

**COMPANIES FORM No. 88(2) (Rev 1988)****Return of allotment of shares****88(2)**

CHA 101

Pursuant to section 88(2) of the Companies Act 1985 (the Act)

(REVISED 1988)

This form replaces forms  
PUC2, PUC3, AND 88(2)To the Registrar of Companies (address on page  
2) (see note 1)

Company Number

**2236984****1. Name of Company**insert full name  
of company**MPC 92 Limited****2. This section must be completed for all allotments**†distinguish  
between  
ordinary  
preference,  
etc

Description of shares†	Ordinary Shares		
A Number allotted	83760642		
B Nominal value of each	£1.00		
C Total amount (if any) paid or due and payable on each share(including premium if any)	See E below		

§ complete  
(a) or (b) as  
appropriate

Date(s) on which the shares were allotted

(a) [on **10 May 1999** ] \$, or

(b) [from to ] \$

The names and addresses of the allottees and the number of shares allotted to each should be given on page 2

**3. If the allotment is wholly or partly other than for cash the following information must be given (see notes 2 & 3)**

D Extent to which each share is to be treated as paid up. Please use percentage	<b>100 %</b>	%	%
E Consideration for which the shares were allotted	<b>£88,521,000</b>		

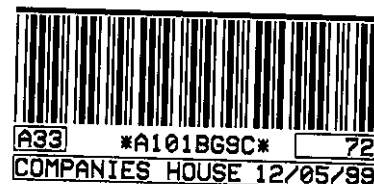
**NOTES**

1. This form should be delivered to the Registrar of Companies within one month of the (first) date of the allotment.
2. If the allotment is wholly or partly other than for cash, the company must deliver to the registrar a return containing the information at D & E. The company may deliver this information by completing D & E and the delivery of the information must be accompanied by the duly stamped contract required by section 88(2)(b) of the Act or by the duly stamped prescribed particulars required by section 88(3) (Form No. 88(3)).

Presenter's name address, telephone  
number and reference (if any):**Mrs B K O'Connor**  
Senior Company Secretarial Assistant  
Cable and Wireless plc  
124 Theobalds Road  
London  
WC1X 8RX  
Tel: 0171 315 4626

For official use

Post room

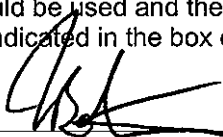


4. Names and addresses of allottees

Names and Addresses	Number of shares allotted		
	Ordinary	Preference	Other
<b>Cable and Wireless Public Limited Company</b>			
<b>124 Theobalds Road, London, WC1X 8RX</b>	<b>83760642</b>		
<b>TOTAL</b>	<b>83760642</b>		

Where the space given on this form is inadequate, continuation sheets should be used and the number of sheets attached should be indicated in the box opposite:

Signed



Designation

*Secretary*

Date

*10/5/99*

§ Insert  
Director,  
Secretary,  
Administrator,  
Administrative  
Receiver or  
Receiver  
(Scotland) as  
appropriate

Companies registered in England and Wales  
or Wales should deliver this form to:-  
The Registrar of Companies  
Companies House  
Crown Way  
Cardiff CF4 3UZ

Companies registered in Scotland  
should deliver this form to:-  
The Registrar of Companies  
Companies House  
37 Castle Terrace  
Edinburgh EH1 2EB