

200220/20
SE10

Transfer to GB of Societas Europaea (SE)

Please complete in typescript,
or in bold black capitals
CHFP021

For official use
(Please leave blank)

SE 6

Full Name of SE

RSL COM GERMANY SE

Current Registered Number of SE
(if applicable)

HRB 80131

**Date of Registration
in Current Registry
Present Registered
Office Address**

1/10/2007

60316 FRANKFURT AM MAIN
PFINGSTWEIDSTRASSE 3

Name of Member State

GERMANY

**Proposed Registered Office
Address in GB**

PO Box numbers only are not acceptable

12 PLUMTREE COURT

Post town

LONDON

County/Region

UK Postcode

EC4A 4HT

Proposed new name of SE
(if applicable)

N/A

Name of present registry

HANDELS REGISTER B - GERMANY

**Contact address of
present registry**

AMTSGERICHT FRANKFURT AM MAIN
60256
FRANKFURT

Contact Details

You do not have to give any contact
information in the box opposite but if you
do, it will help Companies House to
contact you if there is a query on the form

PRICEWATERHOUSECOOPERS LEGAL LLP

1 EMBANKMENT PLACE, LONDON WC2N 6DX

Tel

020 7212 8185

DX number

DX exchange

When you have completed and signed the form please send it to the Registrar of
Companies at

Companies House, Crown Way, Cardiff, CF14 3UZ

DX 33050 Cardiff

For SEs whose registered office is to be in England and Wales or

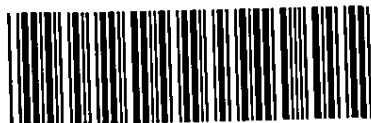
Companies House, 37 Castle Terrace, Edinburgh, EH1 2EB

DX 235 Edinburgh

For SEs whose registered office is to be in Scotland

or LP - 4 Edinburgh 2

TUESDAY



A44

A70BAX54

12/02/2008

40

COMPANIES HOUSE
COMPANIES HOUSE

Proposed name of SE

Date of Last Balance Sheet*
(drawn up before registration in GB)

31/12/2007

If no last Balance
Sheet, original date of
formation of SE

*This is the date at which the balance sheet was required to be drawn up under the provisions of law of the Member State in which the SE had its registered office

Principal Sector(s) of Activity(ies) of SE:

(Use Standard Industrial Classification (SIC) Codes specified on the attached sheet)

SIC Code

7499

SIC Code

SIC Code

7497

SIC Code

SIC Code

SIC Code

Please tick the boxes below to confirm that both the following documents are attached to this form:

Tick the
box (✓) of pages

Document description

☒

14

Copy of Statutes of SE

☒

/

Certificate by old registration authority attesting to the completion of the acts and formalities to be completed before the transfer

Please list below the details of persons who are members of the SE named on page 1

Members of the SE (For SEs with a two-tier system, details of all members of both the supervisory and management organs must be given
For SEs with a one-tier system, please give the details of all members of the administrative organ)

Forename(s)

ANTHONY JOHN PATRICK

Surname

BRERETON

Previous forename(s)

Previous surname(s)

Usual residential address †

THE SPITTLE HOUSE, PRESTBURY

Post town

County/Region

CHESHIRE

UK Postcode

SK10 1LP

Country

ENGLAND

† ☐

Tick this box only if the address shown is a service address for the beneficiary of a Confidentiality Order granted under the provisions of section 723B of the Companies Act 1985 or that section as applied by Council Regulation (EC) No 2157/2001, otherwise give your usual residential address. In the case of a corporation or Scottish Firm, give the registered or principal office address

Date of birth

17/06/1948

Nationality

BRITISH

Business Occupation

BUSINESS CONSULTANT

Other directorships

See 1 in Addendum

*Please tick box as appropriate

*Member of the

☒ administrative organ

☐ supervisory organ

☐ management organ

of the SE

Members of the SE (For SEs with a two-tier system, details of all members of both the supervisory and management organs must be given
For SEs with a one tier system, please give the details of all members of the administrative organ)

Forename(s)	RICHARD		
Surname	HARPER		
Previous forename(s)			
Previous surname(s)			
Usual residential address †	21 ST ANDREW'S ROAD, CAVERSHAM		
Post town	READING		
County/Region	BERKSHIRE	UK Postcode	RG4 7PH
Country	ENGLAND		
† <input type="checkbox"/>	Tick this box only if the address shown is a service address for the beneficiary of a Confidentiality Order granted under the provisions of section 723B of the Companies Act 1985 or that section as applied by Council Regulation (EC) No 2157/2001, otherwise give your usual residential address. In the case of a corporation or Scottish Firm, give the registered or principal office address		
Date of birth	12/05/1961	Nationality	BRITISH
Business Occupation	CONSULTANT		
Other directorships	See 2 in Addendum		
*Please tick box as appropriate	*Member of the		
	<input checked="" type="checkbox"/> administrative organ	<input type="checkbox"/> supervisory organ	<input type="checkbox"/> management organ
	of the SE		

