

Cable & Wireless Communications Plc

Notice of the 2011 Annual General Meeting

22 July 2011

This document is important and requires your immediate attention. If you are in any doubt as to any aspect of the proposals referred to in this document or the action you should take, you should seek your own advice from a stockbroker, solicitor, accountant or other professional adviser authorised under the Financial Services and Markets Act 2000. If you have sold or otherwise transferred all of your shares, please pass this document together with the accompanying documents to the purchaser or transferee, or to the person who arranged the sale or transfer so they can pass these documents to the person who now holds the shares.

Dear Shareholder,

Notice of Annual General Meeting

We are pleased to be writing to you with details of the second Annual General Meeting ('AGM') of Cable & Wireless Communications Plc (the 'Company') which will be held at The Queen Elizabeth II Conference Centre, Broad Sanctuary, Westminster, London SW1P 3EE on Friday 22 July 2011 at 11.00am. The formal notice of the AGM is set out on pages 4 to 11 of this document. The doors will open at 10.00am and refreshments will be served before the meeting.

In order for the voting preferences of all shareholders to be taken into account, a poll will be conducted on all resolutions at the AGM. The results of the voting will be posted on the Company's website after the meeting. Shareholders attending the meeting in person will have the opportunity to ask questions on the AGM resolutions and the Company's business.

Enclosed with this letter is a copy of the Annual Report and Accounts or the Annual Review for the year ended 31 March 2011 and a Dividend Reinvestment Plan Brochure and Mandate Form. These documents can also be found on our website (www.cwc.com).

Proxy Form

A Proxy Form for the AGM is also enclosed and should be completed and returned in the envelope supplied as soon as possible. To be valid, the Proxy Form must reach the Company's Registrar, Equiniti, no later than 11.00am on Wednesday 20 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 Shareholder Reference Number given on the enclosed Proxy Form.

The return of the Proxy Form by post or registering your vote online will not prevent you from attending the AGM and voting in person should you so wish.

Dividend

Shareholders are being asked to approve a final dividend of US 5.33 cents for the year ended 31 March 2011. If this is approved, it will be paid on 12 August 2011 to all ordinary shareholders who were on the register of members on 3 June 2011.

The default currency for payment of dividends is GBP sterling, however shareholders may elect to receive their dividend in US dollars and copies of the currency mandate form can be obtained from Equiniti or from our website (www.cwc.com). Sterling dividends payable in cash will be converted at the prevailing GBP sterling to US dollar exchange rate at 2pm BST on 21 July 2011.

Dividend Reinvestment Plan

We are pleased to offer a Dividend Reinvestment Plan (the 'Plan') to shareholders as a method to reinvest dividends into shares in the Company if they wish to do so. The enclosed brochure provides full details of the Plan, including eligibility requirements.

Any shareholder wishing to join the Plan for this dividend and future dividends should complete their CREST election or return a completed Mandate Form to the Registrar, Equiniti Limited, Aspect House, Spencer Road, Lancing, West Sussex BN99 6DA by 15 July 2011. Further copies of the Plan brochure may be obtained from Equiniti or from our website (www.cwc.com).

As announced on 25 May 2011, we have taken the decision to cancel the Company's scrip dividend scheme (the 'Scheme'). In accordance with the rules of the Scheme, residual balances will be donated to ShareGift unless Equiniti has previously received written instructions to the contrary. Participants in the Scheme who wish to enter the Plan must complete their CREST election or Mandate form in the same way as other shareholders.

If you have any queries concerning the Plan, please contact Equiniti on 0871 384 2268.

Share Plans

As the Cable & Wireless Communications Incentive Plan 2010 and its predecessor plan, the Cable & Wireless Incentive Plan 2001, are due to expire this year, we are proposing to establish The Cable & Wireless Communications 2011 Performance Share Plan (the 'Share Plan'), which is intended to replace them. In line with the Company's remuneration strategy, the Share Plan is a long-term incentive arrangement which is designed to recruit, retain and incentivise key employees and to align their interests with those of shareholders. Resolution 17 is being put forward to approve the Share Plan, the principal terms of which are summarised in Appendix 1 to this document.

In addition, following last year's demerger, the Company's existing employee benefit trust (the '1997 EBT') is no longer aligned with the Group's structure. The Company is therefore proposing to establish The Cable & Wireless Communications 2011 Employee Share Ownership Trust (the 'ESOT') which, in due course, is intended to replace the 1997 EBT. In particular, the beneficiaries of the ESOT will include employees and former employees (and their dependants) of the Company and any of its subsidiaries from time to time, whereas the beneficiaries of the 1997 EBT are restricted to employees and former employees (and their dependants) of Cable & Wireless Limited (formerly Cable and Wireless plc) and its subsidiary companies.

