In accordance with Regulation 12 of the Companies (Cross Border Mergers) Regulations 2007.

CB01

Notice of a cross border merger involving a UK registered company

Laserform

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SCT 04/05/2018 #294
COMPANIES HOUSE

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SCT 28/04/2018 #247
COMPANIES HOUSE

✓ **What this form is for**
You may use this form to give notice of a cross border merger between two or more limited companies (including a UK registered company).

✗ **What this form is NOT fc**
You cannot use this form t notices of a cross border r between companies outsic European Economic Area

Part 1 Company details

Company number of UK merging company	S C 2 9 8 9 3 5
Company name in full of UK merging company	EASYNET MANAGED SERVICES LIMITED

→ **Filling in this form**
Please complete in typescript, or in bold black capitals.

All fields are mandatory unless specified or indicated by *

Part 2 Merging companies

Please use **Section A1** and **Section B1** to fill in the details for each merging company (including UK companies). Please use a CB01 continuation page to enter the details of additional merging companies.

A1 Merging company details ❶

Full company name	MDNX GROUP HOLDINGS LIMITED
Registered number ❷	0 8 7 0 8 4 0 9
	Please enter the registered office address.
Building name/number	Interoute Communications Limited
Street	31st Floor 25 Canada Square
Post town	London
County/Region	
Postcode	E 1 4 5 L Q
Country	UK
Legal form and law ❸	Private company limited by shares
	English Law
Member state and registry ❹	

❶ **Merging Company details**
Please use Section B1 to enter the details of the second merging company.

❷ **Registered number**
Please give the registered number as it appears in the member state registry.

❸ **Legal entity and governing law**
Please enter the legal form and law which applies to the company.

❹ **Member state and registry**
For non-UK companies, please enter the name of the member state and the name and address of the registry where documents are kept.

CB01

Notice of a cross border merger involving a UK registered company

B1 Merging company details ❶

Full company name	EASYNET ENTERPRISE SERVICES LIMITED
Registered number ❷	0 4 2 8 7 1 0 0
	Please enter the registered office address.
Building name/number	Interoute Communications Limited
Street	31st Floor 25 Canada Square
Post town	London
County/Region	
Postcode	E 1 4 5 L Q
Country	UK
Legal form and law ❸	Private company limited by shares
	English Law
Member state and registry ❹	

❶ **Merging Company details**
Please use a CB01 continuation page to enter the details of additional merging companies.

❷ **Registered number**
Please give the registered number as it appears in the member state registry.

❸ **Legal entity and governing law**
Please enter the legal form and law which applies to the company.

❹ **Member state and registry**
For non-UK companies, please enter the name of the member state and the name and address of the registry where documents are kept.

Part 3 Details of meetings ❺

If applicable, please enter the date, time and place of every meeting summoned under regulation 11 (power of court to summon meeting of members or creditors).

Details of meeting	
Date	26 06 2018
Time	12pm
Place	25 Canada Square, London, E14 5LQ
Details of meeting	
Date	d d m m y y y y
Time	
Place	
Details of meeting	
Date	d d m m y y y y
Time	
Place	
Details of meeting	
Date	d d m m y y y y
Time	
Place	

❺ **Details of meetings**
For additional meetings held under regulation 11, please use a CB01 continuation page.

CB01

Notice of a cross border merger involving a UK registered company

Part 4 Terms of merger and court orders

C1

Terms of merger

You must either:
- enclose a copy of the draft terms of merger;
  or,
- give details (below) of a website on which the draft terms are available. ❶

Website address

❶ **Draft terms of merger on a website**
In order to be able to give notice of draft terms of merger on a website, the following conditions must be met:
- the website is maintained by or on behalf of the UK merging company;
- The website identifies the UK merging company;
- no fee is required to access the draft terms of merger;
- the draft terms of merger remain available on the website throughout the period beginning one month before and ending on the date of the first meeting of members.

C2

Court orders

If applicable, you must enclose a copy of any court order made where the court has summoned a meeting of members or creditors.

Part 5 Signature

D1

Signature

I am signing this form on behalf of the UK merging company.

Signature

Signature

X X

This form may be signed by a director of the UK merging company on behalf of the Board.

CB01

Notice of a cross border merger involving a UK registered company

Presenter information

You do not have to give any contact information, but if you do it will help Companies House if there is a query on the form. The contact information you give will be visible to searchers of the public record.

Contact name WINA/INTRO.0108

Company name BIRD & BIRD LLP

Address 12 NEW FETTER LANE

Post town LONDON

County/Region

Postcode E C 4 A 1 J P

Country UK

DX

Telephone

Checklist

We may return forms completed incorrectly or with information missing.

Please make sure you have remembered the following:

- ☐ The company name and number of the UK merging company match the information held on the public Register.
- ☐ You have completed the details of each merging company in Part 2.
- ☐ You have completed Part 3.
- ☐ You have completed Part 4 and (if applicable) enclosed the relevant documents.
- ☐ You have signed the form in Part 5.

Important information

Please note that all information on this form will appear on the public record.

Where to send

You may return this form to any Companies House address, however for expediency we advise you to return it to the appropriate address below:

For companies registered in England and Wales:
The Registrar of Companies, Companies House,
Crown Way, Cardiff, Wales, CF14 3UZ.
DX 33050 Cardiff.

For companies registered in Scotland:
The Registrar of Companies, Companies House,
Fourth floor, Edinburgh Quay 2,
139 Fountainbridge, Edinburgh, Scotland, EH3 9FF.
DX ED235 Edinburgh 1
or LP - 4 Edinburgh 2 (Legal Post).

For companies registered in Northern Ireland:
The Registrar of Companies, Companies House,
Second Floor, The Linenhall, 32-38 Linenhall Street,
Belfast, Northern Ireland, BT2 8BG.
DX 481 N.R. Belfast 1.

Further information

For further information, please see the guidance notes on the website at www.companieshouse.gov.uk
or email enquiries@companieshouse.gov.uk

This form is available in an alternative format. Please visit the forms page on the website at www.companieshouse.gov.uk

In accordance with Regulation 12 of the Companies (Cross Border Mergers) Regulations 2007.

CB01 - continuation page

Notice of a cross border merger involving a UK registered company

Part 2 Merging company details ❶

Please fill in the following details for each merging company (including UK companies).

Full company name	EASYNET CORPORATE SERVICES LIMITED
Registered number ❷	0 6 4 8 7 5 5 7
	Please enter the registered office address.
Building name/number	Interoute Communications Limited
Street	31st Floor 25 Canada Square
Post town	London
County/Region	
Postcode	E 1 4 5 L Q
Country	UK
Legal form and law ❸	Private company limited by shares
	English Law
Member state and registry ❹	

❶ **Merging company details**
Please use a separate CB01 continuation page for details of each additional merging company.

❷ **Registered number**
Please give the registered number as it appears in the member state registry.

❸ **Legal entity and governing law**
Please enter the legal form and law which applies to the company.

❹ **Member state and registry**
For non-UK companies, please enter the name of the member state and the name and address of the registry where documents are kept.

In accordance with Regulation 12 of the Companies (Cross Border Mergers) Regulations 2007.

CB01 - continuation page

Notice of a cross border merger involving a UK registered company

Part 2 Merging company details ❶

Please fill in the following details for each merging company (including UK companies).

Full company name	INTEROUTE MANAGED SERVICES UK LIMITED
Registered number ❷	0 8 4 5 8 8 7 5
	Please enter the registered office address.
Building name/number	Interoute Communications Limited
Street	31st Floor 25 Canada Square
Post town	London
County/Region	
Postcode	E 1 4 5 L Q
Country	UK
Legal form and law ❸	Private company limited by shares
	English Law
Member state and registry ❹	

❶ **Merging company details**
Please use a separate CB01 continuation page for details of each additional merging company.

❷ **Registered number**
Please give the registered number as it appears in the member state registry.

❸ **Legal entity and governing law**
Please enter the legal form and law which applies to the company.

❹ **Member state and registry**
For non-UK companies, please enter the name of the member state and the name and address of the registry where documents are kept.

In accordance with Regulation 12 of the Companies (Cross Border Mergers) Regulations 2007.

CB01 - continuation page

Notice of a cross border merger involving a UK registered company

Part 2 Merging company details ❶

Please fill in the following details for each merging company (including UK companies).

Full company name	EASYNET CHANNEL PARTNERS LIMITED
Registered number ❷	03676297
	Please enter the registered office address.
Building name/number	Interoute Communications Limited
Street	31st Floor 25 Canada Square
Post town	London
County/Region	
Postcode	E14 5LQ
Country	UK
Legal form and law ❸	Private company limited by shares
	English Law
Member state and registry ❹	

❶ **Merging company details**
Please use a separate CB01 continuation page for details of each additional merging company.

❷ **Registered number**
Please give the registered number as it appears in the member state registry.

❸ **Legal entity and governing law**
Please enter the legal form and law which applies to the company.

❹ **Member state and registry**
For non-UK companies, please enter the name of the member state and the name and address of the registry where documents are kept.

In accordance with Regulation 12 of the Companies (Cross Border Mergers) Regulations 2007.

CB01 - continuation page

Notice of a cross border merger involving a UK registered company

Part 2 Merging company details ❶

Please fill in the following details for each merging company (including UK companies).