Members of the SE (For SEs with a two-tier system, details of all members of both the supervisory and management organs must be given
For SEs with a one tier system, please give the details of all members of the administrative organ)

Forename(s)	STUART		
Surname	ROSS		
Previous forename(s)			
Previous surname(s)			
Usual residential address †	15 MCKAY ROAD, WIMBLEDON		
Post town			
County/Region	LONDON	UK Postcode	SW20 0HT
Country	ENGLAND		
† <input type="checkbox"/>	Tick this box only if the address shown is a service address for the beneficiary of a Confidentiality Order granted under the provisions of section 723B of the Companies Act 1985 or that section as applied by Council Regulation (EC) No 2157/2001, otherwise give your usual residential address. In the case of a corporation or Scottish Firm, give the registered or principal office address		
Date of birth	29/10/1956	Nationality	BRITISH
Business Occupation	CHARTERED ACCOUNTANT AND COMPANY DIRECTOR		
Other directorships	See 3 in Addendum		
*Please tick box as appropriate	*Member of the		
	<input checked="" type="checkbox"/> administrative organ	<input type="checkbox"/> supervisory organ	<input type="checkbox"/> management organ
	of the SE		

Members of the SE (For SEs with a two-tier system, details of all members of both the supervisory and management organs must be given. For SEs with a one-tier system, please give the details of all members of the administrative organ.)

[illegible]

Tick this box only if the address shown is a service address for the beneficiary of a Confidentiality Order granted under the provisions of section 723B of the Companies Act 1985 or that section as applied by Council Regulation (EC) No 2157/2001 otherwise give your usual residential address. In the case of a corporation or Scottish Firm, give the registered or principal office address

[illegible]

*Member of the

☐ supervisory organ

☐ management organ

of the SE

Please use a continuation sheet if more members of the SE are to be appointed

I certify that the information given in this form is correct

H. B. Everett

14/1/2008

Member of the management or administrative organ of the SE named on page 1

Addendum

- 1 ALFRED H KNIGHT HOLDINGS LIMITED
 (COMPANY NUMBER 01945874)

 PAT'S GARAGE (LYNDHURST) LIMITED
 (COMPANY NUMBER 00413010)

 TEESSIDE GAS TRANSPORTATION LIMITED
 (COMPANY NUMBER 02076042)

 ROADCHEF (EMPLOYEE BENEFITS TRUSTEES) LIMITED
 (COMPANY NUMBER 02842686)
- 2 TEESSIDE GAS TRANSPORTATION LIMITED
 (COMPANAY NUMBER 02076042)

 HARPER ENERGY LIMITED
 (COMPANY NUMBER 05444419)
- 3 EUROPEAN DIRECTORIES UK LIMITED
 (COMPANY NUMBER 06228271)

 TEESSIDE GAS TRANSPORTATION LIMITED
 (COMPANY NUMBER 02076042)

COMPANY NO SE[●]

SOCIETAS EUROPAEA

STATUTES OF RSL COM GERMANY SE (the "Company")

INTERPRETATION

1.1 In these Statutes the following words and expressions have the following meanings:

"Acts" means the Companies Acts 1985 and 2006 including any statutory modification or re-enactment thereof for the time being in force.

"address" in relation to an electronic communication includes any number or address used for the purposes of such communication.

"administrative organ" means the body responsible for the management of the Company, and in these Statutes such term is used interchangeably with, and should be construed synonymously with, the term **"members"**, meaning the members or any of them acting as the administrative organ of the Company. In addition, a reference in the Acts to the board of directors or the directors shall be construed as a reference to the administrative organ or the members, respectively.

"auditors" means the auditors of the Company.

"clear days" in relation to the period of a notice means that period excluding the day when the notice is given or deemed to be given and the day for which it is given or on which it is to take effect.

"communication" means the same as in the Electronic Communications Act 2000.

"electronic communication" means the same as in the Electronic Communications Act 2000

"executed" includes any mode of execution.