Like the 1997 EBT, the ESOT is a general discretionary trust, the principal purpose of which is to encourage and facilitate the holding of shares in the Company by or for the benefit of employees of its Group. The ESOT may also be used in conjunction with any of the Company's employee share schemes, including the Share Plan. Resolution 18 is being put forward to approve the ESOT, the principal terms of which are summarised in Appendix 2 to this document.

Board Appointments

In accordance with the UK Corporate Governance Code, all Directors will stand for re-election or election, as relevant, at the AGM.

Therefore, shareholders are being asked to approve the re-election or election of each of the Directors at the AGM, other than Kate Nealon who will not stand for re-election as she has given notice to the Company that she will retire from the Board at the conclusion of the AGM. Biographical details of those Directors standing for election or re-election can be found on pages 5 and 6 of this document.

Recommendation

The Directors unanimously recommend that you vote in favour of all the resolutions proposed, as they intend to do in respect of their own beneficial shareholdings.

Yours faithfully

Sir Richard Laphorne, CBE

Chairman, Cable & Wireless Communications Plc

Notice of the 2011 Annual General Meeting

Notice is hereby given that the second Annual General Meeting ('AGM') of Cable & Wireless Communications Plc will be held at The Queen Elizabeth II Conference Centre, Broad Sanctuary, Westminster, London SW1P 3EE on Friday 22 July 2011 at 11.00am for the following purposes:

Ordinary Business Resolution

- 1 To receive the Group Accounts for the financial year ended 31 March 2011 and the Reports of the Directors and auditors thereon
- 2 To approve the Directors' Remuneration Report for the year ended 31 March 2011 as contained within the Annual Report and Accounts
- 3 To re-elect Sir Richard Laphorne, CBE as a Director
- 4 To re-elect Simon Ball as a Director
- 5 To re-elect Nick Cooper as a Director
- 6 To re-elect Mary Francis, CBE as a Director
- 7 To re-elect Tim Pennington as a Director
- 8 To re-elect Tony Rice as a Director
- 9 To elect Ian Tyler as a Director
- 10 To re-appoint KPMG Audit Plc as auditor of the Company until the conclusion of the next AGM of the Company
- 11 To authorise the Directors to set the auditor's remuneration
- 12 To declare a final dividend for the year ended 31 March 2011

Special Business

To consider and, if thought fit, to pass the following Resolutions which, in the case of resolutions 13, 17 and 18 will be proposed as ordinary resolutions and resolutions 14, 15 and 16 will be proposed as special resolutions:

13 **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 of Association 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(B)) of:

- (i) US\$42 million; and
- (ii) US\$84 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(E)).

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

14 **That**, subject to the passing of resolution 13, the authority and power conferred upon the Directors to allot equity securities for cash in accordance with Article 12 of the Company's Articles of Association 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 Article 12(C)) shall be US\$6 million.

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

15 **That** the Company be generally and unconditionally authorised for the purposes of section 701 of the Companies Act 2006 to make one or more market purchases (as defined in section 693(4) of the Companies Act 2006) of its ordinary shares with nominal value of US\$0.05 each in the Company, provided that:

(a) the Company does not purchase under this authority more than 257 million ordinary shares;

(b) the Company does not pay less than the nominal value, currently US\$0.05, for each ordinary share; and

(c) the Company does not pay more per ordinary share than the higher of (i) an amount equal to 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(1) of the Buy-back and Stabilisation Regulation (EC No. 2273/2003).

This authority shall continue until the conclusion of the Company's AGM in 2012 or 30 September 2012, whichever is the earlier, 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.

16 **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.

17 **That** The Cable & Wireless Communications 2011 Performance Share Plan (the 'Share Plan') constituted by the rules produced to the meeting and initialled by the Chairman for the purpose of identification (the principal terms of which are summarised in Appendix 1 to this document), be approved and the Directors, or a duly authorised committee of them, be authorised to do all such acts and things as they may consider necessary or expedient to operate the Share Plan and to make such alterations or modifications or to establish any schedule to the rules of the Share Plan they consider necessary in relation to employees in jurisdictions outside the United Kingdom, with any modifications necessary or desirable to take account of local securities laws, exchange control and tax legislation, provided that any shares made available under any schedule are treated as counting against the relevant limits on individual and overall participation in the Share Plan.