Full company name	EASYNET LIMITED
Registered number ❷	0 2 9 5 4 3 4 3
	Please enter the registered office address.
Building name/number	Interoute Communications Limited
Street	31st Floor 25 Canada Square
Post town	London
County/Region	
Postcode	E 1 4 5 L Q
Country	UK
Legal form and law ❸	Private company limited by shares
	English Law
Member state and registry ❹	

❶ **Merging company details**
Please use a separate CB01 continuation page for details of each additional merging company.

❷ **Registered number**
Please give the registered number as it appears in the member state registry.

❸ **Legal entity and governing law**
Please enter the legal form and law which applies to the company.

❹ **Member state and registry**
For non-UK companies, please enter the name of the member state and the name and address of the registry where documents are kept.

In accordance with Regulation 12 of the Companies (Cross Border Mergers) Regulations 2007.

CB01 - continuation page

Notice of a cross border merger involving a UK registered company

Part 2 Merging company details ❶

Please fill in the following details for each merging company (including UK companies).

Full company name	INTEROUTE VTESSE LIMITED
Registered number ❷	0 3 9 0 0 8 3 6
	Please enter the registered office address.
Building name/number	Interoute Communications Limited
Street	25 Canada Square
	Canary Wharf
Post town	London
County/Region	
Postcode	E 1 4 5 L Q
Country	UK
Legal form and law ❸	Private company limited by shares
	English Law
Member state and registry ❹	

❶ **Merging company details**
Please use a separate CB01 continuation page for details of each additional merging company.

❷ **Registered number**
Please give the registered number as it appears in the member state registry.

❸ **Legal entity and governing law**
Please enter the legal form and law which applies to the company.

❹ **Member state and registry**
For non-UK companies, please enter the name of the member state and the name and address of the registry where documents are kept.

In accordance with Regulation 12 of the Companies (Cross Border Mergers) Regulations 2007.

CB01 - continuation page

Notice of a cross border merger involving a UK registered company

Part 2 Merging company details ❶

Please fill in the following details for each merging company (including UK companies).

Full company name	INTEROUTE CIRRUS LIMITED
Registered number ❷	0 7 4 7 3 1 7 7
	Please enter the registered office address.
Building name/number	Interoute Communications Limited
Street	25 Canada Square
	Canary Wharf
Post town	London
County/Region	
Postcode	E 1 4 5 L Q
Country	UK
Legal form and law ❸	Private company limited by shares
	English Law
Member state and registry ❹	

❶ **Merging company details**
Please use a separate CB01 continuation page for details of each additional merging company.

❷ **Registered number**
Please give the registered number as it appears in the member state registry.

❸ **Legal entity and governing law**
Please enter the legal form and law which applies to the company.

❹ **Member state and registry**
For non-UK companies, please enter the name of the member state and the name and address of the registry where documents are kept.

In accordance with Regulation 12 of the Companies (Cross Border Mergers) Regulations 2007.

CB01 - continuation page

Notice of a cross border merger involving a UK registered company

Part 2 Merging company details ❶

Please fill in the following details for each merging company (including UK companies).

Full company name	INTEROUTE APPLICATION MANAGEMENT LIMITED
Registered number ❷	0 3 6 3 9 5 9 8
	Please enter the registered office address.
Building name/number	Interoute Communications Limited
Street	31st Floor 25 Canada Square
	Canary Wharf
Post town	London
County/Region	
Postcode	E 1 4 5 L Q
Country	UK
Legal form and law ❸	Private company limited by shares
	English Law
Member state and registry ❹	

❶ **Merging company details**
Please use a separate CB01 continuation page for details of each additional merging company.

❷ **Registered number**
Please give the registered number as it appears in the member state registry.

❸ **Legal entity and governing law**
Please enter the legal form and law which applies to the company.

❹ **Member state and registry**
For non-UK companies, please enter the name of the member state and the name and address of the registry where documents are kept.

In accordance with Regulation 12 of the Companies (Cross Border Mergers) Regulations 2007.

CB01 - continuation page

Notice of a cross border merger involving a UK registered company

Part 2 Merging company details ❶

Please fill in the following details for each merging company (including UK companies).

Full company name	EASYNET MANAGED SERVICES LIMITED
Registered number ❷	S C 2 9 8 9 3 5
	Please enter the registered office address.
Building name/number	272
Street	Bath Street
Post town	Glasgow
County/Region	
Postcode	G 2 4 J R
Country	Scotland
Legal form and law ❸	Private company limited by shares
	Scottish Law
Member state and registry ❹	

❶ **Merging company details**
Please use a separate CB01 continuation page for details of each additional merging company.

❷ **Registered number**
Please give the registered number as it appears in the member state registry.

❸ **Legal entity and governing law**
Please enter the legal form and law which applies to the company.

❹ **Member state and registry**
For non-UK companies, please enter the name of the member state and the name and address of the registry where documents are kept.

In accordance with Regulation 12 of the Companies (Cross Border Mergers) Regulations 2007.

CB01 - continuation page

Notice of a cross border merger involving a UK registered company

Part 2 Merging company details ❶

Please fill in the following details for each merging company (including UK companies).

Full company name	INTEROUTE CAPITAL MARKETS B.V.
Registered number ❷	5 1 6 8 1 0 2 1
	Please enter the registered office address.
Building name/number	120
Street	Koolhovenlaan
Post town	Schiphol-Rijk
County/Region	
Postcode	1 1 1 9 N H
Country	The Netherlands
Legal form and law ❸	Private company with limited liability
	Dutch Law
Member state and registry ❹	The Netherlands
	CHAMBER OF COMMERCE, AMSTERDAM, DE RUIJTERKADE 5

1013 AA AMSTERDAM

❶ **Merging company details**
Please use a separate CB01 continuation page for details of each additional merging company

❷ **Registered number**
Please give the registered number as it appears in the member state registry.

❸ **Legal entity and governing law**
Please enter the legal form and law which applies to the company.

❹ **Member state and registry**
For non-UK companies, please enter the name of the member state and the name and address of the registry where documents are kept.

In accordance with Regulation 12 of the Companies (Cross Border Mergers) Regulations 2007.

CB01 - continuation page

Notice of a cross border merger involving a UK registered company

Part 2 Merging company details ❶

Please fill in the following details for each merging company (including UK companies).

Full company name	INTEROUTE TREASURY SERVICES B.V.
Registered number ❷	5 1 6 8 1 3 3 1
	Please enter the registered office address.
Building name/number	120
Street	Koolhovenlaan
Post town	Schiphol-Rijk
County/Region	
Postcode	1 1 1 9 N H
Country	The Netherlands
Legal form and law ❸	Private company with limited liability
	Dutch Law
Member state and registry ❹	The Netherlands X
	CHAMBER OF COMMERCE, AMSTERDAM, DE RUYTERKADE 5,
	1013 AA AMSTERDAM.

❶ **Merging company details**
Please use a separate CB01 continuation page for details of each additional merging company.

❷ **Registered number**
Please give the registered number as it appears in the member state registry.

❸ **Legal entity and governing law**
Please enter the legal form and law which applies to the company.

❹ **Member state and registry**
For non-UK companies, please enter the name of the member state and the name and address of the registry where documents are kept.

X

In accordance with Regulation 12 of the Companies (Cross Border Mergers) Regulations 2007.

CB01 - continuation page

Notice of a cross border merger involving a UK registered company

Part 2 Merging company details ❶

Please fill in the following details for each merging company (including UK companies).

Full company name	INTEROUTE NETWORKS LIMITED
Registered number ❷	0 3 7 7 3 2 5 5
	Please enter the registered office address.
Building name/number	Interoute Communications Limited
Street	31st Floor 25 Canada Square
	Canary Wharf
Post town	London
County/Region	
Postcode	E 1 4 5 L Q
Country	UK
Legal form and law ❸	Private company limited by shares
	English Law
Member state and registry ❹	

❶ **Merging company details**
Please use a separate CB01 continuation page for details of each additional merging company.

❷ **Registered number**
Please give the registered number as it appears in the member state registry.

❸ **Legal entity and governing law**
Please enter the legal form and law which applies to the company.

❹ **Member state and registry**
For non-UK companies, please enter the name of the member state and the name and address of the registry where documents are kept.

TERMS OF CROSS-BORDER MERGER

of the management boards of

INTEROUTE NETWORKS LIMITED

and

INTEROUTE MANAGED SERVICES UK LIMITED

and

MDNX GROUP HOLDINGS LIMITED

and

EASYNET ENTERPRISE SERVICES LIMITED

and

INTEROUTE CAPITAL MARKETS B.V.

and

EASYNET CORPORATE SERVICES LIMITED

and

EASYNET CHANNEL PARTNERS LIMITED

and

EASYNET MANAGED SERVICES LIMITED

and

EASYNET LIMITED

and

INTEROUTE APPLICATION MANAGEMENT LIMITED

and

INTEROUTE VTESSE LIMITED

and

INTEROUTE TREASURY SERVICES B.V

and

INTEROUTE CIRRUS LIMITED

Terms of Cross-Border Merger

The management boards of:

1. A private company with limited liability incorporated under the laws of England and Wales, **Interoute Networks Limited**, having its registered office at 31st Floor 25 Canada Square, London, England, E14 5LQ, registered with the Registrar of Companies under company number 03773255 (the "**Acquiring Company**");

2. A private company with limited liability incorporated under the laws of England and Wales, **Interoute Managed Services UK Limited**, having its registered office at 31st Floor 25 Canada Square, London, England, E14 5LQ, registered with the Registrar of Companies under company number 08458875;

3. A private limited company under Dutch law (besloten vennootschap met beperkte aansprakelijkheid) **Interoute Capital Markets B.V.**, having its official seat at Amsterdam, the Netherlands with address at Koolhovenlaan 120, 1119 NH Schiphol-Rijk, the Netherlands registered with the Trade Register of the Chamber of Commerce under number 51681021;

4. A private company with limited liability incorporated under the laws of England and Wales, **Easynet Enterprise Services Limited**, having its registered office at 31st Floor 25 Canada Square, London, England, E14 5LQ, registered with the Registrar of Companies under company number 04287100;

5. A private company with limited liability incorporated under the laws of England and Wales, **Easynet Corporate Services Limited**, having its registered office at 31st Floor 25 Canada Square, London, England, E14 5LQ, registered with the Registrar of Companies under company number 06487557;

6. A private company with limited liability incorporated under the laws of England and Wales, **MDNX Group Holdings Limited**, having its registered office at 31st Floor 25 Canada Square, London, England, E14 5LQ, registered with the Registrar of Companies under company number 08708409;

7. A private company with limited liability incorporated under the laws of England and Wales, **Easynet Channel Partners Limited**, having its registered office at 31st Floor 25 Canada Square, London, England, E14 5LQ, registered with the Registrar of Companies under company number 03676297;

8. A private company with limited liability incorporated under the laws of Scotland, **Easynet Managed Services Limited**, having its registered office at 272 Bath Street, Glasgow, G2 4JR, registered with the Registrar of Companies for Scotland under company number SC298935;

9. A private company with limited liability incorporated under the laws of England and Wales, **Easynet Limited**, having its registered office at 31st Floor 25 Canada Square,

London, England, E14 5LQ, registered with the Registrar of Companies under company number 02954343;

10. A private company with limited liability incorporated under the laws of England and Wales, **Interoute Application Management Limited**, having its registered office at 31st Floor 25 Canada Square, London, England, E14 5LQ, registered with the Registrar of Companies under company number 03639598;

11. A private company with limited liability incorporated under the laws of England and Wales, **Interoute Vtesse Limited**, having its registered office at 25 Canada Square, London, England, E14 5LQ, registered with the Registrar of Companies under company number 03900836;

12. A private limited company under Dutch law (besloten vennootschap met beperkte aansprakelijkheid) **Interoute Treasury Services B.V.**, having its official seat in Amsterdam, the Netherlands with address at Koolhovenlaan 120, 1119 NH Schiphol-Rijk, the Netherlands registered with the Trade Register of the Chamber of Commerce under number 51681331; and

13. A private company with limited liability incorporated under the laws of England and Wales, **Interoute Cirrus Limited**, having its registered office at 25 Canada Square, London, England, E14 5LQ, registered with the Registrar of Companies under company number 07473177 (together with Interoute Application Management Limited, Interoute Vtesse Limited and Interoute Treasury Services B.V. the "**Companies Ceasing to Exist**" which together with the Acquiring Company, the "**Merging Companies**")

propose a cross-border merger within the meaning of the Directive 2005/56/EC of the European Parliament and of the Council of the European Union of 26 October 2005 on cross-border mergers of limited liability companies and the relevant local laws applicable to the Merging Companies as a result of which merger:

- the Companies Ceasing to Exist will cease to exist;

- the Acquiring Company will acquire the assets and liabilities of the Companies Ceasing to Exist under a universal title of succession; and

- each of the sole shareholders of the Companies Ceasing to Exist waive their entitlement to receive shares or other consideration for the merger as they and the Acquiring Company are all under the common ownership of Interoute Communications Limited and the merger is deemed beneficial for the Group (as defined below) as a whole.

Background information:

(i) Interoute Communications Holdings SA (Luxembourg) is the ultimate holding company of the Interoute group (the "**Group**");

(ii) the Merging Companies are indirect wholly-owned subsidiaries of Interoute

Communications Limited, a private company with limited liability incorporated under the laws of England and Wales having its registered office at 31st Floor 25 Canada Square, London, England, E14 5LQ, registered with the Registrar of Companies under company number 04472687;

(iii) none of the Merging Companies has a supervisory board;

(iv) the Merging Companies have not been dissolved or declared bankrupt, nor has a suspension of payment been declared or restructuring proceedings been initiated with respect to the Merging Companies;

(v) the merger is proposed as part of an ongoing effort to restructure and simplify the Group in order to increase the security package of the bond holders and improve efficiencies in operations and reporting which will assist management in making better business decisions.

Information prescribed by applicable regulations:

The data to be mentioned pursuant to Sections 2:312 paragraph 2, 2:326 and 2:333d of the Dutch Civil Code (the "**DCC**") and Regulation 7(2)(a) of the Companies (Cross Border Mergers) Regulations 2007 (SI 2007/2974) (the "**UK Regulations**") are as follows:

a. Type of legal entity, name and official seat of the Merging Companies (Regulation 7(2)(a)).

(i) The private company with limited liability incorporated under and subject to the laws of England and Wales, **Interoute Networks Limited**, having its registered office at 31st Floor 25 Canada Square, London, England, E14 5LQ;

(ii) The private company with limited liability incorporated under and subject to the laws of England and Wales, **Interoute Managed Services UK Limited**, having its registered office at 31st Floor 25 Canada Square, London, England, E14 5LQ;

(iii) A private company with limited liability incorporated under and subject to the laws of England and Wales, **MDNX Group Holdings Limited**, having its registered office at 31st Floor 25 Canada Square, London, England, E14 5LQ;

(iv) A private company with limited liability incorporated under and subject to the laws of England and Wales, **Easynet Enterprise Services Limited**, having its registered office at 31st Floor 25 Canada Square, London, England, E14 5LQ;

(v) A private limited liability company organised and existing under Dutch law, **Interoute Capital Markets B.V.,** having its official seat at Amsterdam, the Netherlands with address at Koolhovenlaan 120, 1119 NH Schiphol-Rijk, the Netherlands;

(vi) A private company with limited liability incorporated under and subject to the laws

of England and Wales, **Easynet Corporate Services Limited**, having its registered office at 31st Floor 25 Canada Square, London, England, E14 5LQ;

(vii) A private company with limited liability incorporated under and subject to the laws of England and Wales, **Easynet Channel Partners Limited**, having its registered office at 31st Floor 25 Canada Square, London, England, E14 5LQ;

(viii) A private company with limited liability incorporated under and subject to the laws of Scotland, **Easynet Managed Services Limited**, having its registered office at 272 Bath Street, Glasgow, G2 4JR;

(ix) A private company with limited liability incorporated under and subject to the laws of England and Wales, **Easynet Limited**, having its registered office at 31st Floor 25 Canada Square, London, England, E14 5LQ;

(x) The private company with limited liability incorporated under and subject to the laws of England and Wales, **Interoute Application Management Limited**, having its registered office at 31st Floor 25 Canada Square, London, England, E14 5LQ;

(xi) The private company with limited liability incorporated under and subject to the laws of England and Wales, **Interoute Vtesse Limited**, having its registered office at 25 Canada Square, London, England, E14 5LQ

(xii) The private company with limited liability incorporated under and subject to the laws of England and Wales, **Interoute Cirrus Limited**, having its registered office at 25 Canada Square, London, England, E14 5LQ; and

(xiii) The private limited liability company **Interoute Treasury Services B.V.** organised and existing under Dutch law, having its official seat in Amsterdam, the Netherlands with address at Koolhovenlaan 120, 1119 NH Schiphol-Rijk, the Netherlands.

b. Articles of association of the Acquiring Company / Regulation 7(2)(i) of the UK Regulations.

The articles of association of the Acquiring Company shall not be amended in connection with the merger.

The current articles of association of the Acquiring Company were adopted by special resolution of the sole shareholder on 23 August 2016. The wording of the current articles of association of the Acquiring Company is attached to these terms of cross-border merger as **Annex A**.

c. Rights given to and compensations to be paid chargeable to the Acquiring Company, pursuant to article 320 Book 2 of the Dutch Civil Code.

As there are no persons who, other than in their capacity as shareholders, have

special rights against the Companies Ceasing to Exist, no special rights and no compensations will be granted at the expense of the Acquiring Company to anyone.

d. Rights or restrictions attaching to shares in the Acquiring Company to be allotted to holders of shares in the Companies Ceasing to Exist to which special rights attach / Regulation 7(2)(g) of the UK Regulations.

There are no shares in the Acquiring Company to which any special rights or restrictions attach and no rights or restrictions will be allotted under the cross-border merger to the holders of shares or other securities in the Companies Ceasing to Exist and no measures concerning them will be proposed.

e. Benefits to be granted to a member of the management board of the Merging Companies or to another party involved with the merger, in connection with the merger / Regulation 7(2)(h) of the UK Regulations.

None. Every member of the Merging Companies has agreed that an independent expert report shall not be required, and that no special amounts or benefits shall be paid or given to an independent expert verifying these terms of merger or to any member of the organs of the Merging Companies.

f. Intentions with regard to the composition of the management board of the Acquiring Company after the cross-border merger.

There is proposed a change to the composition of the management board of the Acquiring Company after the cross-border merger.

The present composition is as follows:

Management board:

- Maurice Woolf
- Gareth Williams

The proposed composition after the cross-border merger is as follows:

Management board:

- Gareth Williams
- Maurice Woolf
- Lee Myall
- Catherine Birkett

g. Date per which the financial data of the Companies Ceasing to Exist will be accounted for in the accounts of the Acquiring Company / Regulation 7(2)(f) of the UK Regulations.