"holder" in relation to shares means the shareholder whose name is entered in the register of shareholders as the holder of the shares

"member" means, except where the context otherwise requires, a member of the administrative organ of the Company, as such term is used in the Rules and **"members"** shall be construed accordingly.

"office" means the registered office of the Company.

"Rules" shall collectively mean Council Regulation (EC) No.2157/2001 of 8 October 2001 on the Statute for a European Company (SE), Council

Directive 2001/86/EC of 8 October 2001 supplementing the Statute for a European Company with regard to the involvement of employees and The European Public Limited-Liability Company Regulations 2004 (SI 2004/2320).

"secretary" means the secretary of the Company or any other person appointed to perform the duties of the secretary of the Company, including a joint, assistant or deputy secretary.

"Statutes" means the statutes of the Company, wherein are set forth, as required by the Rules, the rules for the operation of the Company.

"uncertified" in relation to a share means that, by virtue of legislation (other than section 778 of the Companies Act 2006) permitting title to shares to be evidenced and transferred without a certificate, title to that share is evidenced and may be transferred without a certificate.

"United Kingdom" means Great Britain and Northern Ireland.

- 1.2 Unless the context otherwise requires, words or expressions contained in these Statutes bear the same meaning as in the Acts but excluding any statutory modification thereof not in force when these Statutes become binding on the Company.
- 1.3 Powers of delegation shall not be restrictively construed but the widest interpretation shall be given to them.
- 1.4 No power of delegation shall be limited by the existence or, except where expressly provided by the terms of delegation, the exercise of that or any other power of delegation.
- 1.5 Except where expressly provided by the terms of delegation, the delegation of a power shall not exclude the concurrent exercise of that power by any other body or person who is for the time being authorised to exercise it under the Statutes or under another delegation of the power.
- 1.6 Unless the context otherwise requires, words or expressions contained in these Statutes bear the same meaning as in the Acts or in the Rules as the case may be but excluding any statutory modification thereof not in force when these Statutes become binding on the Company.
- 1.7 References to a document being executed include references to its being executed under hand or under seal or by any other method.
- 1.8 Unless the context otherwise requires, any reference to **"writing"** or **"written"** shall include any method of reproducing words or text in a legible and non-transitory form and for the avoidance of doubt shall include e-mail.
- 1.9 Save where specifically required or indicated otherwise words importing one gender shall be treated as importing any gender, words importing individuals shall be treated as importing corporations and vice versa, words importing the singular shall be treated as importing the plural and vice versa, and words importing the whole shall be treated as including a reference to any part thereof.

- 1 10 Clause and paragraph headings are inserted for ease of reference only and shall not affect construction.

NAME AND REGISTERED OFFICE

2. The Company's name is RSL COM Germany SE.
3. The Company's registered office is located at London EC4A 4HT, 12 Plumtree Court.

SHARE CAPITAL

4. The subscribed capital of the Company shall amount to EUR 120,000 and shall be divided into 120,000 par value shares with a nominal value of EUR 1.00 each.
5. Subject to the provisions of the Acts and without prejudice to any rights attached to any existing shares, any share may be issued with such rights or restrictions as the Company may by ordinary resolution determine.
6. Subject to the provisions of the Acts, shares may be issued which are to be redeemed or are to be liable to be redeemed at the option of the Company or the holder on such terms and in such manner as may be provided by these Statutes.
7. Except as required by law, no person shall be recognised by the Company as holding any share upon any trust and (except as otherwise provided by these Statutes or by law) the Company shall not be bound by or recognise any interest in any share except an absolute right to the entirety thereof in the holder.
8. The liability of the Company's shareholders is limited.

NO SHARE CERTIFICATES

9. None of the Company's shareholders shall be entitled to receive any share certificate(s) in respect of any shares in the Company and the register of shareholders of the Company shall be conclusive evidence of a shareholder's title to any shares of the Company

TRANSFER OF SHARES

10. The instrument of transfer of a share may be in any usual form or in any other form which the members may approve and shall be executed by or on behalf of the transferor and, unless the share is fully paid, by or on behalf of the transferee.
11. The Company shall be entitled to retain any instrument of transfer which is registered

TRANSMISSION OF SHARES

12. A person becoming entitled to a share in consequence of the merger or consolidation of any shareholder being a corporation may, upon such evidence being produced as the members may properly require, elect either to become the holder of the share or to have some person nominated by him registered as the transferee. If he elects to become the holder, he shall give notice to the Company to that effect. If he elects to have another person registered, he shall execute an instrument of transfer of the share

to that person. All provisions in the Statutes relating to the transfer of shares shall apply to the notice or instrument of transfer as if it were an instrument of transfer executed by the shareholder and the merger or consolidation of the shareholder had not occurred.

