meeting

2.1 The Chairman reported that the Company had received a written resolution from CWC Holdco Limited, a wholly owned subsidiary of the Company, proposing that CWC Holdco Limited's name be changed to BTC South Atlantic Limited (the "**Written Resolution**")

2.2 It was noted that the purpose of the meeting was to consider and, if thought fit, approve the Written Resolution

2.3 The Chairman reminded the directors that they must comply with their directors' duties, including those set out in sections 171 to 177 of the Companies Act 2006 ("**CA 2006**"), and that in addition to their general duty to act, in good faith, in a manner which would be most likely to promote the success of the Company for the benefit of its members as a whole, they must have regard (amongst other matters) to each of the factors listed in section 172 of the CA 2006, to the extent relevant to the business of the meeting

3. Disclosure of interests

For the purposes of sections 177 and 182 CA 2006, article 12 of the Company's articles of association and generally, each of the directors present declared his interest, if any, in the matters before the meeting. It was noted that, having declared their interests in accordance with article 12 of the Company's articles of association, the directors were not barred from voting on matters in which they were interested

4. Written Resolution

4.1 The Written Resolution was produced to the meeting

4 2 It was noted that the change of name would be conditional on completion of the share purchase agreement dated 2 December 2012 between the Company, Batelco International Group Holding Limited, Bahrain Telecommunications Company B S C and Cable & Wireless Limited

4 3 After due and careful consideration, **IT WAS RESOLVED** that

(A) the Written Resolution be and is hereby approved, and

(B) any one director of the Company be and is hereby authorised to sign the Written Resolution on behalf of the Company and the company secretary be and is directed to return the signed Written Resolution to CWC Holdco Limited.

5. Close of meeting

There being no further business, the meeting was closed

C Underwood
(Chairman)

**CWC Holdco Limited
(the "Company")**

**Minutes of a meeting of the board of directors of the Company held at 26 Red Lion
Square, London WC1R 4HQ on 21 March 2013 at 2.15pm**

Present

Belinda Bradberry (in the Chair)

Clare Underwood

In attendance

Nicola Challen

1. Quorum

It was noted that due notice had been given convening the meeting and that a quorum was present.

2. Background and purpose of the meeting

2 1 The Chairman reported that Sable Holding Limited ("**Sable**"), the sole shareholder of the Company, had entered into a share purchase agreement (the "**Share Purchase Agreement**") with, among others, Batelco International Group Holding Limited (the "**Purchaser**") pursuant to which Sable would sell the entire issued share capital of the Company (the "**Shares**") to the Purchaser

2 2 It was explained that the principal business of the meeting was to consider and, if thought fit, approve various matters in connection with the completion of the Share Purchase Agreement ("**Completion**")

2 3 The Chairman reminded the directors that they must comply with their directors' duties, including those set out in sections 171 to 177 of the Companies Act 2006 ("**CA 2006**") and that, in addition to their general duty to act in good faith, in a manner which would be most likely to promote the success of the Company for the benefit of its members as a whole, they must have regard (amongst other matters) to each of the factors listed in section 172 of the CA 2006, to the extent relevant to the business of the meeting

3 Disclosure of interests

For the purposes of sections 177 and 182 CA 2006, the Company's articles of association and generally, each of the directors present declared his interest, if any, in the matters before the meeting. It was noted that the directors were not barred from voting on matters in which they were interested

4. Reconstitution of the Board

- 4 1 It was proposed that Bernadette Baynie, Ian Kelly and Shaikh Ahmed Al Khalifa be appointed directors of the Company. The Chairman reported that each of Bernadette Baynie, Ian Kelly and Shaikh Ahmed Al Khalifa consented to such appointment.
- 4 2 After due and careful consideration, **IT WAS RESOLVED** that Bernadette Baynie, Ian Kelly and Shaikh Ahmed Al Khalifa be and are appointed as directors of the Company with effect from Completion.
- 4 3 There were produced to the meeting letters of resignation as a director from each of Belinda Bradberry, Timothy Pennington, Nicholas Cooper and Clare Underwood, executed as deeds and acknowledging that the relevant director has no claim outstanding against the Company of any kind (other than in respect of accrued remuneration or expenses, where applicable) and irrevocably waiving any such claim and releasing the Company from any liability whatsoever in relation to any claim.
- 4 4 After due and careful consideration **IT WAS RESOLVED** that the resignations of Belinda Bradberry, Timothy Pennington, Nicholas Cooper and Clare Underwood be and are hereby accepted with effect from Completion.

