
NOTICE OF ANNUAL GENERAL MEETING 2011

This document is important and requires your immediate attention. If you have doubts about any aspect of the proposals referred to in this document or the action you should take, you should seek advice from a stockbroker, solicitor, accountant or other professional adviser authorised under the Financial Services and Markets Act 2000. If you have sold or transferred all of your shares, please pass this and the accompanying documents to the person through whom the sale or transfer was effected for transmission to the purchaser or transferee.



To the Company's Ordinary Shareholders

Registered number
7029206 England

Registered office
Liberty House
76 Hammersmith Rd
London W14 8UD
www.cw.com

23 May 2011

Dear Shareholder

Notice of Annual General Meeting

I am pleased to invite you to the second Annual General Meeting ('AGM') of Cable & Wireless Worldwide plc (the 'Company'), which will be held at The Queen Elizabeth II Conference Centre, Broad Sanctuary, Westminster, London SW1P 3EE on Thursday 21 July 2011 at 2.00 pm. At the AGM, the Board will provide an overview of business performance and strategy, and shareholders will have the opportunity to ask questions on each of the proposed resolutions in addition to matters relating to the Company's business. The formal Notice of the AGM, including details of each resolution and how you may exercise your vote, is set out overleaf.

Voting arrangements

To reflect the voting preferences of all shareholders wishing to vote at the meeting, the Company will take a poll on all resolutions put to shareholders. The results of the poll will be posted on the Company's website shortly after the meeting.

A Form of Proxy for the AGM is attached for completion and return in the envelope provided. To be valid, the Form of Proxy must reach the Company's Registrar, Equiniti, by no later than 2.00 pm on Tuesday 19 July 2011.

Alternatively, you may register your vote online by visiting Equiniti's website at www.sharevote.co.uk. In order to register your vote online, you will need to enter the Voting ID, Task ID and your Shareholder Reference Number which are set out on the enclosed Form of Proxy. The return of the Form of Proxy by post or registering your vote online will not prevent you from attending the AGM and voting in person, should you so wish.

Recommendation

The Board considers that each of the proposed resolutions will promote the success of the Company for the benefit of shareholders. Accordingly, the Directors unanimously recommend that you vote in favour of the resolutions as they intend to do in respect of their own beneficial shareholdings.

Yours sincerely

John Pluthero
Chairman

Notice of Meeting

Registered number
7029206 England

Registered office
Liberty House
76 Hammersmith Rd
London W14 8UD
www.cw.com

23 May 2011

Notice is hereby given that the second Annual General Meeting ('AGM') of Cable & Wireless Worldwide plc (the 'Company') will be held at The Queen Elizabeth II Conference Centre, Broad Sanctuary, Westminster, London SW1P 3EE on Thursday 21 July 2011 at 2.00 pm for the business set out below.

This Notice contains the resolutions to be voted on at the AGM. Resolutions 1 to 9 and 12 are ordinary resolutions that will be passed if more than 50% of the votes cast are in favour of the resolutions. Resolutions 10, 11 and 13 are special resolutions that will be passed if at least 75% of the votes cast are in favour of the resolutions.

1. To receive the Company's Annual Report and Accounts for the year ended 31 March 2011, together with the Reports of the Directors and auditors

The Directors are required to present their report and the audited annual accounts to the meeting. This gives shareholders the opportunity to ask questions on the content before voting.

2. To approve the Directors' Remuneration Report for the year ended 31 March 2011

Companies which have a listing on the London Stock Exchange must present their Directors' Remuneration Report to the shareholders for an advisory vote. The Remuneration Report is set out in full in the Company's Annual Report and summarised in the Annual Review.

3. To declare a final dividend for the year ended 31 March 2011

Shareholders will be asked to approve the payment of a final dividend of 3.0 pence per ordinary share for the year ended 31 March 2011, as recommended by the Directors. If approved, the recommended final dividend will be payable on 11 August 2011 to all shareholders on the register of members at the close of business on the record date, 10 June 2011.

4-6. Election/re-election of Directors

The Company's Articles of Association (the 'Articles') state that, at each of the Company's first two AGMs, one-third of the Directors then in office (or if the number is not three or a multiple of three, the number nearest to one-third) shall retire by rotation and may stand for re-election. This year, it has been agreed that Jim Marsh and John Barton shall retire and will be standing for re-election. Additionally, Ian Gibson, who will be appointed by the Board as a Director on 21 July 2011 is required to stand for election under Article 86 of the Articles given that this is the first AGM since his appointment.