- 13 A person becoming entitled to a share in consequence of the merger or consolidation of any shareholder being a corporation shall have the rights to which he would be entitled if he were the holder of the share, except that he shall not, before being registered as the holder of the share, be entitled in respect of it to attend or vote at any meeting of the Company or at any separate meeting of the holders of any class of shares in the Company

ALTERATION OF SHARE CAPITAL

14. The Company may by ordinary resolution:
 - (a) increase its share capital by new shares of such amount as the resolution prescribes;
 - (b) consolidate and divide all or any of its share capital into shares of larger amount than its existing shares;
 - (c) subject to the provisions of the Acts, sub-divide its shares, or any of them, into shares of smaller amount and the resolution may determine that, as between the shares resulting from the sub-division, any of them may have any preference or advantage as compared with the others; and
 - (d) cancel shares which, at the date of the passing of the resolution, have not been taken or agreed to be taken by any person and diminish the amount of its share capital by the amount of the shares so cancelled.
- 15 Subject to the provisions of the Acts, the Company may by special resolution reduce its share capital, any capital redemption reserve and any share premium account in any way.

PURCHASE OF OWN SHARES

16. Subject to the provisions of the Acts, the Company may purchase its own shares (including any redeemable shares).

GENERAL MEETINGS

17. The Company shall hold a general meeting at least once every calendar year within six months of the end of its financial year.
18. All general meetings other than annual general meetings shall be called extraordinary general meetings.
19. The members may call general meetings and, on the requisition of shareholders pursuant to the provisions of the Acts, shall convene an extraordinary general meeting not later than eight weeks after the date of receipt of the requisition.

NOTICE OF GENERAL MEETINGS

20. An annual general meeting shall be called by at least 21 clear days' notice. All other extraordinary general meetings shall be called by at least 14 fourteen clear days' notice but a general meeting may be called by shorter notice if it is so agreed:
 - (a) in the case of an annual general meeting, by all the shareholders entitled to attend and vote at the meeting; and
 - (b) in the case of any other meeting by a majority in number of the shareholders having a right to attend and vote being a majority together holding not less than 95 per cent. in nominal value of the shares giving that right.
21. The notice shall specify the time and place of the meeting and the general nature of the business to be transacted and, in the case of an annual general meeting, shall specify the meeting as such.
22. Subject to the provisions of the Statutes and to any restrictions imposed on any shares, the notice shall be given to all the shareholders and to the auditors.
23. The accidental omission to give notice of a meeting to, or the non-receipt of notice of a meeting by, any person entitled to receive notice shall not invalidate the proceedings at that meeting.
24. Where for any purpose an ordinary resolution of the Company is required, a special resolution shall also be effective.

PROCEEDINGS AT GENERAL MEETINGS

25. No business shall be transacted at any meeting unless a quorum is present. One person entitled to vote upon the business to be transacted, being a shareholder, a proxy for a shareholder or a duly authorised representative of a corporation, shall be a quorum.
26. The shareholders present and entitled to vote at any general meeting shall choose one of their number to preside as chairman of such meeting.
27. A resolution put to the vote of a meeting shall be decided on a show of hands unless before or on the declaration of the result of the show of hands a poll is duly demanded by the chairman or any member, present in person, by proxy or duly authorised representative, entitled to vote.
28. In the case of an equality of votes the chairman shall be entitled to a casting vote in addition to any other vote he may have.

VOTES OF SHAREHOLDERS

29. Subject to any rights or restrictions attached to any shares every shareholder shall have one vote for every share of which he is the holder.
30. Votes may be cast in person or by proxy.

31. A vote given or poll demanded by proxy or by the duly authorised representative of a corporation shall be valid notwithstanding the previous determination of the authority of the person voting or demanding a poll unless notice of the determination was received by the Company at the office or at such other place at which the instrument of proxy was duly deposited or, where the appointment of the proxy was contained in an electronic communication, at the address at which such appointment was duly received before the commencement of the meeting or adjourned meeting at which the vote is given or the poll demanded or (in the case of a poll taken otherwise than on the same day as the meeting or adjourned meeting) the time appointed for taking the poll.

NUMBER OF MEMBERS

32. Unless otherwise determined by ordinary resolution, the number of members shall not be subject to any maximum but shall be not less than two.