18 **That** The Cable & Wireless Communications 2011 Employee Share Ownership Trust (the 'ESOT') to be constituted by a deed of trust, which is produced to the meeting and initialled by the Chairman for the purpose of identification (the principal terms of which are summarised in Appendix 2 to this document), be approved and the Directors or a duly authorised committee of them, be authorised to do all such acts and things as they may consider necessary or expedient to carry the ESOT into effect.

By Order of the Board of Directors

Clare Underwood
Company Secretary
10 June 2011

Cable & Wireless Communications Plc,
3rd Floor, 26 Red Lion Square,
London WC1R 4HQ

Registered in England and Wales
No. 07130199

Explanatory Notes to the Proposed Resolutions

Resolution 1

Approval of Annual Report and Accounts

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

Resolution 2

Approval of the Remuneration Report

The Directors present their Remuneration Report to shareholders for approval, although this is an advisory vote only. The Remuneration Report is set out in full in the Company's Annual Report and summarised in the Annual Review.

Resolution 3

Re-election of Sir Richard Laphorne, CBE

Sir Richard Laphorne is Chairman of the Company having been Chairman of Cable and Wireless plc since January 2003. He is also the Chairman of the Nomination Committee. In September 2010 he was appointed as a member of the PwC Public Interest Body, and in February 2011 became its Chairman. Between June 2009 and April 2010, he was Chairman of the McLaren Group. From 1996 to May 2003 Richard was Chairman of Amersham plc (now GE Healthcare) having joined its Board as a Non-executive Director in 1989. He was Finance Director of British Aerospace plc from July 1992 and Vice Chairman from April 1998 until his retirement in 1999. Richard is a trustee of Tommy's Campaign, the charity researching still and premature birth. He was Non-executive Chairman of New Look Group and Morse plc until November 2007 and February 2008 respectively and Her Majesty the Queen's Trustee at The Royal Botanic Gardens, Kew until his retirement in September 2009.

Resolution 4

Re-election of Simon Ball

Simon Ball is a Non-executive Director of the Company, having previously served as a Non-executive Director of Cable and Wireless plc since May 2006. He is also the Deputy Chairman, Senior Independent Director, Chairman of the Audit Committee and a member of the Remuneration and Nomination Committees. Simon has also been a Non-executive Director of Tribal Group plc since 1 June 2010. Simon was Group Finance Director for 3i Group plc until November 2008, having served on its main board since April 2005. Prior to this, Simon held a series of senior finance and operational roles at Dresdner Kleinwort Benson, served as Group Finance Director for the Robert Fleming Group and was Director General, Finance for the Department for Constitutional Affairs.

Resolution 5

Re-election of Nick Cooper

Nick Cooper is an Executive Director of the Company, having served as Corporate Services Director for the Cable & Wireless Communications business since December 2008 and Group General Counsel and Company Secretary for Cable and Wireless plc from January 2006 to demerger. He has Board level responsibility for Human Resources, Brand, PR & Communications, Legal & Regulatory Affairs, Insurance and Corporate Social Responsibility. He also served as an Investor Director on the Cable & Wireless Worldwide Operating Board from April 2006 until December 2009. Nick qualified as a solicitor with London law firm Herbert Smith. He has held in-house positions as company solicitor with Asda and George Clothing and as General Counsel and Company Secretary of The Sage Group Plc and JD Wetherspoon Plc. In September 2002, Nick was appointed Company Secretary and was part of the Executive Management Board of Energis until its acquisition by Cable and Wireless plc.

Resolution 6

Re-election of Mary Francis, CBE

Mary Francis is a Non-executive Director of the Company, having previously served as a Non-executive Director of Cable and Wireless plc since July 2009. Mary became the Chair of the Remuneration Committee in March 2010. Mary is also a member of the Audit and Nomination Committees. Mary is Senior Independent Director of Centrica plc and a Non-executive Director of Aviva plc. She has previously been a Non-executive Director of the Bank of England, of Alliance & Leicester plc and of St Modwen Properties plc. Mary has held a number of positions in the UK Civil Service including Financial Counsellor at the British Embassy in Washington DC, Private Secretary to the Prime Minister and Deputy Private Secretary to the Queen. From 1999 to 2005, Mary was Director General of the Association of British Insurers, and currently is a senior adviser to Chatham House.