It is the belief of the Board that the Directors subject to election or re-election provide complementary skills and experience to the Board, and are fully able to discharge their duties as Executive Directors (in the case of Ian Gibson and Jim Marsh), and Non-executive Director (in the case of John Barton). The Board also confirms that the current Directors standing for election or re-election are effective and demonstrate commitment to their respective roles.

The following ordinary resolutions will be proposed to elect and re-elect the following as Directors of the Company:

4. To elect Ian Gibson as a Director

Ian Gibson will be appointed as a Director and Chief Financial Officer on 21 July 2011. Ian joined the Cable & Wireless Group in 1995 and has held a number of senior financial management positions including Deputy Chief Financial Officer since May 2010. In 2009 he was appointed as Acting Chief Financial Officer and played a leading role in the demerger and listing of Cable & Wireless Worldwide plc.

During the period 2006 to 2009, Ian held the positions of chief financial officer of the broadband business unit and financial controller for the Cable&Wireless Europe, Asia and US business. Prior to that, he held a number of other senior management positions including director of Group Accounting Services, head of Group Reporting and head of Internal Audit.

Before joining the Cable & Wireless Group, Ian spent 12 years at Deloitte working in both the London and Toronto offices within the audit and forensic accounting teams.

5. To re-elect Jim Marsh as a Director

Jim Marsh was appointed as a Director on 25 January 2010 and became Executive Director and Chief Executive Officer on demerger. Jim was on the Cable and Wireless plc board from 1 January 2010 until the demerger. Jim has also served as chief executive officer and a member of the operating board of the Cable&Wireless Worldwide Group since April 2006. Prior to its acquisition by Cable and Wireless plc in November 2005, Jim was business development director of Energis. In this role, he oversaw the development and service of all of Energis' channels to market. Before joining Energis, Jim was chief operating officer at Atos KPMG Consulting, overseeing the consulting business across all its industry sectors. Prior to becoming a partner at KPMG in 1997, he was head of strategic planning at Boots the Chemists Limited.

6. To re-elect John Barton as a Director

John Barton was appointed as a Director on 25 January 2010 and became Deputy Chairman, Non-executive Director and Senior Independent Director on demerger. John served as a non-executive director of Cable and Wireless plc from his appointment on 9 March 2009 until the demerger. John is chairman of Next plc and is a non-executive director of WH Smith PLC. He was formerly chairman of Brit Insurance Holdings NV Plc, Wellington Underwriting plc and Jardine Lloyd Thompson Group plc.

7. To re-appoint KPMG Audit Plc as auditor of the Company

An ordinary resolution will be proposed to re-appoint KPMG Audit Plc as auditor to hold office until the next general meeting at which accounts are laid before the Company.

8. To authorise the Directors to set the auditor's remuneration

An ordinary resolution will be proposed to authorise the Directors to set the remuneration payable to the auditor of the Company. Details of the remuneration paid to the auditor during the year ended 31 March 2011 may be found in the Annual Report.

9. THAT the authority and power conferred upon the Directors to allot shares or to grant rights to subscribe for, or to convert any security into shares in accordance with Article 12 of the Company's Articles shall apply until the earlier of the conclusion of the Company's AGM in 2012 or 30 September 2012, and for that period there shall be two Section 551 Amounts (as defined in Article 12) of:

- (i) £44 million; and
- (ii) £88 million (such amount to be reduced by any allotments or grants made under (i) above) which the Directors shall only be empowered to use in connection with a rights issue (as defined in Article 12).

All previous authorities under Article 12(B) are revoked, subject to Article 12(D).

It is proposed that the shareholders authorise the Directors, under section 551 of the Companies Act 2006 (the 'Act'), to allot unissued ordinary shares in the Company for a period ending on the earlier of the Company's AGM in 2012 or 30 September 2012.

Resolution 9, which is an ordinary resolution, would enable the Directors to allot unissued shares in the Company (i) up to an aggregate nominal value of £44 million, representing approximately one-third of the Company's issued ordinary share capital as at 23 May 2011; and (ii) up to an aggregate nominal amount of £88 million, less the nominal value of any shares issued under part (i), representing approximately two-thirds of the Company's issued ordinary share capital as at 23 May 2011 (being the last practical business day prior to the date of this Notice).

