

CABLE & WIRELESS WORLDWIDE PLC

GIFTS & HOSPITALITY POLICY

Cable & Wireless
Worldwide

JANUARY 2012

INTRODUCTION

Gifts and / or hospitality, offered or received voluntarily from current or potential suppliers, are a part of day-to-day working life for certain colleagues and can be integral in building normal business relationships. These offers may vary significantly in different locations, with different laws and different customs. It is important, however, regardless of location, that any gift that might be perceived as materially influencing a colleague's relationship with a third party (and which could therefore be potentially perceived as a bribe) should not be accepted or offered. All other gifts and hospitality should be offered, accepted or declined in accordance with this Policy.

PURPOSE

Cable & Wireless Worldwide plc has adopted this policy to address the acceptance and giving of gifts and hospitality to ensure that its activities, and those of all colleagues, are and are seen to be conducted to the highest standards of ethics and integrity. Colleagues should read this Policy in conjunction with the Company's Business Ethics Policy and the Anti-Corruption and Bribery Policy.

A gifts and hospitality register is maintained by Group Secretariat for the benefit of all colleagues and is intended to form a written record of situations in which gifts and hospitality are given by or to a colleague that could be viewed as having been offered with an intention to influence behaviour in relation to a business relationship (either potential or existing). The purpose of the register of gifts and hospitality is to protect colleagues by providing a mechanism through which the receipt or offer of gifts can be formally recorded and acknowledged by line management. It provides certainty and clarity around circumstances that might otherwise give rise to questions about the propriety of a colleague's actions and interests. The receipt or offer of a gift or hospitality that is not fully disclosed to the Company can amount to a serious disciplinary offence.

SCOPE

This Policy applies to all colleagues irrespective of location.

POLICY

Accepting gifts or hospitality

All acceptances of gifts and hospitality from third parties require approval in accordance with the following hierarchy, depending upon the perceived value of the gift or hospitality:

- **Value estimated to be below £100: de minimis – no requirement to log offer;**
- **Value estimated to be between £100 and £250: offer to be approved by immediate line manager and logged in the register;**
- **Value estimated to be over £250: offer to be approved by appropriate Strategic Leadership Team member and logged in the register.**

If you think that your acceptance of a gift, with a value lower than £100, may be perceived as an influence on your future actions, you should consider whether or not to accept it and, if you do accept it, it is recommended that you disclose it on the register. It is also unwise to accept any offer when there are active discussions taking place with the third party which could lead to either the establishment of a new commercial relationship or amendment to an existing one.

Accepting gifts, when involved in active negotiations, can give rise to a significant perception of influence having been brought to bear and it is recommended that during such negotiations you do not accept any gifts or hospitality. Please refer to the Anti-Bribery and Corruption Policy for further guidance.

As a general rule of thumb, offers of hospitality, including overnight accommodation and / or payment for air fares, should not be accepted unless the circumstances are exceptional.

Giving gifts or hospitality

The giving of gifts or hospitality to third parties is discouraged. When determining whether the offer of a gift or hospitality is appropriate, consideration should be given to the recipient, the value of the gift and the reason for it. Where an offer is made, it should be proportionate and not lavish or extravagant and always offered in accordance with the process set out below.

All offers of gifts and hospitality by a colleague to a third party require approval in accordance with the following hierarchy, depending upon the perceived value of the gift or hospitality offered:

- **Value estimated to be below £100: de minimis – no requirement to log offer;**
- **Value estimated to be between £100 and £250: offer to be approved by immediate line manager and logged in the register;**
- **Value estimated to be over £250: offer to be approved by appropriate Strategic Leadership Team member and logged in the register.**

PROCESS FOR LOGGING AN OFFER

In all cases above an estimated value of £100, the offer or acceptance should be logged in the gifts and hospitality register by contacting ***companysecretary@cw.com*** giving the following details of the offer which is being made or accepted:

- Name of colleague
- Name and organisation of third party offeror or offeree
- A description of the gift or hospitality
- The estimated value of the gift or hospitality
- Whether approval has been given by the appropriate parties outlined in this policy
- The name and job title of the approver (if applicable)

All gifts and hospitality offered to third parties must be registered prior to the offer being made. All gifts and hospitality received from third parties should be registered, where possible, before receipt and where not possible, as soon as practicable after receipt and in any event within 30 days. Your line manager can acknowledge your disclosure and, where appropriate, will discuss with you the implications of receipt of the gift.

CONFLICTS OF INTEREST

All colleagues are required to avoid any activities that might lead to, or suggest a conflict of interest with the business of the company. For further information on the requirements to avoid conflicts of interest, please see the Business Ethics Policy and the Anti-Bribery and Corruption Policy.

GUIDANCE FOR LINE MANAGERS

The existence of a potential conflict of interest created through the acceptance or offer by a colleague of a gift or hospitality can have a seriously detrimental effect on the Company, even if it appears that there is little likelihood of any potential damage at the outset. Managers should carefully consider the potential effects of giving or receiving a gift or hospitality and should not approve the offer in circumstances in which damage might be caused to the Company (either economic or reputational) as a result. If in any doubt, managers should discuss the circumstances and best course of action with their People Business Partner and/or their own line manager.

TRAINING & COMMUNICATION

Group Secretariat will communicate this Policy and any relevant guidance to Cable & Wireless Worldwide colleagues across the Group through established internal communication channels. Cable & Wireless Worldwide will also communicate this Policy to its suppliers, contractors and business partners and wider stakeholders where relevant. This Policy will be translated into local languages, where appropriate, and brought to the attention of new colleagues as part of their induction process.

MONITORING

Group Internal Audit will review the implementation of this Policy in respect of its suitability, adequacy and effectiveness and make improvements as appropriate. The results of this process will periodically be reported to the Group Audit Committee and, if appropriate, the Board, who will make an independent assessment on the adequacy of the Policy and disclose any material non-compliance.

PENALTIES

Cable & Wireless Worldwide will take firm disciplinary action in cases where the receipt or offer of a gift or hospitality is proven to be part of fraudulent or corrupt business practices. This would very likely lead to dismissal or the termination of contract of involved parties. Furthermore, cases of such practices may be reported to the relevant public authorities, which may result in criminal prosecution.

REPORTING

Cable & Wireless Worldwide colleagues are encouraged to raise concerns about any instance of malpractice at the earliest possible stage through their line manager or the confidential reporting hotline.

The confidential reporting hotline is:

0151 326 2100 from the UK or +44 151 326 2100 outside the UK.

Reverse charge calls to this number via an operator will be accepted.

All reports to this hotline or to a manager will be reported to the Cable & Wireless Worldwide Risk Director, Neal Rankin, and will be investigated as appropriate. Under no circumstances will the reporting of a possible impropriety serve as a basis for retaliatory actions against any individual. The Cable & Wireless Worldwide Group Audit Committee will monitor the matters reported and the outcomes of all investigations.

POLICY OWNER - GENERAL COUNSEL AND COMPANY SECRETARY