POWERS OF MEMBERS

33. The Company shall operate under a one-tier system as prescribed by the Rules. Subject to the provisions of the Rules, the Acts, the Statutes and to any directions given by special resolution, the business of the Company shall be managed by the members who may exercise all the powers of the Company and the following transactions shall require an express decision of the administrative organ:
- (a) the appointment of any person to be and fulfil the role (as defined by the members) of (i) President, (ii) Vice-President, (iii) Controller, and (iv) Treasurer for the Company;
 - (b) the disposal of the whole of the Company's undertaking or property or a substantial part thereof; and
 - (c) the acquisition of the whole or any substantial part of the undertaking, assets or business of any other company or any firm or person or the entry into of any joint venture or partnership with any other person.
34. No alteration of the Statutes and no such direction shall invalidate any prior act of the members which would have been valid if that alteration had not been made or that direction had not been given. The powers given by this Statute 34 shall not be limited by any special power given to the members by the Statutes and a meeting of members at which a quorum is present may exercise all powers exercisable by the members.
35. The members may, by power of attorney or otherwise, appoint any person to be the agent of the Company for such purposes and on such conditions as they determine, including authority for the agent to delegate all or any of his powers.
36. The members shall be under a duty, even after they have ceased to hold office, not to divulge any information which they have concerning the Company the disclosure of which might be prejudicial to the Company's interests, except where such disclosure is required or permitted under law or is in the public interest.

APPOINTMENT AND REMOVAL OF MEMBERS

37. Members previously appointed by shareholders' resolution shall continue as members for the duration of the terms specified in those shareholders' resolutions unless removed earlier by an ordinary resolution of the Company. All members shall be appointed (for a term of one year) either:

- (i) by an ordinary resolution of the Company; or
- (ii) by a decision of the members,

and may be removed prior to the expiration of the term of their appointment by ordinary resolution of the Company. A member who is appointed by a decision of the members must retire at the next following annual general meeting.

38. A member whose term of appointment shall expire shall be eligible for reappointment once or more than once but always such that any new appointment shall be for a term of one year and subject to such appointment (and any subsequent removal prior to the expiration of the term of their appointment) being made by an ordinary resolution of the Company.

DISQUALIFICATION AND REMOVAL OF MEMBERS

39. The office of a member shall be vacated if:

- (a) he ceases to be a member by virtue of any provision of the Acts or he becomes prohibited by law from being a member, or
- (b) he becomes bankrupt or makes any arrangement or composition with his creditors generally; or
- (c) he is, or may be, suffering from mental disorder and either:
 - (i) he is admitted to hospital in pursuance of an application for admission for treatment under the Mental Health Act 1983 or, in Scotland, an application for admission under the Mental Health (Scotland) Act 1960, or
 - (ii) an order is made by a court having jurisdiction (whether in the United Kingdom or elsewhere) in matters concerning mental disorder for his detention or for the appointment of a receiver, curator bonis or other person to exercise powers with respect to his property or affairs, or
- (d) he resigns his office by notice to the Company.

REMUNERATION OF MEMBERS AND MEMBERS' EXPENSES

40. The members shall be entitled to a remuneration and the reimbursement of their expenses as the Company by ordinary resolution of the shareholders determines.

PROCEEDINGS OF MEMBERS

41. Subject to the provisions of the Statutes, the members may regulate their proceedings as they think fit. A member may, and the secretary at the request of a member shall, call a meeting of the members and in any event shall do so at least every three months to discuss the progress and foreseeable development of the Company's business. Notice of a meeting of the members shall be deemed to be properly given to a member if it is given to him personally or by word of mouth or sent in writing or by electronic communication to him at his last known address or any other address given by him to the Company for this purpose. Any member may waive notice of a meeting and any such waiver may be retrospective. Questions arising at a meeting shall be decided by a majority of votes. In the case of an equality of votes, the chairman shall have a second or casting vote.
42. The quorum for the transaction of the business of the members may be fixed by the members and unless so fixed at any other number shall be two.
43. The continuing members or a sole continuing member may act notwithstanding any vacancies in their number, but, if the number of members is less than the number fixed as the quorum, the continuing members or member may act only for the purpose of calling a general meeting.
44. The members shall appoint one of their number to be the chairman of the administrative organ and may at any time remove him from that office. Unless he is unwilling to do so, the member so appointed shall preside at every meeting of members at which he is present. But if there is no member holding that office, or if the member holding it is unwilling to preside or is not present within five minutes after the time appointed for the meeting, the members present may appoint one of their number to be chairman of the meeting.
45. All acts done by a meeting of members, or of a committee of members, or by a person acting as a member shall, notwithstanding that it be afterwards discovered that there was a defect in the appointment of any member or that any of them were disqualified from holding office, or had vacated office, or were not entitled to vote, be as valid as if every such person had been duly appointed and was qualified and had continued to be a member and had been entitled to vote.
46. A resolution in writing signed by all the members entitled to receive notice of a meeting of members or of a committee of members shall be as valid and effectual as if it had been passed at a meeting of members or (as the case may be) a committee of members duly convened and held and may consist of several documents in the like form each signed by one or more members.
47. The contemporaneous connection of a number of the members not less than the quorum, regardless of physical location, by any means of electronic communication shall be deemed to constitute a properly held meeting of the members so long as the following conditions are met:
 - (a) throughout the meeting each of the members taking part must be able to:
 - (i) hear each of the other members taking part; and