The authority sought under part (ii) can only be used in connection with a rights issue and would be reduced by any amounts issued in relation to (i).

The Directors have no present intention to issue new shares other than in relation to the Company's employee share plans and the operation of the Company's Scrip Dividend Scheme, but it is considered prudent to provide the flexibility that these authorities provide.

The Association of British Insurers ('ABI') guidelines on directors' authority to allot shares published in December 2008 and revised in November 2009 state that ABI members will continue to permit, and treat as routine, a request for authorisation to allot up to one-third of the existing issued share capital of the Company. The new guidelines also state that the ABI will now regard requests to authorise the allotment of a further one-third of the Company's issued share capital as routine provided that such additional allotment is only applied to fully pre-emptive rights issues and the authorisation is valid for one year only. The Board considers it appropriate that the Company should follow the ABI guidelines.

In accordance with the ABI guidelines, all Directors wishing to remain in office would be expected to seek re-election at the next AGM if the aggregate actual usage of these authorities exceeds one-third of the nominal value of the issued ordinary share capital of the Company and also, where there is an issuance in whole or part by way of a fully pre-emptive rights issue, monetary proceeds exceed one-third of the Company's pre-issue market capitalisation.

10. THAT, subject to the passing of Resolution 9, the authority and power conferred upon the Directors to allot equity securities for cash in accordance with Article 12(C) of the Company's Articles shall apply until the earlier of the conclusion of the Company's AGM in 2012 or 30 September 2012, and for that period the Section 561 Amount (as defined in the Articles) shall be £6 million. All previous authorities under Article 12(C) are revoked, subject to Article 12(D).

Resolution 10 is a special resolution proposing to allow the Directors to allot equity securities without first being required to offer such shares to existing shareholders (as set out in sections 561 and 571 of the Act). This resolution requests that shareholders approve this authority, but only for securities having a maximum aggregate nominal value of £6 million, which is equivalent to approximately 5% of the Company's issued ordinary share capital as at 23 May 2011.

In accordance with institutional investor guidelines, the Directors confirm their intention that no more than 7.5% of the issued share capital will be issued for cash on a non-pre-emptive basis during any rolling three year period (excluding shares issued pursuant to employee incentive schemes).

The authorities sought under resolutions 9 and 10, if passed, will expire on the earlier of the Company's AGM in 2012 or 30 September 2012. The Directors intend to seek renewal of these authorities at the next AGM.

11. THAT the Company be generally and unconditionally authorised to make market purchases (as defined in Section 701 of the Companies Act 2006) of ordinary shares with a nominal value of 5p each in the Company, provided that:

- (a) the Company does not purchase under this authority more than 268 million ordinary shares;
- (b) the Company does not pay less than 5p for each ordinary share; and
- (c) the Company does not pay more for each share than the higher of (i) 5% over the average of the middle-market price of the ordinary shares for the five business days immediately preceding the day on which the Company agrees to buy the shares concerned, based on share prices published in the Daily Official List of the London Stock Exchange; and (ii) the price stipulated by Article 5(l) of the Buy-back and Stabilisation Regulation (EC No. 2273/2003).

This authority shall continue until the earlier of the Company's AGM in 2012 or 30 September 2012, provided that, if the Company has agreed before this date to purchase ordinary shares where these purchases will or may be executed after the authority terminates (either wholly or in part), the Company may complete such purchases.

The Directors are committed to the effective and appropriate management of the Company's share capital. In certain circumstances it may be advantageous for the Company to purchase its own shares.

In accordance with the Act, the Company may purchase and hold shares as treasury shares rather than cancelling them. The Directors will decide at the time of purchase whether to hold shares in treasury or to cancel them immediately. Shares held in treasury do not carry voting rights and no dividends will be paid on any such shares. It is also possible for the Company to transfer shares out of treasury pursuant to an employees' share plan. If any shares are so used, then the Company will count them towards the limits of the number of new shares which may be issued by such employees' share schemes, so long as this is required under institutional guidance. Currently, the Company has no shares held in treasury.

This resolution sets a maximum number of shares which may be acquired (approximately 10% of the Company's issued share capital as at 23 May 2011) and the maximum and minimum prices at which they may be bought. At 23 May 2011 the Company had no options over new ordinary shares in issue.