The financial data of the Companies Ceasing to Exist will be accounted for in the monthly accounts of the Acquiring Company as per the month the merger becomes legally effective.

h. Contemplated continuation or termination of activities.

The activities of the Companies Ceasing to Exist will be continued by the Acquiring Company.

i. Corporate approvals of the terms of cross-border merger.

The resolution to effect the cross-border merger in conformity with the common terms of cross-border merger is neither subject to the approval of a company body of the Merging Companies nor of any third party.

j. Effects of the merger on the goodwill and the distributable reserves of the Acquiring Company.

The effects of the cross-border merger on the goodwill and the distributable reserves of the Acquiring Company are as follows:

Goodwill: There will be no effect on the goodwill of the Acquiring Company.

Distributable reserves: The merger will result in an increase of the distributable reserves within the Acquiring Company of an amount of £104,752,000. This would increase the distributable reserves within the Acquiring Company from £16,612,000 to £121,364,000.

In addition to the increase in distributable reserves within the Acquiring Company which arise as a result of the merger, the net asset position resulting from the merger amounts to £122,344,000, creating a stronger net position for the Acquiring Company and therefore the creditors post-merger.

It is common in the industry for companies to have to make capital investment before seeing returns, which can result in temporary deficits in some of the Merging Companies. That said, within the balance sheets of the Merging Companies (attached hereto as **Annex B**) the debtors and creditors falling due within one year represent trading activity of the Merging Companies in the normal course of business, with the most significant amounts in these categories represented by intercompany trading balances. Creditors falling due after one year comprise either inter-company debt arising through the ordinary course of trading or provisions for deferred income where certain customers gave prepaid longer term contracts.

k. Likely effects on employment / Regulation 7(2)(d) of the UK Regulations.

Interoute Application Management Limited currently has 206 employees, Interoute Vtesse Limited currently has 12 employees and Interoute Managed Services UK Limited has 197 employees. As part of the Merger, these employees will transfer to the Acquiring Company under the Transfer of Undertakings (Protection of Employment) Regulations 2006.

l. Procedures for employee participation / Regulation 7(2)(j) of the UK Regulations.

As none of the Merging Companies:

(i) has, in the six months before the publication of the terms of merger, an average number of employees that exceeds five hundred (500) and has a system of employee participation;

(ii) has a proportion of employee representatives amongst the directors;

(iii) is subject to regulations dealing with employee participation,

and the Companies Ceasing to Exist has no employee representatives amongst members of the administrative or supervisory organ of their committees or of the management group which cover the profit units of the Companies Ceasing to Exist,

no employee participation arrangements as referred to in Section 2:333k of the DCC and Part 4 of the UK Regulations have to be made by the Acquiring Company.

m. The exchange rate of the shares and the extent of the payments pursuant to the exchange rate / Regulations 7(2)(b), 7(2)(c) and 7(2)(e) of the UK Regulations.

No shares or other securities shall be allotted by the Acquiring Company to the holders of shares or other securities in the Companies Ceasing to Exist. No cash payments shall be made by the Acquiring Company to the Companies Ceasing to Exist or the holders of shares or other securities of the Companies Ceasing to Exist.

n. Shares to be cancelled pursuant to section 641 of the Companies Act 2006.

No shares will be cancelled by the Acquiring Company.

o. Information on the valuation of assets and liabilities of the Companies Ceasing to Exist to be acquired by the Acquiring Company / Regulation 7(2)(k) of the UK Regulations

The valuations of the relevant assets and liabilities of the Companies Ceasing to Exist to be acquired by the Acquiring Company are set out in the financial statements of the Merging Companies which is attached to the merger proposal as **Annex B**. These financial statements are dated 31 March 2018 and were prepared on the basis of historical cost convention.

It is specifically noted that: Easynet Limited will transfer the following wholly owned foreign subsidiaries to other entities within the Interoute group at fair market value: Easynet (Shanghai) Info & Technology Company Ltd and Interoute Managed Services Hong Kong Limited. Interoute Managed Services UK Limited will transfer EGHL (UK) Limited, a wholly owned subsidiary, to another entity within the Interoute group at fair market value.

p. Date of the financial statements / Regulation 7(2)(l) of the UK Regulations.

The date of the financial statements of the Merging Companies' accounts used to establish the conditions of the cross-border merger is:

Acquiring Company:
31 March 2018

Companies Ceasing to Exist:
31 March 2018

q. Proposal for the level of compensation of shareholders.

No compensation for shareholders that vote against the proposal to effectuate the cross-border merger is proposed, as it is not expected that votes will be cast against this proposal.

r. Works council advice.

Not applicable.

s. Consequences and compensation for holders of non-voting shares and shares without profits rights.

None, as non-voting shares and shares without profits rights do not exist.

t. Annexes.

Annexes to these terms form an integrated part of this proposal.

(*Signature page follows*)

Interoute Managed Services UK Limited

_____

Door/by: Catherine Birkett (director)
Plaats/place:
Datum/date:

MDNX Group Holdings Limited

_____

Door/by: Catherine Birkett (director)
Plaats/place:
Datum/date:

Easynet Enterprise Services Limited

_____

Door/by: Catherine Birkett (director)
Plaats/place:
Datum/date:

Interoute Capital Markets B.V.

_____

Door/by: Jan Louwes
Plaats/place:
Datum/date:

Witness signature: _____
Witness name: _____
Witness address: _____
Witness occupation: _____

Easynet Corporate Services Limited

_____

Door/by: Catherine Birkett (director)
Plaats/place:
Datum/date:

Easynet Channel Partners Limited

_____

Door/by: Catherine Birkett (director)
Plaats/place:
Datum/date:

Easynet Limited

_____

Door/by: Catherine Birkett (director)
Plaats/place:
Datum/date:

Easynet Managed Services Limited

_____

Door/by: Catherine Birkett (director)
Plaats/place:
Datum/date:

Interoute Networks Limited

_____

Door/by: Maurice Woolf (director)
Plaats/place:
Datum/date:

Interoute Application Management Limited

_____

Door/by: Catherine Birkett (director)
Plaats/place:
Datum/date:

Interoute Vtesse Limited

_____

Door/by: Catherine Birkett (director)
Plaats/place:
Datum/date:

Interoute Treasury Services B.V.

_____

Door/by: Jan Louwes
Plaats/place:
Datum/date:

Witness signature: _____
Witness name: _____
Witness address: _____
Witness occupation: _____

Interoute Cirrus Limited

_____

Door/by: Catherine Birkett (director)
Plaats/place:
Datum/date:

ANNEX A.

Company Number 03773255

THE COMPANIES ACT 2006

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTIONS of
INTEROUTE NETWORKS LIMITED

(the "Company")

Circulation Date 9 October 2015 (the "**Circulation Date**")

Pursuant to Part 13, Chapter 2 of the Companies Act 2006 (the "**Act**"), the directors of the Company propose that the following resolutions (of which resolutions numbered 1 to 4 are proposed to be passed as ordinary resolutions and the resolution numbered 5 is proposed to be passed as a special resolution) (the "**Resolutions**") are passed

ORDINARY RESOLUTIONS

1 **Approval of Documents**

That it would promote the success of the Company for the benefit of its members as a whole, and be to the further benefit and advantage of the Company to enter into the Documents (to which it is a party) (as defined in the board minutes of a meeting of the directors of the Company appended to this written resolution (the "**Board Minutes**")), together with any other relevant documents as referred to in paragraph 9 1 of the Board Minutes (the "**Resolution Documents**") and the transactions contemplated thereby

2 **Execution of the Documents**

That the Company and its directors are hereby empowered, authorised and directed to approve, negotiate and enter into the Resolution Documents (to which the Company is a party) on such terms as they may, in their absolute discretion, deem fit

3 **Further actions**

That the Company and its directors are hereby empowered, authorised and directed to do all acts and things contemplated by or pursuant to the transactions which are the subject of or envisaged by the Resolution Documents and any other related document to which the Company is or will be a party

4 **Approval of resolutions**

That each of the resolutions of the directors of the Company set out in the Board Minutes is hereby approved

SPECIAL RESOLUTION

5 **Adoption of new articles of association**

That the new articles of association of the Company (the "**New Articles**") be adopted in place of the existing articles of association so as to

(a) disapply, in respect of any transfer of shares undertaken to any bank or institution to which the shares of the Company have been mortgaged or charged by way of security (a "**Secured Institution**"), any pre-emption rights, and

(b) remove the Company's lien over all shares of the Company

Please read the Notes at the end of this document before signifying your agreement to the Resolutions above

AGREEMENT

WE THE UNDERSIGNED, being the sole member of the Company entitled to vote on the Resolutions on the Circulation Date HEREBY IRREVOCABLY AGREE to the Resolutions

Name Gareth Williams
Director of **Interoute Communications Limited**

Dated 9 October 2015

NOTES

1 These written resolutions have been proposed by the directors of the Company The purpose of these resolutions is to confirm that the Documents to which the Company will be a party are in the best interests of the Company and its shareholder and to authorise the directors and officers of the Company to enter into such transactions If you agree with the Resolution please indicate your agreement by signing and dating this document where indicated above and returning it to the Company using one of the following methods