- (ii) subject as mentioned below, send and receive communications simultaneously to and from all of the other members taking part;
- (b) at the beginning and at the conclusion of the meeting the chairman shall ask all of those who have been a party to the proceedings to acknowledge their presence and to confirm that they have attended throughout the meeting.

Such a meeting shall be deemed to take place where it is convened to be held or (if no member is present in that place) where the largest group of those participating is assembled, or, if there is no such group, where the chairman of the meeting is located. The word "meeting" in the Statutes shall be construed accordingly.

The meeting shall have been validly conducted notwithstanding that a member may have been accidentally disconnected during the meeting, so long as a quorum of members was connected at all times. A minute of the proceedings shall be sufficient evidence of the observance of the necessary formalities if certified by a member who was party to them.

- 48. Subject to such disclosure as is required by the Acts and the Statutes, a member shall be entitled to vote at any meeting of members or of a committee of members on, and be counted in the quorum present at a meeting in relation to, any resolution concerning a matter in which he has, directly or indirectly, an interest or duty which is material and which conflicts or may conflict with the interests of the Company.
- 49. Each member is entitled to require the administrative organ to provide to him all information submitted to the administrative organ.

SECRETARY

- 50. Subject to the provisions of the Acts, the secretary shall be appointed by the members for such term, at such remuneration and upon such conditions as they may think fit; and any secretary so appointed may be removed by them.
- 51. Two or more joint secretaries, each of whom shall have full authority to act alone and independently of each other, may be appointed pursuant to the provisions of Statute 50.

MINUTES

- 52. The members shall cause minutes to be made in books kept for the purpose:
 - (a) of all appointments of officers made by the members; and
 - (b) of all proceedings at meetings of the Company, of the holders of any class of shares in the Company, and of the members, and of committees of members, including the names of the members present at each such meeting.

NOTICES

- 53. Any notice to be given to or by any person pursuant to the Statutes (other than a notice calling a meeting of the members) shall be in writing or shall be given using

electronic communications to an address for the time being notified for that purpose to the person giving the notice.

- 54. The Company may give any notice to a shareholder either personally or by sending it by post in a prepaid envelope addressed to the shareholder at his registered address or by leaving it at that address or by giving it using electronic communications to an address for the time being notified to the Company by the shareholder.
- 55. A shareholder present, either in person or by proxy, at any meeting of the Company or of the holders of any class of shares in the Company shall be deemed to have received notice of the meeting and, where requisite, of the purposes for which it was called.
- 56. Every person who becomes entitled to a share shall be bound by any notice in respect of that share which, before his name is entered in the register of shareholders, has been duly given to a person from whom he derives his title.
- 57. Proof that an envelope containing a notice was properly addressed, prepaid and posted shall be conclusive evidence that the notice was given. Proof that a notice contained in an electronic communication was sent in accordance with guidance issued by the Institute of Chartered Secretaries and Administrators shall be conclusive evidence that the notice was given. A notice shall, be deemed to be given at the expiration of 48 hours after the envelope containing it was posted or, in the case of a notice contained in an electronic communication, at the expiration of 48 hours after the time it was sent.

PROCEDURE FOR DECLARING DIVIDENDS

- 58.1 The Company may by ordinary resolution declare dividends, and the members may decide to pay interim dividends.
- 58.2 A dividend must not be declared by ordinary resolution unless the members have made a recommendation as to its amount. Such a dividend must not exceed the amount recommended by the members.
- 58.3 No dividend may be declared or paid unless;
 - (a) it appears to the members that the profits available for distribution justify the payment, and
 - (b) it is in accordance with shareholders' respective rights.
- 58.4 Unless the ordinary resolution of the Company or members decision to declare or pay a dividend, or the terms on which shares are issued specify otherwise, it must be paid by reference to each shareholders' holding of shares on the date of the resolution or decision to declare or pay it.
- 58.5 If the Company's share capital is divided into different classes, no interim dividend may be paid on shares carrying deferred or non-preferred rights if, at the time of payment, any preferential dividend is in arrear.
- 58.6 The members may pay at intervals any dividend payable at a fixed rate if it appears to them that the profits available for distribution justify the payment.

- 58.7 If the members act in good faith they do not incur any liability to the holders of shares conferring preferred rights for any loss they may suffer by the lawful payment of an interim dividend on shares with deferred or non-preferred rights.

CALCULATION OF DIVIDENDS

- 59.1 Except as otherwise provided by the articles or the rights attached to shares, all dividends must be:
- (a) declared and paid according to the amounts paid up on the shares on which the dividend is paid, and
 - (b) apportioned and paid proportionately to the amounts paid up on the shares during any portion or portions of the period in respect of which the dividend is paid.
- 59.2 If any share is issued on terms providing that it ranks for dividend as from a particular date, the share ranks for dividend accordingly.
- 59.3 For the purposes of calculating dividends, no account is to be taken of any amount which has been paid up on a share in advance of the due date for payment of that amount.

PAYMENT OF DIVIDENDS AND OTHER DISTRIBUTIONS

- 60.1 Where a dividend or other sum is payable in respect of a share, it must be paid by one or more of the following means:
- (a) transfer to a bank account specified by the distribution recipient in writing or by such other means as the members decide.
 - (b) sending a cheque made payable to the distribution recipient by post to the distribution recipient as the distribution recipient's registered address (if the distribution recipient is a holder of the share), or (in any other case) to an address specified by the distribution recipient in writing or by such other means as the members decide.
 - (c) sending a cheque made payable to such person by post to such person at such address as the distribution recipient has specified in writing or by such other means as the members decide; or
 - (d) any other means of payment (including by the the allotment or transfer of further shares in accordance with the articles) as the members agree with the distribution recipient in writing or by such other means as the members decide.
- 60.2 In the articles, "distribution recipient" means, in the respect of a share in respect of which a dividend or other sum is payable;
- (a) the holder of the share; or

- (b) if the share has two or more joint holders, whichever of them is named first in the register of members; or
- (c) if the holder is no longer entitled to the share by reason of death or bankruptcy, or otherwise by operation of law, the transmittee

DEDUCTIONS FROM DISTRIBUTIONS IN RESPECT OF SUMS OWED TO THE COMPANY

- 61.1 If a share is partly paid for any part of the share's nominal value and any premium at which it has been issued, the members may deduct from any dividend or other sum payable in respect of the share any sum of money which is payable to the company in respect of that share.
- 61.2 Money so deducted must be used to pay any of the sums payable in respect of that share.
- 61.3 The company must notify the distribution recipient in writing of:
 - (a) the fact and amount of any such deduction;
 - (b) any non-payment of a dividend or other sum payable in respect of a share resulting from any such deduction; and
 - (c) how the money deducted has been applied.

NO INTEREST ON DISTRIBUTIONS

- 62 The company may not pay interest on any dividend or other sum payable in respect of a share unless otherwise provided by:
 - (a) the terms on which the share was issued; or
 - (b) the provisions of another agreement between the holder of that share and the company.

UNCLAIMED DISTRIBUTIONS

- 63.1 All dividends or other sums which are:
 - (a) payable in respect of shares; and
 - (b) unclaimed after having been declared or become payable,must be invested or otherwise made use of by the members for the benefit of the company until claimed.
- 63.2 The payment of such dividend or other sum into a separate account does not make the company a trustee in respect of it.
- 63.3 If:

(a) twelve years have passed from the date on which a dividend or other sum became due for payment; and

(b) the distribution recipient has not claimed it,

the distribution recipient is no longer entitled to that dividend or other sum and it ceases to remain owing by the company.

NON-CASH DISTRIBUTIONS

64.1 Subject to the terms of issue of the share in question, the company may, by ordinary resolution on the recommendation of the members, decide to pay all or part of a dividend or other sum payable in respect of a share by transferring non-cash assets of equivalent value (including, without limitation, shares or other securities in any company).

64.2 If the shares in respect of which such a non-cash distribution is paid are uncertificated, any shares in the company which are issued as a non-cash distribution in respect of them must be uncertificated:

64.3 For the purposes of paying a non-cash distribution, the members may make whatever arrangement they think fit, including:

(a) fixing the value of any assets;

(b) paying cash to any distribution recipient on the basis of that value in order to adjust the rights of recipients; and

(c) vesting any assets in trustees.