Resolution 11, which is a special resolution, seeks approval from shareholders to allow this authority for just under 10% of the Company's issued share capital. This authority will expire at the earlier of the Company's AGM in 2012 or 30 September 2012.

The Directors have no present intention of exercising the authority to purchase the Company's ordinary shares but will keep the matter under review, taking into account other investment opportunities. The authority would only be exercised if and when, in the light of market conditions prevailing at the time, they believe that the effect of such purchases will be in the best interests of shareholders generally.

12. THAT the Directors be and are hereby authorised:

(a) to establish the Cable & Wireless Worldwide Incentive Plan 2011 (the 'IP 2011'), a copy of the draft rules of which has been produced to the meeting and initialled by the Chairman for the purpose of identification and a summary of the main provisions of which is set out in the Appendix to this Notice of Meeting dated 23 May 2011; and

(b) to establish schedules to, or further share plans based on, the IP 2011 but modified to take account of local tax, exchange control or securities laws in overseas territories, provided that any shares made available under any such schedules or further plans are treated as counting against the limits on individual and overall participation in the IP 2011.

The IP 2011 is intended to replace the Cable & Wireless Worldwide Incentive Plan 2010, which expires in July 2011. IP 2011 will be the primary long-term incentive plan going forward and all discretionary share awards granted to Executive Directors will be granted under this plan.

Subject to shareholder approval being obtained, awards granted to Executive Directors and the senior management team in 2011 will be subject to stretching three year TSR and EPS performance conditions. These were the measures used for awards granted to Executive Directors in 2010, under the Incentive Plan 2010. Further details of the conditions are set out on page 50 of the Directors' Remuneration Report. We consulted with the Company's main investors in respect of the introduction of IP 2011.

The IP 2011 is not a new incentive structure, but will allow the Company to continue to offer incentivisation and recognition for good performance through share awards, and the award structure proposed for 2011 is similar to that offered in 2010. The Remuneration Committee is of the view that the rules of the IP 2011 reflect current best practice.

13. THAT the Company be authorised to call a general meeting of the shareholders, other than an Annual General Meeting, on not less than 14 clear days' notice.

Section 307A of the Act stipulates that listed companies must provide shareholders with 21 days' notice of any general meeting, although companies are able to retain a 14 clear days' notice period for general meetings other than AGMs, provided that certain conditions are met. One condition is for shareholders to pass an annual resolution to reduce the notice period at an AGM.

Whilst the Company will always endeavour to give as much notice as possible for holding general meetings, it would like to retain the flexibility of holding general meetings (other than AGMs) at 14 clear days' notice.

Resolution 13, which is a special resolution, gives the Company the ability to call general meetings (other than AGMs) on not less than 14 clear days' notice.

By Order of the Board of Directors

Philip Davis
Company Secretary

23 May 2011

Summary of the main provisions of the Cable & Wireless Worldwide Incentive Plan 2011 (the 'IP 2011')

1. The IP 2011

The IP 2011 will enable selected employees, including Executive Directors, to be granted nil-cost awards in respect of ordinary shares in the capital of the Company.

Awards to Executive Directors will not normally vest until after the end of the period of three years beginning with the award date (the '**Award Period**') and then only if and to the extent that targets relating to the performance of the Company over a specified period (the '**Performance Period**') have been met.

Awards to employees below Board level may be granted as described above. However, there is also flexibility to grant awards to these employees which are based on individual or specific performance targets (as well as awards without performance targets), or subject to shorter vesting periods, where appropriate.

The operation of the IP 2011 will be overseen by the Remuneration Committee (the '**Committee**'), in relation to Executive Directors and the senior executive team. The Board of Directors will be able to oversee grants of awards made in relation to other employees within overall parameters agreed with the Committee, who will retain overall oversight of IP 2011.

Benefits under the IP 2011 will not be pensionable.

2. Eligibility

A participant must be an employee (including an Executive Director) of the Company or of any of its subsidiaries (the '**Group**'). Actual participation in the IP 2011 will be at the discretion of the Committee.

3. Individual limits

The maximum number of shares over which awards may be made to a participant in any financial year will be limited so that the market value of such shares on the date of grant will not normally exceed three times basic salary. If the Committee considers that exceptional circumstances exist that justify a higher amount, awards may be made over shares with a value of up to four times basic salary.

