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THE COMPANIES ACT 1985  
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A PRIVATE COMPANY LIMITED BY SHARES  
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ELECTIVE RESOLUTION

- of -

**CABLE & WIRELESS COMMUNICATIONS WINSTON HOLDINGS LIMITED**

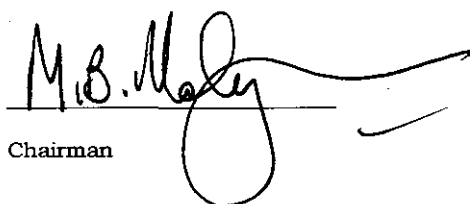
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PASSED ON THE TWENTY NINTH DAY OF SEPTEMBER 1999  
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At an Extraordinary General Meeting of Cable & Wireless Communications Winston Holdings Limited (the "Company") duly convened and held on Wednesday 29 September 1999 the following Elective Resolution was passed in accordance with Section 379a of the Companies Act 1985 (the "Act"):

**ELECTIVE RESOLUTION**

IT IS HEREBY RESOLVED THAT:

- (a) the Company elects:
  - (i) pursuant to Section 252 of the Act, to dispense with the laying of accounts and reports before the Company in general meeting;
  - (ii) pursuant to Section 366a of the Act, to dispense with the holding of annual general meetings;
  - (iii) pursuant to Section 386 of the Act, to dispense with the obligation to appoint auditors annually;
- (b) while the election made by resolution (a)(iii) above remains in force, the remuneration of the auditors be fixed by the Directors of the Company; and
- (c) the provisions of Section 80a of the Act shall apply, instead of the provisions of Section 80(4) and 80(5) of the Act, in relation to the giving or renewal, after the passing of this resolution, of an authority under the said Section 80.

  
Chairman