(a) by hand by delivering the signed copy to the Company Secretary at 31st Floor, 25 Canada Square, Canary Wharf, London E14 5LQ

(b) by post by returning the signed copy to the Company Secretary at 31st Floor, 25 Canada Square, Canary Wharf, London E14 5LQ

(c) Fax faxing the signed copy to +44 (0)20 +44 7025 9855 marked "For the attention of Maurice Woolf"

(d) E-mail by attaching a scanned copy of the signed document to an e-mail and sending it to "Maurice Woolf@interoute com" Please enter "Written resolutions of Interoute Networks Limited dated 9 October 2015" in the e-mail subject box

2 If you have received the Resolution by e-mail you may also indicate your agreement by replying to the original e-mail containing the Resolution For your agreement to be valid you must state your name and that you irrevocably agree to the Resolution

3 Once you have signified your agreement to the Resolution, you may not revoke your agreement

4 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 If you return the document signed but undated, it will be assumed by the Company that you signed the document on the day immediately preceding the day on which it was received by the Company

5 The circulation date of these written resolutions is 9 October 2015 Unless, by midnight on 9 October 2015, sufficient agreement has been received for the Resolution to pass, it will lapse If you agree to the Resolution, please ensure that your agreement reaches us before this time

6 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

7 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

8 A copy of this Resolution has been sent to the auditors

THE COMPANIES ACTS 1985 AND 1989

COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

OF

INTEROUTE NETWORKS LIMITED

(As amended by written resolutions passed on 8 September 2011 and 9 October 2015)

1 Interpretation

1 1 The regulations contained in Table A in Statutory Instrument number 805 of 1985, as amended prior to the adoption of these Articles, (such Table being herein referred to as "**Table A**") shall apply to the Company except in so far as they are excluded or varied hereby

1 2 Regulations 8, 9, 10 and 11 of Table A are excluded and will not apply to the Company

2 Share Capital

2 1 The share capital of the Company at the date of incorporation is £100,000 divided into 100,000 ordinary shares of £1 each

2 2 The shares shall be under the control of the directors who, subject to the provisions of Section 80 of the Act and any resolutions of the Company in general meeting passed pursuant thereto, may allot and dispose of or grant options over the same to such persons, on such terms and in such manner as they think fit

2 3 (a) Save as otherwise provided in these Articles and subject to any renewal, revocation or variation of this authority by the Company in general meeting the directors are hereby unconditionally authorised for the purposes of Section 80 of the Act to allot dispose of and grant options and rights of conversion and subscription over relevant securities (as defined in the Act) up to an aggregate nominal amount of £99,999 during the period expiring at the end of five years from the date of incorporation of the Company

(b) The Company may at any time prior to the expiry of the authority conferred by Article 2 3(a) above make an offer or agreement which would or might require relevant securities to be allotted pursuant thereto after the expiry of such authority and the directors may allot relevant securities in pursuance of such offer or agreement as if the authority conferred thereby had not expired

(c) Sections 89(1) and 90 of the Act shall not apply to any allotment of equity securities (as defined in the Act) of the Company

3 **Share Certificates**

The second sentence of regulation 6 in Table A shall be substituted by the following

"Every certificate shall specify the number, class and distinguishing numbers (if any) of the shares to which it relates and the amount paid up thereon, and such a certificate signed by a director of the Company together with the secretary or a second director shall be evidence of the title of the registered holder to the shares, whether or not the common seal of the Company (if it has one) has been affixed and regardless of any words in the certificate referring to a seal "

4 **Transfer of Shares**

4 1 In regulation 23 of Table A, the words "and, unless the share is fully paid, by or on behalf of the transferee" shall be deleted

4 2 In regulation 24 of Table A, the words "which is not fully paid" shall be deleted

4 3 Notwithstanding anything contained in these articles, the directors shall promptly register any transfer of shares and may not suspend registration thereof where such transfer

(i) is to the bank or institution to which such shares have been charged by way of security, whether as agent and security trustee for a group of banks or institutions or otherwise, or to any nominee or any transferee of such a bank or institution (a "**Secured Institution**"), or

(ii) is delivered to the Company for registration by a Secured Institution or its nominee in order to perfect its security over the shares, or

(iii) is executed by a Secured Institution or its nominee pursuant to the power of sale or other power under such security,

and furthermore notwithstanding anything to the contrary contained in these articles no transferor of any shares in the Company or proposed transferor of such shares to a Secured Institution or its nominee and no Secured Institution or its nominee shall be required to offer the shares which are or are to be the subject of any transfer aforesaid to the shareholders for the time being of the Company or any of them, and no such shareholder shall have any right under the articles or otherwise howsoever to require such shares to be transferred to them whether for consideration or not

5 **Proceedings at General Meetings**

5 1 The following shall apply to the Company in place of regulation 40 of Table A

"No business shall be transacted at any meeting unless a quorum is present Two persons entitled to vote upon the business to be transacted, each being a member or a proxy for a member or a duly authorised representative of a corporation shall be a quorum Notwithstanding the above, if the Company has only one member, that one member present in person, by proxy or by duly authorised representative shall be a quorum in accordance with Section 370(A) of The Companies Act 1985 "

5 2 The following shall apply to the Company in place of regulation 41 of Table A

"If within half an hour after the time appointed for the meeting a quorum is not present, or if during a meeting a quorum ceases to be present, the meeting if convened upon the requisition of members shall be dissolved In any other case, it shall stand adjourned to the same day in the next week at the same time and place or to such other day and such other time or place as the directors may determine, and if at the adjourned meeting a quorum is not present or ceases to be present, then the member or members present shall be a quorum "

6 **Number of Directors**

The following shall apply to the Company in place of regulation 64 of Table A

"The number of directors (other than alternate directors) need not exceed one and shall not be subject to any maximum If and so long as there is only one director in office, he may exercise all the powers and authorities vested in the directors by these Articles or by Table A notwithstanding any contrary provision of Table A "

7 **Appointment and Retirement of Directors**

Regulations 73, 74, 75, 77 and 80, together with other references to retirement of directors by rotation and the second and third sentences of regulation 79 in Table A, shall not apply to the Company

8 **Directors' Interests**

A director who is in any way directly or indirectly interested in any contract or arrangement or proposed contract or arrangement with the Company shall declare that interest and its nature at a meeting of the directors in accordance with section 317 of the Act Subject to such disclosure, the director (or if the situation so requires his alternate) shall be entitled to vote in respect of any such contract or arrangement and if he shall do so his vote shall be counted and he shall be taken into account in ascertaining whether a quorum is present Regulations 94 to 98 (inclusive) of Table A shall not apply to the Company

9 **Proceedings of Directors**

A meeting of the directors may, subject to notice thereof having been given in accordance with these Articles of Association, be for all purposes deemed to be held when a director is or directors are in communication by telephone or audio visual communications media with another director or other directors and all of the said directors agree to treat the meeting as so held, provided always that the number of the said directors participating in such communication constitutes a quorum of the Board hereunder A resolution made by a majority of the said directors in pursuance of this Article shall be as valid as it would have been if made by them at an actual meeting duly convened and held

10 **Indemnity**

The Directors may at their discretion and on such terms as they think fit purchase and maintain for the Company or for any director, secretary or other manager or officer

(other than auditor) of the Company insurance against any liability which might by virtue of any rule of law attach to such director, secretary or other manager or officer in relation to any negligence, default, breach of duty or breach of trust in relation to the Company or its business or affairs or to any subsidiary and against such liability as is mentioned in regulation 118 of Table A (which regulation shall not apply to any auditor of the Company)

ANNEX 3

Interoute Capital Markets B.V.

Interim Financial Statements

- Unaudited -

31 March 2018

Table of Contents

About the Company 3
Balance Sheet 4
Statement of Income 5
Notes to the balance Sheet 6

About the Company

Interoute Capital Markets B.V. was incorporated on 31 December 2010.

Balance Sheet

Unaudited

As at 31 March 2018

	Note	March 31, 2018 €		2017 €	
Assets					
Current Assets					
Intercompany Receivables			15,991		15,991
Banks			457		492
			16,448		**16,483**
Liabilities & Shareholder's Equity					
Stockholder's Equity					
Issued and paid up share Capital		18,000		18,000	
Retained earnings (losses)	2	(1,517)		(1,133)	
Result for the year	2	(34)		(384)	
			16,448		16,483
Current Liabilities					
Banks			0		0
			16,448		**16,483**

Statement of Income

Unaudited

For the year ended 31 March 2018

	Note	March 31, 2018 €	2017 €
Sales		0	0
Cost of Sales		0	0
Gross Profit		0	0
Expenses		(34)	(384)
(Loss) / Profit from Operations		(34)	(384)
Other Profit and Loss items		0	0
(Loss) / Profit before and after tax		**(34)**	**(384)**

Notes to the balance Sheet

1. General

Interoute Capital Markets B.V. was initiated on December 31st 2010.

Interoute Capital Markets B.V. was a 100% subsidiary of Interoute Managed Services Netherlands B.V until July 4th 2016 as all the shares were sold to MDNX Group Holdings Limited.

2. Shareholder's Equity

	Issued share capital	Accumulated deficit	Result of the year	Total
Balance as at 1 January 2018	18,000	(1,133)	(384)	16,483
Retained earnings (losses)		0		0
Result for the year			(34)	(34)
Balance as at 31 March 2018	**18,000**	**(1,133)**	**(419)**	**16,448**

Schiphol-Rijk 23 April 2018

J. Louwes

ANNEX B

Interoute Treasury Services B.V.

Interim Financial Statements

- Unaudited -

31 March 2018

Table of Contents

About the Company 3

Balance Sheet 4

Statement of Income 5

Notes to the balance Sheet 6

About the Company

Interoute Treasury Services B.V. was initiated in December 2010.

Balance Sheet

Unaudited

As at 31 March 2018

	Note		March 31, 2018 €		2017 €
Assets					
Current Assets					
Intercompany Receivables			15,994		15,994
Banks			457		492
			16,451		**16,486**
Liabilities & Shareholder's Equity					
Stockholder's Equity					
Issued and paid up share Capital		18,000		18,000	
Retained earnings (losses)	2	(1,514)		(1,130)	
Result for the year	2	(34)		(384)	
			16,451		16,486
Current Liabilities					
Banks			-		-
			16,451		**16,486**

Statement of Income

Unaudited

For the year ended 31 March 2018

	Note	March 31, 2018 €	2017 €
Sales		0	0
Cost of Sales		0	0
Gross Profit		0	0
Expenses		(34)	(384)
(Loss) / Profit from Operations		(34)	(384)
Other Profit and Loss items		0	0
(Loss) / Profit before and after tax		**(34)**	**(384)**

Notes to the balance Sheet

1. General

Interoute Treasury Services B.V. was initiated on December 31st 2010.

Interoute Treasury Services B.V. is a 100% subsidiary of Interoute Managed Services Netherlands B.V. until July 4th 2016 as all the shares were sold to Interoute Communications Limited.

2. Shareholder equity

	Issued share capital	Accumulated deficit	Result of the year	Total
Balance as at 1 January 2018	18,000	(1,130)	(384)	16,486
Retained earnings (losses)		0		0
Result of the year			(34)	(34)
Balance as at 31 March 2018	**18,000**	**(1,130)**	**(419)**	**16,451**

Schiphol-Rijk 23 April 2018

J. Louwes

ANNEX B

Registration Number: **03773255**

INTEROUTE NETWORKS LIMITED

Statement of Comprehensive Income and Statement of Financial Position
for the 15 months ending 31 March 2018

INTEROUTE NETWORKS LIMITED

Statement of Comprehensive Income
for the 15 months ending 31 March 2018

	15 Months to Mar-18 2018 €'000	12 Months to Dec-16 2016 €'000
Revenue	54,795	40,617
Cost of sales	(59,756)	(36,557)
Gross Profit	**(4,962)**	**4,060**
Administration Costs	(4,862)	(2,493)
Other operating (expense)/income	(13)	(12)
Exceptional items and restatements	-	(0)
Operational profit/(loss)	**(9,836)**	**1,555**
Income from associate undertakings	-	-
Profit/(loss) before interest and taxation	**(9,836)**	**1,555**
Finance and similar income	50	25
Finance and similar costs	(880)	(733)
Finance costs - net	**(830)**	**(708)**
Profit/(loss) on ordinary activities before income taxation	**(10,666)**	**847**
Income tax (expense) / income	4,304	-
Profit/(loss) for the financial year	**(6,363)**	**847**

INTEROUTE NETWORKS LIMITED

Statement of Financial Position
As at 31 March 2018

	as at Mar-18 2018 €'000	as at Dec-16 2016 €'000
Assets		
Non - Current assets		
Property, plant and equipment	26,900	17,755
Investments in associated undertakings	-	-
	26,900	**17,755**
Current Assets		
Trade and other receivables	70,966	83,124
Deferred income tax assets	4,304	0
Cash and cash equivalents	28	27
	75,297	**83,151**
Liabilities		
Current liabilities - amounts falling due within one year		
Payables - amounts falling due within one year	(40,845)	(53,371)
	(40,845)	**(53,371)**
Net Current (Liabilities) / Assets	**34,452**	**29,780**
Total assets less current liabilities	**61,352**	**47,535**
Non - Current liabilities		
Payables - amounts falling due after more than one year	(54,242)	(51,442)
Provisions for liabilities	-	(534)
Net Assets	**7,110**	**(4,441)**
Equity		
Ordinary shares	1,106	1,106
Capital contribution reserve	193,797	185,853
Retained earnings	(187,793)	(191,399)
Shareholder's equity	**7,110**	**(4,441)**

ANNEX B

Registration Number: **03639598**

INTEROUTE APPLICATION MANAGEMENT LIMITED

Statement of Comprehensive Income and Statement of Financial Position
for the 15 months ending 31 March 2018

INTEROUTE APPLICATION MANAGEMENT LIMITED

Statement of Comprehensive Income
for the 15 months ending 31 March 2018

	15 Months to Mar-18 2018 £'000	12 Months to Dec-16 2016 £'000
Revenue	12,351	10,420
Cost of sales	243	(1,762)
Gross Profit	**12,594**	**8,659**
Distribution Costs		
Administration Costs	(11,739)	(7,664)
Exceptional items and restatements	(232)	(697)
Operational profit/(loss)	**629**	**297**
Income from associate undertakings	-	-
Profit/(loss) before Interest and taxation	**629**	**297**
Finance and similar income	85	78
Finance and similar costs	(3)	0
Finance costs - net	**82**	**78**
Profit/(loss) on ordinary activities before income taxation	**712**	**375**
Income tax (expense) / income	81	-
Profit/(loss) for the financial year	**792**	**375**

INTEROUTE APPLICATION MANAGEMENT LIMITED

Statement of Financial Position
As at 31 March 2018

	as at Mar-18 2018 £'000	as at Dec-16 2016 £'000
Assets		
Non - Current assets		
Intangible assets	231	227
Property, plant and equipment	292	153
	523	**381**
Current Assets		
Trade and other receivables	6,320	6,703
Other Receivables more than one year	14,646	14,223
Deferred income tax assets	81	-
Cash and cash equivalents	14	42
	21,061	**20,968**
Liabilities		
Current liabilities - amounts falling due within one year		
Payables - amounts falling due within one year	(3,068)	(3,604)
	(3,068)	**(3,604)**
Net Current (Liabilities) / Assets	**17,993**	**17,364**
Total assets less current liabilities	**18,515**	**17,744**
Non - Current liabilities		
Payables - amounts falling due after more than one year	41	(74)
Provisions for liabilities	-	(223)
Net Assets	**18,556**	**17,448**
Equity		
Ordinary shares	1	1
Share premium	99	99
Capital contribution reserve	92	80
Retained earnings	18,363	17,268
Shareholder's equity	**18,556**	**17,448**

ANNEX B

Registration Number: **03900836**

INTEROUTE VTESSE LIMITED

Statement of Comprehensive Income and Statement of Financial Position
for the 15 months ending 31 March 2018

INTEROUTE VTESSE LIMITED

Statement of Comprehensive Income
for the 15 months ending 31 March 2018

	15 Months to Mar-18 2018 £'000	12 Months to Dec-16 2016 £'000
Revenue	15,363	16,122
Cost of sales	(11,176)	(13,222)
Gross Profit	**4,187**	**2,900**
Administration Costs	(3,249)	(2,554)
Other operating (expense)/income	(718)	1
Exceptional items and restatements	(16)	0
Operational profit/(loss)	**204**	**347**
Income from associate undertakings	-	-
Profit/(loss) before interest and taxation	**204**	**347**
Finance and similar income	-	41
Finance and similar costs	(58)	(60)
Finance costs - net	**(58)**	**(19)**
Profit/(loss) on ordinary activities before income taxation	**147**	**328**
Income tax (expense) / income	977	-
Profit/(loss) for the financial year	**1,124**	**328**

INTEROUTE VTESSE LIMITED

Statement of Financial Position
As at 31 March 2018

	as at Mar-18 2018 £'000	as at Dec-16 2016 £'000
Assets		
Non - Current assets		
Intangible assets	63	-
Property, plant and equipment	4,766	5,594
	4,829	**5,594**
Current Assets		
Trade and other receivables	10,516	10,727
Deferred income tax assets	977	-
Cash and cash equivalents	65	45
	11,598	**10,772**
Liabilities		
Current liabilities - amounts falling due within one year		
Payables - amounts falling due within one year	(12,724)	(15,162)
	(12,724)	**(15,162)**
Net Current (Liabilities) / Assets	**(1,125)**	**(4,390)**
Total assets less current liabilities	**3,703**	**1,203**
Non - Current liabilities		
Payables - amounts falling due after more than one year	(1,194)	(355)
Net Assets	**2,509**	**849**
Equity		
Ordinary shares	2	2
Preference shares	0	0
Share premium	6,672	6,672
Revaluation reserve	0	0
Other reserves	0	0
Capital contribution reserve	523	34
Retained earnings	(4,689)	(5,860)
Shareholder's equity	**2,509**	**849**

ANNEX B

Registration Number: **07473177**

INTEROUTE CIRRUS LIMITED

Statement of Comprehensive Income and Statement of Financial Position
for the 15 months ending 31 March 2018

INTEROUTE CIRRUS LIMITED

Statement of Comprehensive Income
for the 15 months ending 31 March 2018

	15 Months to Mar-18 2018 £'000	12 Months to Dec-16 2016 £'000
Revenue	3,076	3,727
Cost of sales	(3,033)	(4,437)
Gross Profit	**43**	**(710)**
Administration Costs	281	(359)
Operational profit/(loss)	**324**	**(1,068)**
Profit/(loss) before interest and taxation	**324**	**(1,068)**
Finance and similar income	0	269
Finance and similar costs	(138)	(155)
Finance costs - net	**(138)**	**114**
Profit/(loss) on ordinary activities before income taxation	**186**	**(955)**
Income tax (expense) / income	196	-
Profit/(loss) for the financial year	**382**	**(955)**

INTEROUTE CIRRUS LIMITED

Statement of Financial Position
As at 31 March 2018

	as at Mar-18 2018 £'000	as at Dec-16 2016 £'000
Assets		
Non - Current assets		
Property, plant and equipment	4,017	3,797
	4,017	**3,797**
Current Assets		
Trade and other receivables	1,780	8,880
Current asset investments	230	230
Deferred income tax assets	196	-
Cash and cash equivalents	61	240
	2,267	**9,350**
Liabilities		
Current liabilities - amounts falling due within one year		
Payables - amounts falling due within one year	(4,676)	(8,851)
	(4,676)	**(8,851)**
Net Current (Liabilities) / Assets	**(2,408)**	**499**
Total assets less current liabilities	**1,609**	**4,296**
Non - Current liabilities		
Payables - amounts falling due after more than one year	(159)	(3,187)
Provisions for liabilities	-	(71)
Net Assets	**1,450**	**1,038**
Equity		
Ordinary shares	0	0
Capital contribution reserve	34	5
Retained earnings	1,415	1,033
Shareholder's equity	**1,450**	**1,038**

ANNEX B

Registration Number: **08708409**

MDNX GROUP HOLDINGS LIMITED

Statement of Comprehensive Income and Statement of Financial Position
for the 15 months ending 31 March 2018

MDNX GROUP HOLDINGS LIMITED

Statement of Comprehensive Income
for the 15 months ending 31 March 2018

	15 Months to Mar-18 2018 £'000	12 Months to Dec-16 2016 £'000
Administration Costs	1	(79)
Exceptional items and restatements	369,205	(350,972)
Operational profit/(loss)	**369,206**	**(351,051)**
Income from subsidiary	-	-
Income from associate undertakings	-	-
Profit/(loss) before Interest and taxation	**369,206**	**(351,051)**
Finance and similar income	1,162	20,793
Finance and similar costs	(37,810)	(4,048)
Finance costs - net	**(36,649)**	**16,746**
Profit/(loss) on ordinary activities before income taxation	**332,557**	**(334,305)**
Income tax (expense) / income	-	-
Profit/(loss) for the financial year	**332,557**	**(334,305)**

MDNX GROUP HOLDINGS LIMITED

Statement of Financial Position
As at 31 March 2018

	as at Mar-18 2018 £'000	as at Dec-16 2016 £'000
Assets		
Non - Current assets		
Investments in subsidiary	163,100	126,075
	163,100	**126,075**
Current Assets		
Trade and other receivables	137	132
Other Receivables more than one year	67,405	74,981
	67,542	**75,113**
Liabilities		
Current liabilities - amounts falling due within one year		
Payables - amounts falling due within one year	(13)	(95)
	(13)	**(95)**
Net Current (Liabilities) / Assets	**67,529**	**75,019**
Total assets less current liabilities	**230,629**	**201,094**
Non - Current liabilities		
Payables - amounts falling due after more than one year	(233,773)	(536,795)
Net Assets	**(3,144)**	**(335,701)**
Equity		
Ordinary shares	8	8
Share premium	191	191
Capital contribution reserve	6,211	6,211
Retained earnings	(9,554)	(342,111)
Shareholder's equity	**(3,144)**	**(335,701)**

Registration Number: **03676297**

EASYNET CHANNEL PARTNERS LIMITED

Statement of Comprehensive Income and Statement of Financial Position for the 15 months ending 31 March 2018

EASYNET CHANNEL PARTNERS LIMITED

Statement of Comprehensive Income
for the 15 months ending 31 March 2018

	15 Months to Mar-18 2018 £'000	12 Months to Dec-16 2016 £'000
Revenue	22,216	19,422
Cost of sales	(22,974)	(22,354)
Gross Profit	**(758)**	**(2,932)**
Administration Costs	(394)	607
Other operating (expense)/income	(99)	196
Exceptional items and restatements	0	-
Operational profit/(loss)	**(1,250)**	**(2,128)**
Income from associate undertakings	-	-
Profit/(loss) before interest and taxation	**(1,250)**	**(2,128)**
Finance and similar income	-	2
Finance and similar costs	(0)	-
Finance costs - net	**(0)**	**2**
Profit/(loss) on ordinary activities before income taxation	**(1,250)**	**(2,127)**
Income tax (expense) / income	95	0
Profit/(loss) for the financial year	**(1,156)**	**(2,127)**

EASYNET CHANNEL PARTNERS LIMITED

Statement of Financial Position
As at 31 March 2018

	as at Mar-18 2018 £'000	as at Dec-16 2016 £'000
Assets		
Non - Current assets		
Intangible assets	-	92
Property, plant and equipment	0	40
	0	**132**
Current Assets		
Trade and other receivables	41,782	51,540
Deferred income tax assets	95	-
Cash and cash equivalents	92	222
	41,969	**51,762**
Liabilities		
Current liabilities - amounts falling due within one year		
Payables - amounts falling due within one year	(35,574)	(43,968)
	(35,574)	**(43,968)**
Net Current (Liabilities) / Assets	**6,395**	**7,795**
Total assets less current liabilities	**6,395**	**7,927**
Non - Current liabilities		
Payables - amounts falling due after more than one year	-	(424)
Net Assets	**6,395**	**7,503**
Equity		
Ordinary shares	200	200
Capital contribution reserve	31	1
Retained earnings	6,164	7,384
Shareholder's equity	**6,395**	**7,585**

ANNEX B

Registration Number: **06487557**

EASYNET CORPORATE SERVICES LIMITED

Statement of Comprehensive Income and Statement of Financial Position
for the 15 months ending 31 March 2018

EASYNET CORPORATE SERVICES LIMITED

Statement of Comprehensive Income
for the 15 months ending 31 March 2018

	15 Months to Mar-18 2018 £'000	12 Months to Dec-16 2016 £'000
Revenue	2,068	2,000
Cost of sales	(2,165)	(2,368)
Gross Profit	**(98)**	**(368)**
Administration Costs	(54)	0
Operational profit/(loss)	**(152)**	**(368)**
Profit/(loss) before interest and taxation	**(152)**	**(368)**
Profit/(loss) on ordinary activities before income taxation	**(152)**	**(368)**
Income tax (expense) / income	2	-
Profit/(loss) for the financial year	**(150)**	**(368)**

EASYNET CORPORATE SERVICES LIMITED

Statement of Financial Position
As at 31 March 2018

	as at Mar-18 2018 £'000	as at Dec-16 2016 £'000
Assets		
Non - Current assets		
Property, plant and equipment	0	1
Investments in associated undertakings	-	-
	0	**1**
Current Assets		
Trade and other receivables	2,847	3,822
Deferred income tax assets	2	-
Cash and cash equivalents	46	92
	2,895	**3,914**
Liabilities		
Current liabilities - amounts falling due within one year		
Payables - amounts falling due within one year	(3,778)	(4,619)
	(3,778)	**(4,619)**
Net Current (Liabilities) / Assets	**(883)**	**(705)**
Total assets less current liabilities	**(883)**	**(704)**
Non - Current liabilities		
Payables - amounts falling due after more than one year	-	(29)
Net Assets	**(883)**	**(733)**
Equity		
Ordinary shares	1	1
Retained earnings	(884)	(734)
Shareholder's equity	**(883)**	**(733)**

ANNEX B

Registration Number: **04287100**

EASYNET ENTERPRISE SERVICES LIMITED

Statement of Comprehensive Income and Statement of Financial Position
for the 15 months ending 31 March 2018

EASYNET ENTERPRISE SERVICES LIMITED

Statement of Comprehensive Income
for the 15 months ending 31 March 2018

	15 Months to Mar-18 2018 £'000	12 Months to Dec-16 2016 £'000
Revenue	*36,894*	*44,117*
Cost of sales	(33,609)	(37,841)
Gross Profit	**3,285**	**6,276**
Administration Costs	(443)	(5,264)
Other operating (expense)/income	(37)	-
Operational profit/(loss)	**2,754**	**1,012**
Profit/(loss) before interest and taxation	**2,754**	**1,012**
Finance and similar income	11	-
Finance and similar costs	(10)	0
Finance costs - net	**1**	0
Profit/(loss) on ordinary activities before income taxation	**2,755**	**1,012**
Income tax (expense) / income	632	-
Profit/(loss) for the financial year	**3,387**	**1,012**

EASYNET ENTERPRISE SERVICES LIMITED

Statement of Financial Position
As at 31 March 2018

	as at Mar-18 2018 £'000	as at Dec-16 2016 £'000
Assets		
Non - Current assets		
Intangible assets	173	397
Property, plant and equipment	2,524	3,355
	2,697	**3,752**
Current Assets		
Trade and other receivables	5,776	5,690
Other Receivables more than one year	58,894	61,771
Deferred income tax assets	632	-
Cash and cash equivalents	76	179
	65,379	**67,640**
Liabilities		
Current liabilities - amounts falling due within one year		
Payables - amounts falling due within one year	(1,155)	(13,180)
	(1,155)	**(13,180)**
Net Current (Liabilities) / Assets	**64,225**	**54,460**
Total assets less current liabilities	**66,921**	**58,212**
Non - Current liabilities		
Payables - amounts falling due after more than one year	(57,527)	(52,060)
Provisions for liabilities	-	(382)
Net Assets	**9,395**	**5,771**
Equity		
Ordinary shares	18,000	18,000
Capital contribution reserve	248	11
Retained earnings	(8,853)	(12,240)
Shareholder's equity	**9,395**	**5,771**