Resolution 7

Re-election of Tim Pennington

Tim Pennington is Chief Financial Officer of the Company. He previously served as the Group Finance Director for Cable and Wireless plc and as Chief Financial Officer for the Cable & Wireless Communications business. Tim also served as an Investor Director on the Cable & Wireless Worldwide Operating Board from November 2008 to January 2010. Previously, Tim was CFO and an Executive Director of Hutchison Telecommunications International Ltd, a company listed in Hong Kong and New York. Tim was also Finance Director of Hutchison 3G (UK) (Hutchison Whampoa's UK mobile business) and has corporate finance experience with HSBC Investment Bank and Samuel Montagu & Co.

Explanatory Notes to the Proposed Resolutions

continued

Resolution 8

Re-election of Tony Rice

Tony Rice is Chief Executive of the Company and has been so since demerger in March 2010, having previously served as CEO of the predecessor Cable & Wireless Communications business since November 2008. He was Group Finance Director of Cable and Wireless plc, from March 2006 onwards, having been a Non-executive Director since January 2003. Tony was at British Aerospace and its successor company BAE Systems for 16 years as Group Treasurer and ultimately Group Managing Director, Commercial Aircraft responsible for its Airbus and Regional Aircraft business units. From 2002 he was CEO of Tunstall Holdings Ltd, Europe's leading telecare company until its sale in September 2005. Tony is the Senior Independent Director of Punch Taverns plc and was appointed as Chairman of Alexander Mann Solutions on 28 July 2008, subsequently reverting to a non-executive role on 1 September 2009.

Resolution 9

Election of Ian Tyler

Ian Tyler has been a Non-executive Director of the Company since his appointment on 1 January 2011, and is also a member of the Audit, Remuneration and Nomination Committees. Ian is a chartered accountant and has been Chief Executive of Balfour Beatty plc since January 2005, having joined the company in 1996 as Finance Director and having become Chief Operating Officer in August 2002. From 1993 to 1996 Ian was Finance Director of ARC Limited, one of the principal subsidiaries of Hanson Plc, having previously been Hanson's Group Financial Comptroller since 1991. Prior to that, from 1988, he held the positions of Group Treasurer and Financial Controller at Storehouse Plc, the retailing group. Ian is also President of CRASH, the charity for homeless people around the UK.

Resolution 10

Re-appointment of auditor

The Company is required to appoint the auditor at each general meeting at which accounts are laid before shareholders. The auditor is usually appointed from the conclusion of an AGM until the conclusion of the next AGM.

Resolution 11

Remuneration of the auditor

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.

Resolution 12

Declaration of Dividend

The Directors have recommended a final dividend for the year ended 31 March 2011 of US 5.33 cents per ordinary share, giving a full year dividend of US 8 cents per ordinary share. Subject to approval at the AGM, the final dividend will be payable on 12 August 2011 to ordinary shareholders on the register at the close of business on 3 June 2011.

The default currency for payment of dividends is GBP sterling, however shareholders may elect to receive their dividend in US dollars. Sterling dividends payable in cash will be converted at the prevailing GBP sterling to US dollar exchange rate at 2pm BST on 21 July 2011.

Resolution 13

Authority to allot shares

Paragraph (i) of this resolution proposes that the Directors are given authority to allot ordinary shares or rights to subscribe for or convert securities into ordinary shares up to an aggregate nominal amount of US\$42 million. This amount represents approximately one-third of the issued ordinary share capital (excluding shares held in treasury) of the Company as at 8 June 2011.

In line with guidance issued by the Association of British Insurers (ABI), paragraph (ii) of this resolution would give the Directors authority to allot ordinary shares or rights to subscribe for or convert securities into ordinary shares in connection with a rights issue in favour of ordinary shareholders up to an aggregate nominal amount of US\$84 million, as reduced by the nominal amount of any shares issued under paragraph (i) of this resolution. This amount (before any reduction) represents approximately two-thirds of the issued ordinary shares (excluding shares held in treasury) of the Company as at 8 June 2011.

This resolution, which is an ordinary resolution, will replace the authority given to the Directors at the AGM on 21 July 2010.

The Directors have no present intention to issue new ordinary shares, other than pursuant to the exercise of options under employee share schemes. However, the Directors consider it prudent to maintain the flexibility to take advantage of business opportunities that this authority provides. If the Directors do exercise the authorities under paragraphs (i) and (ii) of this resolution, the Directors intend to follow ABI recommendations concerning their use (including as regards the Directors standing for re-election in certain cases).

The authority sought in resolution 13 will expire at the conclusion of the Company's next AGM or on 30 September 2012, whichever is the earlier.

93,707,000 shares are held in treasury as at 8 June 2011 (representing approximately 3.64% of the Company's issued share capital (excluding treasury shares) on that date).

Resolution 14 **Relax the restrictions when shares are issued for cash**

Unless they are given the appropriate authority, Directors may allot new equity shares for cash or sell any shares held in treasury (excluding shares issued under employee share schemes) only if they have first been offered to existing shareholders in proportion to their holdings. There may, however, be occasions where it is in the best interests of the Company for the Directors to have the authority to allot equity securities for cash (or sell any shares held in treasury) without first being required to offer such shares to existing shareholders.

Resolution 14 which is a special resolution, requests that shareholders grant this authority, but only for securities having a maximum aggregate nominal value of US\$6 million, which represents approximately 5% of the Company's issued ordinary share capital (including shares held in treasury) as at 8 June 2011. In accordance with institutional investor guidelines, the Directors confirm their intention that no more than 7.5% of the issued share capital (excluding shares held in treasury) 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 Directors have no present intention of exercising this new authority.

Again, this authority, if passed, will expire at the conclusion of the Company's next AGM or on 30 September 2012, whichever is the earlier.

Resolution 15 **To permit the Company to make market purchases**

In certain circumstances it may be advantageous for the Company to have authority to purchase its own shares.

Resolution 15, which is a special resolution, allows the Company to buy back up to 257 million of its issued ordinary shares on the stock market. This represents approximately 10% of the Company's issued share capital (excluding shares held in treasury) as at 8 June 2011. The resolution also specifies the maximum and minimum prices at which shares may be bought. Any shares which would be bought back may either be cancelled or held in treasury, depending on which course of action is considered by the Directors to be in the best interests of shareholders at the time.

The Directors have no present intention of exercising this authority to purchase the Company's ordinary shares, other than to complete the share buyback programme as announced on 23 February 2011, 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, the Directors believe that the effect of such purchases will be in the best interests of shareholders generally.

The total number of options and awards to subscribe for equity shares outstanding as at 8 June 2011 is approximately 26 million. This represents approximately 1.01% of the Company's current ordinary issued share capital (excluding shares held in treasury). If the Company bought back the maximum number of shares permitted pursuant to the existing authority and under the authority being sought by this resolution and all such shares were cancelled, the total number of options and awards outstanding would represent approximately 1.21% of the Company's issued ordinary share capital.

93,707,000 shares are held in treasury as at 8 June 2011. There are currently no outstanding warrants to subscribe for equity shares in the Company.

This authority will expire at the conclusion of the next AGM or 30 September 2012, whichever is the earlier.

Resolution 16 **Notice period for general meetings**

Under the Shareholders' Rights Regulations the notice period for general meetings of a company has been extended to 21 days unless shareholders approve a shorter notice period which cannot be less than 14 clear days. AGMs will continue to be called on at least 21 clear days' notice.

Resolution 16, which is a special resolution, will enable the Company to call general meetings (other than AGMs) on 14 clear days' notice. The Directors believe that this is in the best interests of the shareholders and it is intended that this shorter notice period would not be used as a matter of routine for such meetings, but only where the flexibility is merited by the business of the meeting and is thought to be to the advantage of shareholders as a whole.

The approval will be effective until the Company's next AGM when it is intended that a similar resolution to renew the authority will be proposed.

Resolution 17 **Approval of The Cable & Wireless Communications 2011 Performance Share Plan**

Resolution 17, which is an ordinary resolution, is to approve The Cable & Wireless Communications 2011 Performance Share Plan, the principal terms of which are summarised at Appendix 1 to this document. This is a replacement employee share scheme to be introduced, subject to shareholder approval, on expiry of the previous long-term incentive arrangements which were introduced ten years ago. The rules of this new plan are more in line with current accepted practice but do not substantively change the approach to long-term incentives previously approved by shareholders.

Resolution 18 **Approval of The Cable & Wireless Communications 2011 Employee Share Ownership Trust**

Resolution 18, which is an ordinary resolution, is to approve The Cable & Wireless Communications 2011 Employee Share Ownership Trust, the principal terms of which are summarised at Appendix 2 to this document.

1 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 or (during normal business hours only) by hand at the office of the Registrar of the Company, Equiniti, Aspect House, Spencer Road, Lancing, West Sussex BN99 6DA no later than 11.00am on Wednesday 20 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.

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

3 Pursuant to regulation 41 of the Uncertificated Securities Regulations 2001, the Company specifies that only those members registered in the Register of Members of the Company as at 6.00pm on Wednesday 20 July 2011 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 this time shall be disregarded in determining the rights of any person to attend or vote at the AGM.

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, they may, under any such agreement, 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 1 above does not apply to Nominated Persons. The rights described in that note can only be exercised by members of the Company.

5 Any corporation which is a member can appoint one or more corporate representatives who may exercise on its behalf all of its powers as a member provided that they do not do so in relation to the same shares. It is no longer necessary to nominate a designated corporate representative.

6 Copies of all service contracts of Executive Directors with the Company, copies of all letters of appointment of Non-executive Directors with the Company, a copy of the draft rules of The Cable & Wireless Communications 2011 Performance Share Plan and a copy of the draft deed of trust constituting The Cable & Wireless Communications 2011 Employee Share Ownership Trust are available for inspection during normal business hours at the registered office of the Company on Mondays to Fridays (public holidays excluded) from the date of dispatch of this Notice and at the AGM venue from 10.00am on the day of the meeting until the conclusion of the AGM.

7 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 22 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 11.00am on Wednesday 20 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.

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 CREST Manual can be reviewed at www.euroclear.com/CREST.

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.

8 Under section 527 of the Companies Act 2006, members meeting the threshold requirements set out in that section have the right to require the Company to publish on a website a statement setting out any matter which they intend to raise at the meeting relating to:

- a The audit of the Company's accounts (including the auditor's report and the conduct of the audit) that are to be laid before the AGM; or
- b Any circumstance 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.

The Company may not require the shareholders requesting any such website publication to pay its expenses in complying with section 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 AGM includes any statement that the Company has been required under section 527 of the Companies Act 2006 to publish on a website.

9 As at 8 June 2011 (being the last practicable day prior to the date of this Notice) the Company's issued share capital consisted of 2,571,904,727 ordinary shares (excluding treasury shares). As at 8 June 2011 the Company held 93,707,000 shares in treasury representing 3.64% of the Company's issued share capital (excluding treasury shares) on that date. Therefore, the total voting rights in the Company as at 8 June 2011 were 2,571,904,727.

10 Any member attending the AGM has the 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 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; and
- c It is undesirable in the interests of the Company or the good order of the meeting that the question be answered.

11 The Company has appointed Equiniti as its Registrar to manage the shareholder register, ensure that all information held about the Company's shareholders is kept up to date, and to pay dividends. Equiniti can be contacted at: Equiniti Limited, Aspect House, Spencer Road, Lancing, West Sussex BN99 6DA. Equiniti operate a shareholder helpline on 0871 384 2104. Calls to this number are charged at 8 pence per minute from a BT landline. Other telephone provider costs may vary. Overseas shareholders should call +44 (0) 121 415 7052. Shareholders with a text phone facility should use 0871 384 2255. Overseas shareholders with a text phone facility should use +44 (0) 121 415 7028. Lines are open 8.30am to 5.30pm, Monday to Friday.

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

13 If you have any queries, please contact Equiniti on the numbers provided above. Alternatively, you can write to Equiniti using the address above.

There is now a range of shareholder information available at www.shareview.co.uk. Shareholders can check holdings, find practical help on transferring shares or updating details, and register their email address to receive shareholder information and the Annual Report and Accounts electronically.

Note: Please note that shareholders may not use any electronic address provided in either this Notice or any related documents (including the Proxy Form) to communicate with the Company for any purposes other than those expressly stated. Shareholders may not use any telephone number set out in this document for the purpose of lodging instructions for the 2011 AGM. Similarly the Company's website www.cwc.com may not be used to send documents or instructions for the 2011 AGM.

Appendix 1

Summary of the principal terms of the proposed Cable & Wireless Communications 2011 Performance Share Plan (the 'Share Plan')

1 Operation

The Company's Remuneration Committee (the 'Remuneration Committee'), the members of which are the Non-executive Directors and the Chairman of the Company, will supervise the operation of the Share Plan in respect of the Executive Directors of the Company.

The Share Plan may be operated in conjunction with The Cable & Wireless Communications Share Ownership Trust (formerly The Cable and Wireless Employee Share Ownership Trust) (the '1997 EBT'), The Cable & Wireless Communications 2011 Employee Share Ownership Trust (if approved) or any other employee benefit trust established by the Company. Awards under the Share Plan (each an 'Award') may be granted by the Company or by the trustees of any such employee benefit trust.

2 Eligibility

Employees (including Executive Directors) of the Company and all companies which are under the control of the Company or which are subsidiaries of the Company (the 'Group') are eligible to participate in the Share Plan.

Actual participation will be determined by the Remuneration Committee.

3 Form of Awards

Initially, Awards will be granted as nil-cost options. However, Awards may also be awarded in the form of a contingent right to receive shares ('restricted share awards') or conditional (ie forfeitable) shares ('conditional share awards'). Awards may also be granted or settled on a cash equivalent basis in circumstances where the taxation, legal or administrative implications of offering shares or share options make it impossible or undesirable to use them.

Nil-cost options will be exercisable during a period specified by the Remuneration Committee at the time of award. Initially, this will be from the vesting date until the fifth anniversary of the date of grant.

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

4 Level of Awards

The Remuneration Committee will set the level for individual Awards from time to time by reference to local market practice up to a maximum limit of three times the relevant participant's salary (or up to four times in exceptional circumstances eg for the purposes of recruitment).

5 Performance conditions

It is intended that performance conditions will always be attached to Awards and performance will be measured over a minimum period of three years, except in the case of Awards granted to facilitate recruitment or retention in exceptional circumstances.

The Remuneration Committee will determine the specific performance criteria to be applied to each Award or award cycle under the Share Plan, having regard to the Company's strategic priorities, shareholder expectations and market conditions prevailing at that time.

Initially, it is anticipated that the performance conditions attaching to the Awards granted to the Executive Directors will be absolute Total Shareholder Return ('TSR') measured over three years with a financial underpin. Full vesting will only occur if the Company's TSR is equal to 14 per cent or more compound growth per annum over the performance period. Nothing will vest if the Company's TSR is at eight per cent or less compound growth per annum. A sliding scale of vesting will operate between these two thresholds. The Remuneration Committee must also be satisfied that the underlying financial performance of the Company over the performance period warrants the vesting of Awards.

There will be no re-testing of performance, although the Remuneration Committee may vary a performance condition or performance period in exceptional circumstances. Performance conditions may also be varied if events happen which cause the Remuneration Committee to consider that the original performance conditions have ceased to be a fair measure of performance. Varied performance conditions must, in the opinion of the Remuneration Committee, not be materially easier or more difficult to satisfy than the original conditions were when they were first set.

6 Vesting

Awards will be subject to a restricted period of at least three years from the date of award. Awards will vest on the third anniversary of the date of award (or other later vesting date specified at the date of award) to the extent that the performance condition has been met.

The participant will not be entitled to the legal or beneficial ownership of the shares subject to a nil-cost option or a restricted share award until vesting. In the case of conditional share awards, the participant will have a beneficial interest in shares held by an employee benefit trust established by the Company, subject to equivalent vesting terms and restrictions until the vesting date.

On vesting or exercise of an Award (as the case may be), the participant will be entitled to receive the vested Shares subject to the Company's articles of association, but free from restrictions other than any applicable dealing restrictions.

7 Rights attaching to the shares

During the vesting period a participant will not be entitled to vote or receive dividends in connection with a nil-cost option or restricted share award.

However, the Remuneration Committee may decide to make dividend equivalent payments on the portion of the Award that vests.

All shares allotted under the Share Plan will otherwise carry the same rights as any other issued ordinary share capital in the Company and application will be made, as required, for any newly issued shares to be listed by the UK Listing Authority and traded on the London Stock Exchange.

8 Cessation of employment

Awards will generally lapse immediately when a participant ceases employment. Awards will not lapse in certain specified circumstances, including where the employment ceases because of death, injury, ill health, disability, redundancy, retirement (with employer consent) or because the employing company or business ceases to be within the Group or in other circumstances at the discretion of the Remuneration Committee. Vesting will usually be pro rata to the length of time that has elapsed between the date of award and the date of the relevant event; and, except in the case of death, performance will continue to be measured until the end of the performance period unless the Remuneration Committee determines otherwise.

9 Change of control or winding-up

If there is a takeover of the Company, a scheme of arrangement or similar other major corporate event, Awards will only vest to the extent that any performance conditions have been met at the date of the event, as determined by the Remuneration Committee. In addition, Awards will only vest pro rata to the length of time that has elapsed between the date of award and the date of the relevant

event unless, in appropriate circumstances, the Remuneration Committee determines otherwise.

The early vesting of Awards will not apply where a company acquires control of the Company and following that acquisition the shareholders of the Company immediately prior to the acquisition between them hold more than 50 per cent of the issued share capital of the acquiring company, unless the Remuneration Committee decides that the foregoing vesting rules should apply.

10 Variation of share capital

If there is a variation of the share capital of the Company (including without limitation a capitalisation, rights issue, open offer, consolidation, sub-division, reduction of share capital, capital distribution, demerger or other event having a material impact on the value of the shares) the Remuneration Committee may make such adjustments to Awards as it reasonably considers appropriate to reflect that variation.

11 Amendments to the Share Plan Rules

The Remuneration Committee may at any time alter or add to any of the provisions of the Share Plan (with the prior consent of the trustees of any employee benefit trust if they have made any Awards). However, no amendment to the advantage of participants or eligible employees may be made to provisions relating to the key features of the Share Plan without the prior approval of shareholders in general meeting unless the alteration or addition is minor and made to benefit the administration of the Share Plan, is necessary or desirable in order to take account of a change or proposed change in legislation or to obtain or maintain favourable (or avoid unfavourable) tax, exchange control or regulatory treatment for the Company, a member of the Group or any participant.

Key features are: the class of persons eligible to participate in the Share Plan; the limit on the value of Awards to a participant; the rights attaching to an Award; the provisions relating to adjustments in the event of a variation in the Company's share capital; and the amendment provisions themselves.

12 Employees outside the UK

The Remuneration Committee may amend or alter the provisions of the Share Plan and the terms of Awards as it considers necessary or desirable to take account of or mitigate or comply with laws or regulations of any jurisdiction, country or territory other than the United Kingdom. This may also be by way of a separate schedule or schedules to the main Share Plan.

13 Termination of the Share Plan

Awards may be made under the Share Plan for a period of ten years commencing on the date the Share Plan is approved by shareholders (unless the Share Plan is terminated earlier). The termination of the Share Plan will not affect any existing Awards made under the Share Plan.

14 Limits on the issue of shares

The Share Plan will be subject to the limits that:

- no more than 10 per cent in aggregate of the Company's ordinary share capital is to be issued or issuable under all Company share plans in any ten-year period, taking into account any shares issued or issuable under such plans (but adjusted for cancellations); and
- no more than five per cent in aggregate of the Company's ordinary share capital is to be issued or issuable under executive (discretionary) schemes in any ten-year period.

In calculating these limits, the Company will take into account the number of shares which are considered to have been issued or transferred from treasury in respect of awards made prior to the Company's demerger on 26 March 2010, either directly or indirectly through the 1997 EBT, to employees who worked in the Cable & Wireless Communications Group. These shares represent approximately 1.4 per cent of the issued ordinary share capital of the Company.

The Remuneration Committee will adopt appropriate policies to ensure that sufficient shares are available for the Share Plan throughout the ten-year period, and that shares may be purchased in the market. The Remuneration Committee may use treasury shares for the purposes of the Share Plan and transfers of such shares will count towards the limits referred to above for so long as it is a recommendation of the Association of British Insurers that they should do so.

Where Awards are made over existing shares, these may be held in an employee benefit trust. The trust will also have the facility to subscribe for new shares within the limits referred to above.

15 Benefits not pensionable

Any benefits received under the Share Plan shall not form part of pensionable remuneration.

Summary of the principal terms of the proposed Cable & Wireless Communications 2011 Employee Share Ownership Trust (the 'ESOT')

1 General

The Company will establish the ESOT, which will be a discretionary trust constituted by deed entered into by the Company and EES Trustees International Limited, an independent Jersey registered company with registered number 92182 and whose registered office is at Queensway House, Hilgrove Street, St Helier, Jersey, JE1 1ES, which will act as trustee.

2 Purpose

The purpose of the ESOT will be to acquire and hold shares in the Company, subject to the terms of the trust deed, with financial assistance provided by the Company and/or its subsidiaries, and to distribute such shares to employees under the terms of the Company's current and future employees' share schemes. The ESOT may acquire shares by subscribing for them or buying them in the market or by acquiring shares held in treasury. Application will be made for any shares subscribed for in connection with the Company's employees' share schemes to be admitted to the Official List at the appropriate time.

3 Class of beneficiaries

The beneficiaries of the ESOT are employees and ex-employees of the Company and any subsidiary of the Company, and their spouses, civil partners, surviving spouses, surviving civil partners or children or stepchildren under the age of 18. Any allocation of the assets of the ESOT will be at the discretion of the trustee, which may consider any recommendation made by the Company's Remuneration Committee.

4 Shares held in the ESOT

The ESOT is limited to holding no more than five per cent of the issued ordinary share capital of the Company at any time unless it is authorised to exceed that limit by shareholders in general meeting.

Cable & Wireless Communications Plc

3rd Floor
26 Red Lion Square
London WC1R 4HQ