4. Grant of share awards

Awards may only be granted during the period of 42 days following approval of the IP 2011 by shareholders, or 42 days beginning with the dealing day following the announcement of the Company's results for any period, or exceptionally, and subject to the Model Code and other relevant restrictions on dealings in shares, at any time when the Committee determines that exceptional circumstances exist. No awards may be made more than ten years after the approval of the IP 2011 by shareholders.

No payment will be required for the grant of an award.

Awards are not transferable and may only be exercised by the persons to whom they were granted or their personal representatives.

5. Dilution limit

The number of shares issued or issuable in respect of rights to subscribe granted pursuant to the IP 2011 and the Company's other executive and employee share schemes in any period of 10 years will not exceed 10% of the ordinary share capital of the Company in issue from time to time.

The number of shares issued or issuable in respect of rights to subscribe granted pursuant to the IP 2011 and the Company's other executive share incentive plans in any period of 10 years will not exceed 5% of the ordinary share capital of the Company in issue from time to time.

If awards are to be satisfied by a transfer of existing shares, the percentage limit stated above will not apply. Insofar as it is necessary by prevailing best practice, treasury shares will be counted as newly issued shares for the purpose of the percentage limits.

6. Vesting of awards

The vesting of awards will normally be subject to the attainment of certain targets, relating to the performance of the Company over the Performance Period, set by the Committee at the time the awards are made. Once set, performance targets may be varied by the Committee, but only if the Committee reasonably considers it to be necessary to ensure that the effectiveness of the award as an incentive is not undermined.

In addition to standard annual awards under the IP 2011 (which will be subject to performance targets as described above), the IP 2011 will also maintain flexibility for awards granted below Board level or for the purposes of recruitment/retention to have alternative or no performance conditions, and/or a shortened performance/vesting period.

Early leavers – good leaver circumstances

If a participant leaves the Group during the Award Period, by reason of injury, disability or ill-health, redundancy or the sale of the employing business or company, a proportion of the award will be retained, depending on the time which has elapsed in the Award Period (up to the point of leaving), and shall vest, if at all, at the end of the Award Period, to the extent that the performance target is satisfied.

Alternatively, the Committee may allow a proportion of the award shares (determined having regard to both the extent to which the Award Period has then elapsed and the extent to which the performance target is likely to be satisfied) to vest immediately upon leaving.

In determining the proportion of an award which vests, in both cases, the Committee may take into account such other factors, which may include the performance of the Company and the conduct of the participant, as it deems relevant.

If a participant leaves for any other reason, the Committee may determine that some or all of the award should either be retained or vest early, but awards will always lapse in full in the case of misconduct.

In all instances, where cessation occurs in the first 12 months, awards will ordinarily lapse in full, unless the Committee determines otherwise.

Early leavers – death in service

If a participant dies in service at any time before the end of the Award Period, then a proportion of the award will be retained and vest as described above (*Early leavers – good leaver circumstances*).

7. Clawback

If a material restatement of the accounts of the Company is required after an award is made and before it vests, then the Committee may reduce the number of shares over which that award subsists.

8. Takeover or reconstruction etc

Takeover – early vesting

In the event of a takeover of the Company, then a proportion of the award shall vest early, depending on the time which has elapsed in the Award Period and the extent to which the performance target is likely to be satisfied. In determining the proportion of an award which vests, the Committee may take into account such other factors, which may include the performance of the Company and the conduct of the participant as it deems relevant. In addition the Committee will also retain flexibility to vary the terms of any early vesting depending on the specific circumstances at the time of any takeover (e.g. delay vesting for a period after the takeover).

Takeover – rollover of awards

Alternatively, the Company and an acquirer may agree that awards are to be exchanged (in whole or part) for new awards on such basis as they may determine.

Other corporate events

In the event of a statutory reconstruction, demerger or voluntary winding-up of the Company, the Company may notify awardholders that their award shall vest early, normally in respect of a time-apportioned proportion of such of the award shares as the Committee may determine, having regard to the extent to which the performance target is likely to be satisfied.

9. Dividends on award shares

An award may be made on terms that if and when the award vests or is exercised, the participant will be entitled to receive an amount equal to the dividends which would have been paid to the participant on such vested shares during the period from when the award was made to the vesting date, had the participant been the legal owner of such shares during that time. This amount may be delivered in shares or in cash.

