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CHFP025

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Please complete
legibly, preferably
in black type, or
bold block lettering

*insert full name
of Company

COMPANIES FORM No. 395**Particulars of a mortgage or charge**

A fee of £13 is payable to Companies House in respect
of each register entry for a mortgage or charge.

Pursuant to section 395 of the Companies Act 1985

To the Registrar of Companies
(Address overleaf - Note 6)

For official use

Company number



4659719

Name of company

* Cable & Wireless Europe Holdings Limited (the Company)

Date of creation of the charge

6 March 2009

Description of the instrument (if any) creating or evidencing the charge (note 2)

A composite debenture (the **Debenture**)

Amount secured by the mortgage or charge

All obligations and liabilities of any kind incurred by the Company from
time to time under or in connection with:

(a) a facility agreement dated 5 December 2008 between, amongst others, the
Cable & Wireless UK Holdings Limited as Original Borrower, Cable & Wireless
UK Holdings Limited and its Subsidiaries listed therein as Original
Guarantors, The Governor and Company of the Bank of Ireland, Barclays Bank
PLC, Fortis Bank S.A./N.V., Lloyds TSB Bank plc, Standard Chartered Bank
and The Royal Bank of Scotland plc as the Lenders, The Governor and Company
of the Bank of Ireland as Issuing Bank and The Royal Bank of Scotland plc
as Agent and Security Agent (the **Facility Agreement**);

(b) the Debenture;

See Continuation sheet No 1, page 1.

Names and addresses of the mortgagees or persons entitled to the charge

The Royal Bank of Scotland plc, 135 Bishopsgate, London (the **Security
Agent**) as trustee for itself and the other persons defined as Secured
Parties in the Debenture.

Postcode EC2M 3UR

Presenter's name address and
reference (if any):

Norton Rose LLP
3 More London Riverside
London
SE1 2AQ

For official Use (06/2005)
Mortgage Section

Post room



PGCZ500L

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13 03/09
COMPANIES HOUSE

372

Time critical reference

Short particulars of all the property mortgaged or charged

1. The Debenture creates a first fixed charge over all present and future Shares (as defined in the Debenture) of the Company together with all rights accruing to, derived from or otherwise connected with those Shares and all of the rights accruing to, derived from or otherwise connected with any Shares which it obtains at any time in the future.

2. It creates a first floating charge over all the Company's other present and future assets including, for the avoidance of doubt, all its heritable and moveable property and other property, assets and rights in Scotland or governed by the laws of Scotland, other than in relation to any Vendor Facility (as defined in and permitted by the Facility Agreement):

(i) any equipment supplied by a vendor; or

(ii) receivables arising from such equipment which are charged as security for Vendor Facilities made available by such Vendor (or its Affiliates as defined by the Facility Agreement); or

See Continuation sheet No 1, page 2.

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Please complete legibly, preferably in black type, or bold block lettering

Particulars as to commission allowance or discount (note 3)

Nil

Signed

Norton Rose LLP

Date

13/03/2009

On behalf of ~~XXXXXXXXXXXXXXXXXX~~ [chargee] †

A fee is payable to Companies House in respect of each register entry for a mortgage or charge. (See Note 5)

† delete as appropriate

Notes

- 1 The original instrument (if any) creating or evidencing the charge, together with these prescribed particulars correctly completed must be delivered to the Registrar of Companies within 21 days after the date of creation of the charge (section 395). If the property is situated and the charge was created outside the United Kingdom delivery to the Registrar must be effected within 21 days after the date on which the instrument could in due course of post, and if dispatched with due diligence, have been received in the United Kingdom (section 398). A copy of the instrument creating the charge will be accepted where the property charged is situated and the charge was created outside the United Kingdom (section 398) and in such cases the copy must be verified to be a correct copy either by the company or by the person who has delivered or sent the copy to the Registrar. The verification must be signed by or on behalf of the person giving the verification and where this is given by a body corporate it must be signed by an officer of that body. A verified copy will also be accepted where section 398(4) applies (property situate in Scotland or Northern Ireland) and Form No. 398 is submitted.
- 2 A description of the instrument, eg "Trust Deed", "Debenture", "Mortgage", or "Legal charge", etc, as the case may be, should be given.
- 3 In this section there should be inserted the amount or rate per cent. of the commission, allowance or discount (if any) paid or made either directly or indirectly by the company to any person in consideration of his;
 - (a) subscribing or agreeing to subscribe, whether absolutely or conditionally, or
 - (b) procuring or agreeing to procure subscriptions, whether absolute or conditional,for any of the debentures included in this return. The rate of interest payable under the terms of the debentures should not be entered.
- 4 If any of the spaces in this form provide insufficient space the particulars must be entered on the prescribed continuation sheet.
- 5 A fee of £13 is payable to Companies House in respect of each register entry for a mortgage or charge. Cheques and Postal Orders must be made payable to **Companies House**.
- 6 The address of the Registrar of Companies is: Companies House, Crown Way, Cardiff CF14 3UZ

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**Particulars of a mortgage or charge
(continued)**Please do not
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binding marginContinuation sheet No 1
to Form No 395 and 410 (Scot)Please complete
legibly, preferably
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bold block lettering

Company Number

4659719

Name of Company

Cable & Wireless Europe Holdings Limited (the Company)

Limited*

* delete if
inappropriate

Description of the instrument creating or evidencing the mortgage or charge (continued) (note 2)

(c) each bilateral credit facility agreement between an Original Lender (as defined in the Facility Agreement) and a Borrower (as defined in the Facility Agreement);

(d) any other document designated as a Finance Document in the Facility Agreement or as a Secured Party Security Document in the Debenture; and

(e) any other document designated as a Finance Document or a Secured Party Security Document by the Company or the Agent at any time.

(iii) a financial institution; or

(iv) in relation to the sale or discounting of receivables permitted pursuant to the terms of the Facility Agreement, over the relevant receivables sold or discounted.

*Please complete
legibly, preferably
in black type, or
bold block lettering*

3. It contains a negative undertaking by the Company that, without the agreement of the Security Agent, no Security (as defined in the Debenture) of any kind or any similar arrangement will exist over any of its present or future assets (other than as permitted in the Facility Agreement).

4. It contains a negative undertaking by the Company that, without the agreement of the Security Agent, there will be no Disposal (as defined in the Debenture) of any Charged Assets (as defined in the Debenture) (other than as permitted in the Facility Agreement).

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Names, addresses and descriptions of the mortgagees or persons entitled to the charge (continued)

*Please complete
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bold block lettering*

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bold block lettering*



CERTIFICATE OF THE REGISTRATION OF A MORTGAGE OR CHARGE

Pursuant to section 401(2) of the Companies Act 1985

**COMPANY NO. 4659719
CHARGE NO. 1**

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES
HEREBY CERTIFIES THAT A COMPOSITE DEBENTURE DATED
6 MARCH 2009 AND CREATED BY CABLE & WIRELESS EUROPE
HOLDINGS LIMITED FOR SECURING ALL SUMS DUE OR TO
BECOME DUE FROM THE COMPANY UNDER THE TERMS OF
THE AFOREMENTIONED INSTRUMENT CREATING OR
EVIDENCING THE CHARGE WAS REGISTERED PURSUANT TO
CHAPTER 1 PART XII OF THE COMPANIES ACT 1985 ON THE 13
MARCH 2009

GIVEN AT COMPANIES HOUSE, CARDIFF THE 17 MARCH 2009



Companies House
— for the record —



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES