

THE COMPANIES ACT 2006

TUESDAY



A20 *A7WQ8BVS*
08/01/2019 #6
COMPANIES HOUSE

PRIVATE COMPANY LIMITED BY SHARES

RESOLUTIONS IN WRITING OF THE SOLE MEMBER

of

CenturyLink EMEA Holdings Limited

Company number 03855219 (the "Company")

CIRCULATION DATE: December 20, 2018

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose that resolutions 1 and 2 below are passed as ordinary resolutions ("**Ordinary Resolutions**") and resolution 3 is passed as a special resolution ("**Special Resolution**").

ORDINARY RESOLUTIONS

1. **THAT**, in accordance with paragraph 42(2)(b) of Schedule 2 of the Companies Act 2006 (Commencement No 8, Transitional Provisions and Savings) Order 2008, the restriction on the authorised share capital of the Company set out in the memorandum of association of the Company and subsequently amended by resolution dated 2 December 2008, which by virtue of section 28 of the Companies Act 2006 is treated as a provision of the Company's articles of association, is hereby revoked and deleted.
2. **THAT** the directors of the Company are hereby authorised pursuant to section 551 of the Companies Act 2006 to allot and issue shares in the capital of the Company as set out below:

Name	Number of shares	Subscription Letter
Level 3 International, Inc.	125,000,000 ordinary shares of £1.00 each	Pursuant to the Subscription Letter dated the same date as this Written Resolution

SPECIAL RESOLUTION

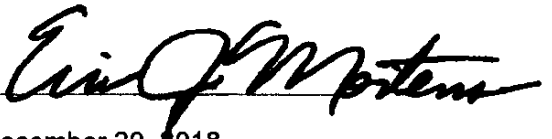
3. **THAT**, subject to the passing of the resolutions 1 and 2, in accordance with section 570 of the Companies Act 2006, the directors are hereby generally empowered to allot the shares referred to in resolution 2 above, pursuant to the authority conferred by resolution 2, as if section 561 of the Companies Act 2006 did not apply to any such allotment.

AGREEMENT

Please read the notes at the end of this document before signifying your agreement to the Ordinary Resolutions and the Special Resolution.

We, the undersigned, being the sole member of the Company entitled to vote on the Ordinary Resolutions and the Special Resolution on the Circulation Date, hereby irrevocably agree to the Ordinary Resolutions and the Special Resolution:

Signed for and on behalf of
Level 3 International, Inc.


December 20, 2018 _____(date)