

**A PRIVATE COMPANY LIMITED BY SHARES**

**WRITTEN RESOLUTION**

**OF**

**CABLE & WIRELESS ASIA & PACIFIC LIMITED**

Company Number: 4090254

(the Company)

Proposed by the board of directors of the Company in accordance with section 291 of the Companies Act 2006

**SPECIAL RESOLUTION**

That:

- (A) the share capital of the Company be reduced from £2,000,000,000 to £557,237,559 by cancelling and extinguishing 1,442,762,440 issued ordinary shares of £1 each; and
- (B) the capital be returned to the Company's sole shareholder by the payment of £1,442,762,440 in cash.

**AGREEMENT**

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

We, being the eligible member(s) 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 be passed as a written resolution pursuant to Section 288 of the Companies Act 2006 and that the resolution shall take effect as a special resolution.

*[Signature]*

For and on behalf of  
Cable and Wireless Public Limited Company

Date: *09 November 2004*

Certified a true copy

*[Signature]*  
Director / Secretary



**NOTES**

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 09 Nov 2009 (the "Circulation Date").
3. The procedure for signifying agreement by eligible members to a written resolution is as follows:
  - 3.1 a member signifies his/her/its agreement to a proposed written resolution when the Company receives from him/her/it (or someone acting on his/her/its behalf) an authenticated document –
    - (a) identifying the resolution to which it relates, and
    - (b) indicating his/her/its agreement to the resolution;
  - 3.2 the document must be sent to the Company in hard copy form or in electronic form;
  - 3.3 a member's agreement to a written resolution, once signified, may not be revoked; and
  - 3.4 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 15 days beginning with the Circulation Date.

Certified a true copy

  
**Director / Secretary**