

CABLE BAHAMAS LTD.

CERTIFICATE

I, **Felicity L. Johnson**, Secretary of Cable Bahamas Ltd., do certify that in accordance with clause 7 of the Memorandum of Association and Section 29(2) of the Companies Act, 1992 the following amendments to the Articles of Association were passed by resolutions of the members at the Annual General Meeting held on the 8th day of July, A.D. 2015 and together herewith and marked Exhibit G are the amended and restated copy of the Memorandum and Articles of Association of the Company.

IT IS HEREBY RESOLVED:

- (i) To amend the Memorandum and Articles of Association to incorporate the issuance of Series Nine 6.25% Non-Voting Cumulative Redeemable Convertible Preference Shares due 2025 (10 years) as set forth in the offering memorandum dated March 30th 2015.
- (ii) To amend the Memorandum and Articles of Association to incorporate the issuance of Series Ten 6.75% Non-Voting Cumulative Redeemable Convertible Preference Shares due 2025 (10 years) as set forth in the offering memorandum dated March 30th 2015.
- (iii) To amend the Memorandum and Articles of Association by deleting Schedule 1, Schedule 2 and Schedule 3 in the Articles of Association to reflect the current preference share offerings.
- (iv) That the directors of the Company be and hereby are authorized and directed to prepare the amendments with all necessary renumbering and cross-referencing in the Memorandum and Articles of Association and to arrange for the prompt filing of the same with the Registrar General's Department.

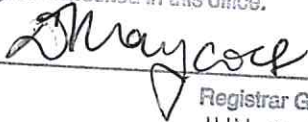
IN WITNESS WHEREOF I have hereunto set my hand and the Common Seal of the Company this

22nd day of June, A.D. 2016


Felicity L. Johnson
Secretary

Commonwealth of the Bahamas
Registrar General's Office

I certify the foregoing to be a true copy of the original deposited in this office.



Registrar General

JUN 22 2016



Amended & Restated
As at July 8th 2015¹
COMMONWEALTH OF THE BAHAMAS

THE COMPANIES ACT

COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION

OF

CABLE BAHAMAS LTD.

NAME

1. The name of the Company is "CABLE BAHAMAS LTD."

REGISTERED OFFICE

2. The Registered Office of the Company will be situate in the Island of New Providence one of the Islands of the Commonwealth of The Bahamas.

CAPACITY AND POWERS

3. The Company shall have the capacity and all the rights, powers and privileges of an individual of full capacity.

LIABILITY OF MEMBERS

4. The liability of the members is limited.

AUTHORISED CAPITAL

5. The authorised capital of the Company is Thirty Million Two Hundred and Fifty Thousand² Bahamian Dollars (B\$30,250,000) comprising Twenty Million Bahamian Dollars (B\$20,000,000) represented by Sixty Million (60,000,000) Ordinary Shares ("Ordinary shares")³ with no par value each and Preferred Shares comprising Ten Million Two Hundred and Fifty Thousand Bahamian Dollars (\$10,250,000)⁴ represented by Twenty-five Million (25,000,000) Preferred Shares with a par value of one cent (\$0.01) each and Ten Thousand (10,000)

¹ Incorporating amendments of July 1, 2000, May, 21, 2001, May 19, 2004, May 18, 2005, April 2, 2009 June 15, 2010, June 30, 2011), December 5, 2013, July 30th 2014 and July 8, 2015

² Effective May 19, 2004

³ Effective July 8, 2015

⁴ Effective July 8, 2015

Preferred Shares with a par value of One Thousand Bahamian Dollars (B\$1,000) each. The Preferred Shares shall have the rights, privileges, restrictions and conditions as set forth respectively in the Schedules to the Articles of Association of the Company.

ACQUISITION OF SHARES

- 6. Subject to the Act, the directors may on behalf of the Company, purchase or otherwise acquire shares issued by the Company.

AMENDMENT OF MEMORANDUM AND ARTICLES OF ASSOCIATION

- 7. Subject to the provisions of the Act and to any requirements of the Articles, the Company may at any time amend its Memorandum of Association and Articles of Association by a resolution of members.

INTERPRETATION

- 8. Words and expressions defined in the Act and the Articles of Association of the Company if not inconsistent with the subject or context bear the same meanings in this Memorandum.

WE, the several persons whose names and addresses are subscribed, are desirous of being formed into a company, in pursuance of this Memorandum of Association, and we respectively agree to take the number of shares in the capital of the company set opposite our respective names.

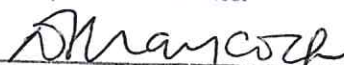
Names, Addresses and Descriptions of Subscribers	Number of Shares taken by each Subscriber
1. Frederica Gertrude McCartney P.O. Box N-8181 Nassau, Bahamas Attorney-at-Law	One Share
2. Rowena Martha Symonette P.O. Box N-8181 Nassau, Bahamas Secretary	One Share
Total Shares Taken	Two Shares

DATED the 11th day of October, A.D., 1994

WITNESS to the above signatures: -

-Joycelyn R. Mackey
Nassau, Bahamas
Secretary

Commonwealth of the Bahamas
Registrar General's Office
I certify the foregoing to be a true copy of the original deposited in this office.


Registrar General
JUN 22 2016