WAIVER OF DISTRIBUTIONS

65 Distribution recipients may waive their entitlement to a dividend or other sum payable in respect of a share by giving the company notice in writing to that effect, but if

(a) the share has more than one holder; or

(b) more than one person is entitled to the share, whether by reason of the death or bankruptcy of one or more joint holders, or otherwise,

the notice is not effective unless it is expressed to be given and signed, by all the holders or persons otherwise entitled to the share.

WINDING UP

66 If the Company is wound up, the liquidator may, with the sanction of a special resolution of the Company and any other sanction required by the Acts, divide among the shareholders in specie the whole or any part of the assets of the Company and may, for that purpose, value any assets and determine how the division shall be carried out as between the shareholders or different classes of shareholders. The liquidator may, with the like sanction, vest the whole or any part of the assets in trustees upon such trusts for the benefit of the shareholders as he with the like

sanction determines, but no shareholder shall be compelled to accept any assets which are subject to any liability.

INDEMNITY

- 67 Subject to the provisions of the Acts but without prejudice to any indemnity to which a member may otherwise be entitled, every member or other officer or auditor of the Company shall be indemnified out of the assets of the Company against any liability incurred by him in defending any proceedings, whether civil or criminal, in which judgment is given in his favour or in which he is acquitted or in connection with any application in which relief is granted to him by the court from liability for negligence, default, breach of duty or breach of trust in relation to the affairs of the Company.
- 68 Without prejudice to the provisions of Statute 67 and subject to what the Company by ordinary resolution of the shareholders determines, the members may exercise all the powers of the Company to purchase and maintain insurance for or for the benefit of any person who is or was a member, other officer, employee or auditor of the Company, or any body which is or was the holding company or subsidiary undertaking of the Company, or in which the Company or such holding company or subsidiary undertaking has or had any interest (whether direct or indirect) or with which the Company or such holding company or subsidiary undertaking is or was in any way allied or associated against any liability incurred by such person in respect of any act or omission in the actual or purported execution or discharge of his duties or in the exercise or purported exercise of his powers or otherwise in relation to his duties, powers or offices in relation to the relevant body or fund.

EXCLUSION OF TABLE A

- 69 Neither the regulations in Table A in the First Schedule to the Companies Act 1948 nor those in Table A in the schedule to the Companies (Table A to F) Regulations 1985 as amended from time to time shall apply to the Company.

OBJECTS

- 70 The object of the Company is to carry on business as a general commercial company.

Certified English Translation

Local Court of Frankfurt am Main

Certificate

In the Commercial Register Matter of

RSL COM Germany SE,

**registered in the Commercial Register of the Local Court of Frankfurt am Main
under Registration Number HRB 80131**

I hereby certify in accordance with Article 8 (8) of the Council Regulation (EC) No 2157/2001 of 8 October 2001 on the Statute for a European company (SE) that all acts and formalities to be accomplished before a transfer of the registered office of the above company from Frankfurt am Main to London (Great Britain) have been completed

Frankfurt am Main, this 30th day of January 2008

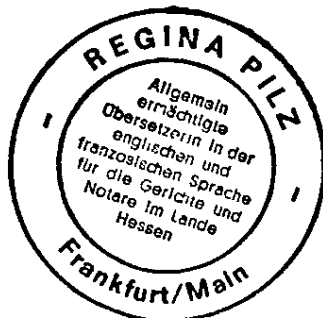
[Signature]

Gröschel

Judge at the Local Court

This is to certify that the above is a true and complete translation from the German into the English language

Frankfurt/Main, this 1st day of February 2008



Regina Pilz

Regina Pilz

Sworn Translator of the English language for the Courts and Notaries in the State of Hesse, Federal Republic of Germany



Amtsgericht Frankfurt am Main

Bescheinigung

In der Handelsregistersache der

RSL COM Germany SE,

**eingetragen im Handelsregister des Amtsgerichts Frankfurt am Main
unter der Registernummer HRB 80131**

wird gemäß Artikel 8 Absatz 8 der Verordnung (EG) Nummer 2157/2001 des Rates vom 8. Oktober 2001 über das Statut der Europäischen Gesellschaft (SE) bescheinigt, dass die der Verlegung des Sitzes der Gesellschaft von Frankfurt am Main nach London (Großbritannien) vorangehenden Rechtshandlungen und Formalitäten durchgeführt worden sind

Frankfurt am Main, den 30. Januar 2008


Groschel

Richter am Amtsgericht