ANNEX B

Registration Number: **SC298935**

EASYNET MANAGED SERVICES LIMITED

Statement of Comprehensive Income and Statement of Financial Position
for the 15 months ending 31 March 2018

EASYNET MANAGED SERVICES LIMITED

Statement of Comprehensive Income
for the 15 months ending 31 March 2018

	15 Months to Mar-18 2018 £'000	12 Months to Dec-16 2016 £'000
Revenue	11,967	12,118
Cost of sales	(12,307)	(12,842)
Gross Profit	**(339)**	**(724)**
Administration Costs	(145)	267
Operational profit/(loss)	**(503)**	**(457)**
Profit/(loss) before interest and taxation	**(503)**	**(457)**
Profit/(loss) on ordinary activities before income taxation	**(503)**	**(457)**
Income tax (expense) / income	43	-
Profit/(loss) for the financial year	**(461)**	**(457)**

EASYNET MANAGED SERVICES LIMITED

Statement of Comprehensive Income
As at 31 March 2018

	as at Mar-18 2018 £'000	as at Dec-16 2016 £'000
Assets		
Current Assets		
Trade and other receivables	31,005	36,605
Deferred income tax assets	43	-
Cash and cash equivalents	58	94
	31,106	**36,699**
Liabilities		
Current liabilities - amounts falling due within one year		
Payables - amounts falling due within one year	(23,235)	(28,252)
	(23,235)	**(28,252)**
Net Current (Liabilities) / Assets	**7,871**	**8,447**
Total assets less current liabilities	**7,871**	**8,447**
Non - Current liabilities		
Payables - amounts falling due after more than one year	-	(114)
Net Assets	**7,871**	**8,333**
Equity		
Ordinary shares	1	1
Other reserves	15,062	15,062
Capital contribution reserve	3,777	3,777
Retained earnings	(10,969)	(10,507)
Shareholder's equity	**7,871**	**8,333**

ANNEX B

Registration Number: **08458875**

INTEROUTE MANAGED SERVICES UK LIMITED

Statement of Comprehensive Income and Statement of Financial Position
for the 15 months ending 31 March 2018

INTEROUTE MANAGED SERVICES UK LIMITED

Statement of Comprehensive Income
for the 15 months ending 31 March 2018

	15 Months to Mar-18 2018 £'000	12 Months to Dec-16 2016 £'000
Revenue	62,182	53,653
Cost of sales	(33,494)	(17,342)
Gross Profit	**28,688**	**36,311**
Distribution Costs		
Administration Costs	(22,908)	(35,551)
Other operating (expense)/income	103	-
Exceptional items and restatements	-	5,281
Operational profit/(loss)	**5,883**	**6,040**
Income from subsidiary	0	0
Income from associate undertakings	0	0
Profit/(loss) before Interest and taxation	**5,883**	**6,040**
Finance and similar income	-283	1
Finance and similar costs	(313)	(381)
Other finance costs - pension	0	0
Finance costs - net	**(596)**	**(380)**
Profit/(loss) on ordinary activities before income taxation	**5,287**	**5,661**
Income tax (expense) / income	656	-
Profit/(loss) for the financial year	**5,943**	**5,661**

INTEROUTE MANAGED SERVICES UK LIMITED

Statement of Financial Position
As at 31 March 2018

	as at Mar-18 2018 £'000	as at Dec-16 2016 £'000
Assets		
Non - Current assets		
Intangible assets	1,416	1,502
Property, plant and equipment	10,449	10,296
	11,865	**11,798**
Current Assets		
Inventory	0	-
Trade and other receivables	143,542	144,377
Deferred income tax assets	2,284	-
Cash and cash equivalents	1,409	434
	147,235	**144,810**
Liabilities		
Current liabilities - amounts falling due within one year		
Payables - amounts falling due within one year	(39,513)	(27,131)
	(39,513)	**(27,131)**
Net Current (Liabilities) / Assets	**107,722**	**117,679**
Total assets less current liabilities	**119,587**	**129,477**
Non - Current liabilities		
Payables - amounts falling due after more than one year	(72,750)	(85,281)
Provisions for liabilities	-	(4,851)
Net Assets	**46,837**	**39,345**
Equity		
Capital contribution reserve	5,010	4,021
Retained earnings	41,827	35,324
Shareholder's equity	**46,837**	**39,345**

ANNEX 13

Registration Number: **02954343**

EASYNET LIMITED

Statement of Comprehensive Income and Statement of Financial Position
for the 15 months ending 31 March 2018

EASYNET LIMITED

Statement of Comprehensive Income
for the 15 months ending 31 March 2018

	15 Months to Mar-18 2018 £'000	12 Months to Dec-16 2016 £'000
Revenue	16,867	16,119
Cost of sales	(17,410)	(17,389)
Gross Profit	**(543)**	**(1,270)**
Administration Costs	(525)	1,515
Operational profit/(loss)	**(1,069)**	**245**
Profit/(loss) before Interest and taxation	**(1,069)**	**245**
Finance and similar income	49	-
Finance and similar costs	(118)	(0)
Finance costs - net	**(69)**	**(0)**
Profit/(loss) on ordinary activities before income taxation	**(1,138)**	**245**
Income tax (expense) / income	343	-
Profit/(loss) for the financial year	**(795)**	**245**

EASYNET LIMITED

Statement of Financial Position
As at 31 March 2018

	as at Mar-18 2018 £'000	as at Dec-16 2016 £'000
Assets		
Non - Current assets		
Property, plant and equipment	24	71
Investments in subsidiary	1,756	1,756
	1,780	**1,827**
Current Assets		
Trade and other receivables	35,771	40,493
Deferred income tax assets	343	-
Cash and cash equivalents	78	526
	36,192	**41,019**
Liabilities		
Current liabilities - amounts falling due within one year		
Payables - amounts falling due within one year	(24,334)	(28,124)
Net Current (Liabilities) / Assets	**11,858**	**12,895**
Total assets less current liabilities	**13,639**	**14,722**
Non - Current liabilities		
Payables - amounts falling due after more than one year	-	(294)
Net Assets	**13,639**	**14,428**
Equity		
Ordinary shares	317	317
Share premium	18	18
Capital contribution reserve	8	0
Retained earnings	13,297	14,094
Shareholder's equity	**13,639**	**14,429**

CERTIFIED COPY INTERLOCUTOR

IN THE PETITION OF

UNTO THE RIGHT HONOURABLE THE LORDS OF COUNCIL AND SESSION

Petition of

EASYNET MANAGED SERVICES LIMITED, a private company incorporated in Scotland under the Companies Acts with registered number SC 298935 and its registered office at 272 Bath Street, Glasgow G2 4JR

Petitioner

for

(1) An order under Regulation 11 of The Companies (Cross-Border Merger) Regulations 2007 summoning a meeting of the sole shareholder of the petitioner for the purpose of considering and, if thought fit, approving a proposed cross-border merger between Interoute Networks Limited, Interoute Managed Services UK Limited, MDNX Group Holdings Limited, Easynet Enterprise Services Limited, Interoute Capital Markets BV, Easynet Corporate Services Limited, Easynet Channel Partners Limited, Easynet Limited, Interoute Treasury Services BV, Interoute Application Management Limited, Interoute Vitesse Limited, Interoute Cirrus Limited and the petitioner (collectively, "**the Merging Companies**") pursuant to the terms of the above-mentioned Regulations; and

(2) Conditional upon the approval of the proposed merger at that meeting, an order under Regulation 6 of The Companies (Cross-Border Merger) Regulations 2007 certifying that the petitioner has properly completed the pre-merger acts and formalities required by the Regulations for the proposed cross-border merger.

26 April 2018

EDINBURGH 26/4/18
CERTIFY A TRUE COPY
ASSISTANT CLERK OF SESSION

Lord Bannatyne

Act: Ms J Smith

The Lord Ordinary, having heard counsel on the motion of the petitioner,

appoints the petition at the instance of Easynet Managed Services Limited for orders under the Companies (Cross-Border Mergers) Regulations 2007 in connection with a proposed cross-border merger between Interoute Networks Limited, Interoute Managed Services UK Limited, Easynet Enterprise Services Limited, Interoute Capital Markets BV, Easynet Corporate Services Limited, Easynet Channel Partners Limited, Easynet Managed Services Limited, Easynet Limited, Interoute Treasury Services BV, Interoute Application Management, Interoute Vitesse Limited and Interoute Cirrus Limited to be intimated on the Walls in common form;

quoad ultra dispenses with service and advertisement of the petition;

orders Easynet Managed Services Limited ("the Company") under Regulation 11 of the Companies (Cross-Border Mergers) Regulations 2007 to convene a meeting of its sole shareholder for the purposes of considering, and, if thought fit, approving the draft terms of the proposed Merger, such Meeting to be held in accordance with the Company's articles of association or in such other manner as the shareholder may agree, subject to the provisions of the above named Regulations.

"SIGNED BY IAIN A.S. PEEBLES"