

**CWC NEW CAYMAN HOLDCO LIMITED
(THE "COMPANY")**

**WRITTEN RESOLUTIONS OF THE DIRECTORS
OF THE COMPANY DATED 16 NOVEMBER 2015**

1. ISSUE OF SHARES

1.1 IT IS NOTED that:

- (a) each of the following persons (each a "**Subscriber**") wishes to subscribe for shares in the capital of the Company (the "**Shares**") of the class and in the amounts set forth in the table below, in each case at their aggregate nominal par value:

SUBSCRIBER	NO. AND CLASS OF SHARES	SUBSCRIPTION PRICE
Brendan Paddick	One (1) Ordinary	\$1.00
Columbus Holding LLC	One (1) Ordinary	\$1.00
Clearwater Holdings (Barbados) Limited	One (1) Ordinary	\$1.00
CVBI Holdings (Barbados) Inc.	One (1) Ordinary	\$1.00
Vidacos Nominees Limited (holding such shares for and on behalf of Orbis Investment Management Limited)	One (1) Ordinary	\$1.00
Invesco Asset Management Limited	One (1) Ordinary	\$1.00
Gamco Asset Management, Inc	One (1) Ordinary	\$1.00
Gabelli Securities, Inc	One (1) Ordinary	\$1.00
Gamco Investors, Inc	One (1) Ordinary	\$1.00
Gabelli Performance Partnership, L.P.	One (1) Ordinary	\$1.00
AIC (Barbados) Limited	One (1) Ordinary	\$1.00
AIC Global Holdings Inc.	One (1) Ordinary	\$1.00
Portland Investment Counsel	One (1) Ordinary	\$1.00

Inc.		
Sir Richard Lapthorne	One (1) Ordinary	\$1.00
Phil Bentley	One (1) Ordinary	\$1.00
Perley McBride	One (1) Ordinary	\$1.00
Mark Hamlin	One (1) Ordinary	\$1.00
Alison Platt	One (1) Ordinary	\$1.00
Computershare Trustees (Jersey) Limited in its capacity as trustee of the Cable & Wireless Communications Share Ownership Trust	One (1) Ordinary	\$1.00
Schroder Unit Trusts Limited	One (1) Ordinary	\$1.00
Naya Management LLP	One (1) Ordinary	\$1.00

1.2 **IT IS RESOLVED** that:

- (a) against an undertaking in each case to pay the subscription price therefor on demand, the Shares be and are hereby issued to each Subscriber, fully paid, in accordance with the table set forth above;
- (b) immediately following the first issuance of Shares approved by the preceding resolutions, the initial subscriber share held by Walkers Nominees Limited be and it is hereby repurchased in consideration for the release by the Company of the undertaking to pay the initial subscription price in respect thereof; and
- (c) Walkers Corporate Limited be and is hereby instructed to make the appropriate entries in the Register of Members of the Company in respect of the foregoing issuances and repurchase.

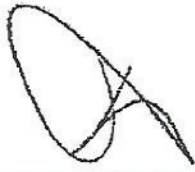
2. GENERAL AUTHORISATION

- 2.1 **IT IS RESOLVED** that, in connection with or to carry out the actions contemplated by the foregoing resolutions, any Director, officer or (if applicable) any attorney or duly authorised signatory of the Company (any such person being an "**Attorney**" or "**Authorised Signatory**" respectively) be, and such other persons as are authorised by any of them be, and each hereby is, authorised, in the name and on behalf of the Company, to do such further acts and things as any Director or officer or such duly authorised other person shall deem necessary or appropriate, including to do and perform (or cause to be done and performed), in the name and on behalf of the Company, all such acts and to sign, make, execute, deliver, issue or file (or cause to be signed, made, executed, delivered, issued or filed) with any person including any governmental authority or agency, all such agreements, documents, instruments, certificates, consents or waivers and all amendments to any such agreements, documents, instruments, certificates, consents or waivers and to pay, or cause to be paid, all such payments, as any of them may

deem necessary or advisable in order to carry out the intent of the foregoing resolutions, the authority for the doing of any such acts and things and the signing, making, execution, delivery, issue and filing of such of the foregoing to be conclusively evidenced thereby.

3. RATIFICATION OF PRIOR ACTIONS

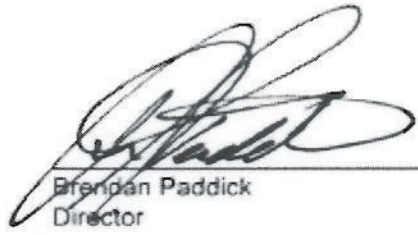
- 3.1 **IT IS RESOLVED** that any and all actions of the Company, or of any Director or officer or any Attorney or Authorised Signatory, taken in connection with the actions contemplated by the foregoing resolutions prior to the execution hereof be and are hereby ratified, confirmed, approved and adopted in all respects as fully as if such action(s) had been presented to for approval and approved by, all the Directors prior to such action being taken.



John Risley
Director

Brendan Paddick
Director

John Risley
Director



Brendan Paddick
Director