

Company number: 3745587

THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

**RESOLUTIONS OF
CABLE & WIRELESS EASTERN HEMISPHERE UK LIMITED**

(the "Company")

Passed on 3 May 2001

At an EXTRAORDINARY GENERAL MEETING of the Company, duly convened, and held at Emmalein 2-11, 1075 AW, Amsterdam, The Netherlands on the 3 day of May 2001 the following Resolutions were duly passed:-

ORDINARY RESOLUTION

1. That the authorised share capital of the Company be increased from £100 to £2,205,982 by the creation of 2,205,882 Ordinary Shares of £1 each ranking pari passu with the existing Ordinary Shares in the capital of the Company.

SPECIAL RESOLUTION


2. That:

- (a) pursuant to Section 80 of the Companies Act 1985, the directors be and they are hereby generally and unconditionally authorised to allot grant options over, offer or otherwise deal with or dispose of any relevant securities (as defined in the said Section 80) of the Company to such persons at such times and generally on such terms as the directors may determine PROVIDED THAT:
 - (i) the authority conferred shall be for a period of five years from the date of the passing of this Resolution unless previously renewed varied or revoked by the Company in General Meeting;
 - (ii) the maximum amount of such relevant securities as aforesaid which may be allotted pursuant to such authority shall be £2,205,882;
- (b) pursuant to Section 95 of the Companies Act 1985, the directors be and they are hereby empowered to allot equity securities (as defined in Section 94 of the said Act) pursuant to the general authority conferred upon them in



paragraph (a) of this Resolution as if Section 89(1) of the said Act did not apply to any such allotment;

- (c) for the purposes of this Resolution the said authority and the said power shall allow and enable the directors to make offers or agreements which would or might require the making of allotments after the expiry of the said period.


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CHAIRMAN