

No: 6859946

The Companies Act 2006
Company Limited by Shares

Written Resolution


WIRELESS^{of}
Cable & Waterside Holdings Limited
(the "Company")

Passed on: 28/03/2017

The following written resolution of the members of the Company was passed as a special resolution of the Company pursuant to Chapter 2 of Part 13 of the Companies Act 2006:

IT IS HEREBY RESOLVED THAT:

with the directors of the Company having on 28/03/2017 made a solvency statement in accordance with section 643 of the Companies Act 2006, the ordinary share capital of the Company be reduced by £99,999 (from £100,000 to £1) and the share premium account of the Company be reduced by £1,483,986,911 (from £1,483,986,911 to NIL).



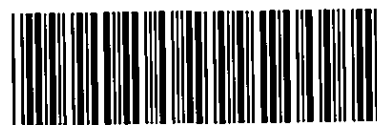
Sander Lentink (for Vodafone Corporate Secretaries Limited)

Director

Cable & Wireless Waterside Holdings Limited

Date: 28/03/2017

FRIDAY



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A16 07/04/2017 #286
COMPANIES HOUSE

NOTES:

1. If you agree with the Resolution, please indicate your agreement by signing and dating this document where indicated above and returning it to: Enterprise Corporate Secretariat, 1st Floor, Baird House, The Connection, Newbury, RG14 2FN or to an email address indicated by the Company Secretary.
2. If you do not agree to the Resolution, you do not need to do anything; you will not be deemed to agree if you fail to reply.
3. Once you have indicated your agreement to the Resolution, you may not revoke your agreement.
4. If sufficient agreement has not been received to pass the resolution by the 28th day following its circulation, then the resolution will lapse. If you agree to the resolution, please ensure that your agreement reaches us before or during this date.
5. In the case of joint holders of shares, only the vote of the senior holder who votes will be counted by the Company. Seniority is determined by the order in which the names of the joint holders appear in the Register of Members.
6. If you are signing this document on behalf of a person under a power of attorney or other authority please send a copy of the relevant power of attorney or authority when returning this document.

Company No: **6859946**

The Companies Act 2006
Company Limited by Shares

Written Resolutions
of
Cable & Wireless Waterside Holdings Limited
("the Company")
Circulated: 28/03/2017 (the "Circulation Date")

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the Directors of the Company propose that the following resolutions are passed ((1) and (2) as ordinary resolutions and (3) as a special resolution) (the "Resolutions"):

Special Resolution

- (1) With the directors of the Company having on 28/03/2017 made a solvency statement in accordance with section 643 of the Companies Act 2006, the share premium account of the Company be reduced by £ 1,483,986,911 (from £1,483,986,911 to NIL) and the ordinary share capital of the Company be reduced by £99,999 (from £100,000 to £1).

AGREEMENT

Please read the notes below before signifying your agreement to the Resolutions. The undersigned, being entitled to vote on the Resolutions on the Circulation Date, hereby irrevocably agree to the Resolutions:



Tarek Sayed

Director

Cable & Wireless UK Holdings Limited

Date: 28/03/2017

Please see the notes on the next page.



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