10. Adjustment of share awards

If there is a capitalisation or rights issue, sub-division, consolidation, reduction, or in the event of a demerger or payment of a special dividend which would otherwise materially affect the value of a share award, or if there is any other variation of the Company's ordinary share capital, the Committee may adjust the number of shares comprised in an award.

11. Rights attaching to shares

Shares allotted or transferred under the IP 2011 will rank alongside shares of the same class then in issue. The Company will apply to the UK Listing Authority for the listing of any newly issued shares.

12. Amendment

The Committee may amend the IP 2011. However, the provisions governing eligibility requirements, equity dilution, individual participation limits, the basis for determining the rights of participants to acquire shares and the adjustments that may be made following a rights issue or any other variation of capital cannot be altered to the advantage of existing or new participants without the prior approval of the Company's shareholders in general meeting. There is an exception for minor amendments to benefit the administration of the IP 2011, to take account of a change in legislation or developments in the law affecting the IP 2011 or to obtain or maintain favourable tax, exchange control or regulatory treatment for participants in the IP 2011 or for any member of the Group.

This summary does not form part of the rules of the IP 2011 and should not be taken as affecting the interpretation of their detailed terms and conditions. The Board reserves the right up to the time of the next Annual General Meeting to make such amendments and additions to the rules of the Plan as may be necessary to take account of comments of the UK Listing Authority and others provided that such amendments do not conflict in any material respect with this summary.

Notes

1. Pursuant to Regulation 41 of the Uncertificated Securities Regulations 2001 (as amended), the Company specifies that only those members registered in the Register of Members of the Company as at 6.00 pm on 19 July 2011 (or, in the event of any adjournment, at 6.00 pm on the date which is two days before the time of the adjourned meeting) shall be entitled to attend or vote at the above AGM in respect of the number of shares registered in their name at that time. Changes to entries on the Register of Members after 6.00 pm on 19 July 2011 shall be disregarded in determining the rights of any person to attend or vote at the AGM.

2. Members are entitled to appoint a proxy (who need not be a member of the Company) to exercise all or any of their rights to attend, speak and vote on their behalf at the meeting. A member may appoint more than one proxy in relation to the AGM provided that each proxy is appointed to exercise the rights attached to a different share or shares held by that member. The instrument appointing a proxy and, if applicable, the authority under which it is signed, must be received by post (during normal business hours only) or received by hand at the office of the Registrar of the Company, Equiniti, Aspect House, Spencer Road, Lancing, West Sussex BN99 6DA no later than 2.00 pm on 19 July 2011 being 48 hours before the time appointed for the holding of the AGM. Completion of the instrument appointing a proxy does not preclude a member from attending and voting at the AGM in person if they so wish.

3. Members may submit their proxies electronically at www.sharevote.co.uk using the Voting ID, Task ID and Shareholder Reference Number given on the Form of Proxy.

4. Any person to whom this Notice is sent who is a person nominated under section 146 of the Companies Act 2006 to enjoy information rights (a **Nominated Person**) may, under an agreement with the member by whom they were nominated, have a right to be appointed (or to have someone else appointed) as a proxy for the AGM. If a Nominated Person has no such proxy appointment right or does not wish to exercise it, such person, under any such agreement, shall have a right to give instructions to the member as to the exercise of voting rights.

The statement of the rights of members in relation to the appointment of proxies in note 2 above does not apply to Nominated Persons. The rights described in that note can only be exercised by members of the Company.

5. Copies of all Service Contracts of Executive Directors with the Company, copies of all letters of appointment of Non-executive Directors with the Company and the proposed rules of Cable & Wireless Worldwide Incentive Plan 2011 are available for inspection during business hours at the Registered Office of the Company on Mondays to Fridays (public holidays excluded) from the date of this Notice and at the place of the AGM from 1.00 pm on the day of the meeting until the conclusion of the AGM.

6. CREST members who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service may do so for the AGM to be held on 21 July 2011 and any adjournment thereof by using the procedures described in the CREST Manual. CREST Personal Members or other CREST Sponsored Members, and those CREST members who have appointed a voting service provider(s), should refer to their CREST sponsor or voting service provider(s) who will be able to take the appropriate action on their behalf.

In order for a proxy appointment or instruction made using the CREST service to be valid, the appropriate CREST message (a CREST Proxy Instruction) must be properly authenticated in accordance with Euroclear's specifications and must contain the information required for such instruction, as described in the CREST Manual. The message, regardless of whether it relates to the appointment of a proxy or to an amendment to the instruction given to a previously appointed proxy, must, in order to be valid, be transmitted so as to be received by the issuer's agent (ID RA19) no later than 2.00 pm on 19 July 2011. No such message received through the CREST network after this time will be accepted. For this purpose, the time of receipt will be taken to be the time (as determined by the timestamp applied to the message by the CREST Application Host) from which the issuer's agent is able to retrieve the message by enquiry to CREST in the manner prescribed by CREST. The CREST manual can be viewed at www.euroclear.com/CREST

CREST members and, where applicable, their CREST sponsors, or voting service provider(s) should note that Euroclear does not make available special procedures in CREST for any particular message. Normal system timings and limitations will therefore apply in relation to the input of CREST Proxy Instructions. It is the responsibility of the CREST member concerned to take (or, if the CREST member is a CREST Personal Member or Sponsored Member, or has appointed a voting service provider(s), to procure that his CREST sponsor or voting service provider(s) take) such action as shall be necessary to ensure that a message is transmitted by means of the CREST system by any particular time. In this connection, CREST members and, where applicable, their CREST sponsors or voting system provider(s) are referred, in particular, to those sections of the CREST Manual concerning practical limitations of the CREST system and timings.

The Company will treat as invalid a CREST Proxy Instruction in the circumstances set out in Regulation 35(5)(a) of the Uncertificated Securities Regulations 2001.

7. As at 23 May 2011 (being the last practical business day prior to the date of this Notice) the Company's issued share capital consisted of 2,681,553,470 ordinary shares. The Company did not hold any shares in treasury. Therefore, the total voting rights in the Company as at 23 May 2011 are 2,681,553,470.

8. A corporate shareholder may authorise a person or persons to act as its representative(s) at the AGM. Each such representative may exercise (on behalf of the corporation) the same powers as the corporation could exercise if it were an individual shareholder in the Company, provided that he or she does not do so in relation to the same shares. It is no longer necessary to nominate a designated corporate representative.

9. Under section 527 of the Companies Act 2006, the Company may be required by members meeting the threshold set out in that section to publish on a website a statement setting out any matter relating to: (i) the audit of the Company's accounts (including the audit report and the conduct of the audit) that are to be laid before the meeting; or (ii) any circumstances connected with an auditor of the Company ceasing to hold office since the previous meeting at which annual accounts and reports were laid in accordance with section 437 of the Companies Act 2006 which they intend to raise at the meeting. The Company may not require the members requesting any such website publication to pay its costs in complying with sections 527 or 528 of the Companies Act 2006. Where the Company is required to place a statement on a website under section 527 of the Companies Act 2006, it must forward the statement to the Company's auditor not later than the time when it makes the statement available on the website. The business which may be dealt with at the meeting includes any statement that the Company has been required under section 527 of the Companies Act 2006 to publish on a website.

10. Any member attending the meeting has a right to ask questions. The Company must cause to be answered any such question relating to the business being dealt with at the meeting but no such answer need be given if (a) to do so would interfere unduly with the preparation for the meeting or would involve the disclosure of confidential information, (b) the answer has already been given on a website in the form of an answer to a question or (c) it is undesirable in the interests of the Company or the good order of the meeting that the question be answered.

11. A copy of this Notice, and other information required by section 311A of the Companies Act 2006 can be found at **www.cw.com**



Cable&Wireless Worldwide
Liberty House
76 Hammersmith Road
London W14 8UD
Telephone: +44 (0) 1344 713 000
www.cw.com
Registered Number 7029206
Registered in England and Wales

Designed by Further™
furthercreative.co.uk

This Notice of Meeting is printed on paper that is made from virgin wood fibre from well-managed forests independently certified according to the rules of the Forest Stewardship Council (FSC). It is manufactured at a mill that is certified to ISO14001 and EMAS environmental standards, and has been made without the use of elemental chlorine (ECF). Printed using vegetable based inks.

Printed at St Ives Westerham Press Ltd,
ISO9001, ISO14001, FSC certified and
CarbonNeutral®

