

**CWC New Cayman Limited (the "Company")**

(a company duly incorporated and existing under the laws of the Cayman Islands with company number 305513 and registered office at Walkers Corporate Limited, Cayman Corporate Centre, 27 Hospital Road, George Town, Grand Cayman KY1-9008, Cayman Islands)

Minutes of a Meeting of the Board of Directors  
held over the telephone  
on 16 December 2015 at 3 a.m. / 7 p.m.

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Present:                   Brendan Paddick (Chairman)  
                                  John Risley

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**1. Notice and quorum**

The Chairman noted that the meeting had been duly convened by proper notice and that a quorum was present.

**2. Business of the meeting**

The Chairman noted that the purpose of the meeting was to consider and, if thought fit, approve, in connection with the proposed takeover by Liberty Global plc of Cable & Wireless Communications Plc ("**CWC Plc**") (the "**Transaction**"), certain transfers of shares in the capital of the Company (the "**Transfers**").

In connection with the Transfers, the Company has received share transfer forms executed by each of the following (each a "**Transferor**") relating to the shares held by each such person in the capital of the Company and set against its name (the "**Shares**") to CWC New Cayman Holdco Limited:

TRANSFEROR	NO. AND CLASS OF SHARES
Cable & Wireless Communications, Inc	11,616,037 Ordinary
CWC WS Holdings Panama S.A.	1 Ordinary
Cable and Wireless (BVI) Limited	1 Ordinary
Cable and Wireless (EWC) Limited	864,757 Ordinary
Cable and Wireless Network Services Limited	1,157,458 Ordinary

**3. Resolutions**

After discussion, it was resolved that:

- (A) the Transfers be and they are hereby approved; and

(B) 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 Transfers.

**4. Filing**

The secretary was instructed to arrange all necessary filings and returns in consequence of the business transacted at the meeting.

**5. Close of Meeting**

There being no further business, the meeting closed.



Chairman