5. Company Secretary

- 5 1 There was produced to the meeting a letter of resignation as company secretary from Clare Underwood. After due and careful consideration, **IT WAS RESOLVED** that the resignation of Clare Underwood as company secretary be and is hereby accepted with effect from Completion.
- 5 2 It was proposed that Bernadette Baynie be appointed as company secretary. After due and careful consideration, **IT WAS RESOLVED** that Bernadette Baynie be appointed as company secretary with effect from Completion.

6. Registered Office

IT WAS RESOLVED that the registered office address of the Company be changed to C/O Hackwood Secretaries Limited, One Silk Street, London EC2Y 8HQ with effect from Completion.

7. Transfer of Shares of the Company

- 7 1 A stock transfer form detailing the transfer below was produced to the meeting (the "Stock Transfer Form")

<u>Transferor</u>	<u>Transferee</u>	<u>Shares</u>
Sable Holding Limited	Batelco International Group Holding Limited	49,000,001 shares of £1 each in the capital of the Company

- 7 2 **IT WAS RESOLVED** that, with effect from Completion, the transfer described at paragraph 7 1 above and in the Stock Transfer Form be and is hereby approved and (subject to the Stock Transfer Form being duly stamped) the name of the Purchaser be entered in the register of members of the Company, all share certificates in the name of Sable be cancelled and new share certificates in the name of the Purchaser be issued

8. **Transfer of Share in Cable & Wireless South Atlantic Limited**

- 8 1 It was noted that Cable & Wireless International HQ Limited currently holds one ordinary share in the capital of Cable & Wireless South Atlantic Limited on trust for the Company (the "**Cable & Wireless South Atlantic Limited Share**") and that it was proposed that the Cable & Wireless South Atlantic Limited Share would be transferred to Batelco International Company BSCC. It was further noted that, pursuant to a declaration of trust dated 14 June 2012, Cable & Wireless International HQ Limited had granted a power of attorney to the Company enabling it to transfer the Cable & Wireless South Atlantic Limited Share as it sees fit

- 8 2 There was produced to the meeting a share transfer agreement providing for the transfer of the Cable & Wireless South Atlantic Limited Share to Batelco International Company BSCC and **IT WAS RESOLVED** that any one director (or, where required, any two directors or a director and the company secretary) be and is/are hereby authorised to execute such share transfer agreement and any other related documents and to do any action, matter step or thing as he/they may consider necessary, desirable or appropriate in connection with the transfer of the Cable & Wireless South Atlantic Limited Share

9. **Change of name**

- 9 1 It was proposed that the name of the Company be changed to BTC South Atlantic Limited

- 9 2 There was produced to the meeting a draft form of written resolution of Sable to, subject to and with effect from Completion, change the name of the Company to BTC South Atlantic Limited (the "**Written Resolution**")

- 9 3 **IT WAS RESOLVED** that the Written Resolution be and is hereby approved and the company secretary be and is directed to send the Written Resolution for signature to Sable as the sole shareholder of the Company and to send a copy of the Written Resolution to the auditors of the Company in accordance with section 502 CA 2006

10. **Adjournment**

- 10 1 The meeting was adjourned so the Written Resolution could be submitted to Sable
- 10 2 The meeting reconvened at 2 35pm and the Chairman reported that the Written Resolution had been passed

11. Appointment of auditors

The Chairman reported that it was proposed that KPMG Audit Plc be appointed auditors of the Company to hold office until the next period for appointing auditors and **IT WAS RESOLVED** that such appointment be approved

12. Filing of Forms

The company secretary was instructed to make all necessary and appropriate entries in the books and registers of the Company and to arrange for all returns required to be made to the registrar of companies in consequence of the business transacted at this meeting to be filed

There being no further business the meeting closed


Chairman



FILE COPY

**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

Company No. 8094216

The Registrar of Companies for England and Wales hereby certifies that
under the Companies Act 2006:

CWC HOLDCO LIMITED

a company incorporated as private limited by shares; having its registered
office situated in England/Wales; has changed its name to:

BTC SOUTH ATLANTIC LIMITED

Given at Companies House on **5th April 2013**



Companies House



**THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES**