

# Notice of the 2013 Annual General Meeting

25 July 2013

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 fourth Annual General Meeting ('AGM') of Cable & Wireless Communications Plc (the 'Company') which will be held at the Grange Tower Bridge Hotel, 45 Prescott Street, London E1 8GP on Thursday 25 July 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.

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 2013. These documents can also be found on our website ([www.cwc.com](http://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 Tuesday 23 July 2013. Alternatively, you may register your vote online by visiting Equiniti's website at [www.sharevote.co.uk](http://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 US2.67 cents for the year ended 31 March 2013. If this is approved, it will be paid on 9 August 2013 to all ordinary shareholders who were on the register of members on 31 May 2013.

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](http://www.cwc.com)). Sterling dividends payable in cash will be converted at the prevailing GBP sterling to US dollar exchange rate at 2.00pm BST on 18 July 2013.

**Board Appointments**

In accordance with the UK Corporate Governance Code all Directors will stand for re-election at the AGM this year.

The Directors believe that the Board continues to include an appropriate balance of skills and retains the ability to provide effective leadership to the Group. Following the annual performance evaluation, the Board is satisfied that each of the Directors continues to be effective and to demonstrate commitment to the role.

Therefore, shareholders are being asked to approve the re-election of each of the Directors at the AGM. Biographical details of each Director can be found on pages 6 to 7 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 2013 Annual General Meeting

Notice is hereby given that the fourth Annual General Meeting ('AGM') of Cable & Wireless Communications Plc will be held at the Grange Tower Bridge Hotel, 45 Prescott Street, London E1 8GP on Thursday 25 July 2013 at 11.00am for the following purposes:

## Ordinary Business Resolution

- 1 To receive the Group Accounts for the financial year ended 31 March 2013 and the Reports of the Directors and auditor thereon
- 2 To approve the Directors' Remuneration Report for the year ended 31 March 2013 as contained within the Annual Report and Accounts
- 3 To re-elect Sir Richard Lapthorne, 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 Mark Hamlin as a Director
- 7 To re-elect Tim Pennington as a Director
- 8 To re-elect Alison Platt as a Director
- 9 To re-elect Tony Rice as a Director
- 10 To re-elect Ian Tyler as a Director
- 11 To appoint KPMG LLP as auditor of the Company until the conclusion of the next general meeting at which accounts are laid
- 12 To authorise the Directors to set the auditor's remuneration
- 13 To declare a final dividend for the year ended 31 March 2013

## Special Business

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

- 14 **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 2014 or 30 September 2014, 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).

15 **That**, subject to the passing of resolution 14, 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 2014 or 30 September 2014 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).

16 **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 252 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 2014 or 30 September 2014, 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.

17 **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.

By Order of the Board of Directors

**Clare Underwood**  
Company Secretary  
10 June 2013

**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 Accounts and summarised in the Annual Review.

## **Resolutions 3-10**

### **Re-election of Directors**

The Board has adopted the provision in the UK Corporate Governance Code stating that all Directors should be subject to annual re-election. Therefore, under resolutions 3-10 all Directors are proposed for re-election. Brief biographical details of each Director are set out below with reference to the respective resolutions for their re-election.

## **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 Chairman of the Nomination Committee. In March 2012 he was appointed Chairman of the Foresight Group on UK Manufacturing, and is Chairman of the PwC Public Interest Body and a Non-executive Director of Sherritt International, based in Toronto. Between June 2009 and April 2010, he was Chairman of the McLaren Group. From 1996 to May 2003 Richard was Chairman of Amersham International 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 Remuneration Committee and a member of the Audit and Nomination Committees. Simon became Chairman of the Remuneration Committee on 1 June 2012 having previously been the Chairman of the Audit Committee. Simon is a Non-executive Director of Tribal Group plc and of Allied Irish Banks plc. Previously, Simon was Group Finance Director for 3i Group plc until November 2008 and also 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, Corporate Social Responsibility, Procurement and IT. 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 Mark Hamlin**

Mark Hamlin has been a Non-executive Director of the Company since his appointment on 1 January 2012, and is a member of the Audit, Nomination and Remuneration Committees. Mark is a Chartered Clinical Psychologist, and is the Chairman of the Organisation Resource Group of Companies. He is a senior adviser to the boards of global businesses in many areas including strategy, culture and corporate change programmes in international markets. Born in Johannesburg, he is involved with a number of charities in Africa, some aimed at creating additional income for subsistence farmers and their families, and others establishing life skills education centres for young people. Mark is the President of Wedmore Opera, a community based music performance charity in Somerset.

#### **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. 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.

#### **Resolution 8**

##### **Re-election of Alison Platt**

Alison Platt was appointed a Non-executive Director of the Company on 1 June 2012, and is a member of the Audit, Nomination and Remuneration Committees. Alison is a Managing Director at Bupa, responsible for International Development Markets. She took up this post in October 2012 having previously held a number of senior posts across Bupa including Chief Operating Officer of its UK private hospitals business, Deputy Managing Director in its UK insurance business and latterly Managing Director for its businesses in the UK, Europe and North America. Before joining Bupa, Alison held a number of key positions in British Airways. Alison Platt was chair of 'Opportunity Now', which seeks to accelerate change for women in the workplace, from May 2009 until April 2013. She was also a Non-executive Director of the Foreign & Commonwealth Office between 2005 and 2010, and in the 2011 New Year Honours she was appointed a CMG for her services to the Board of the FCO.

#### **Resolution 9**

##### **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 Non-executive Director of Spirit Pub Company plc which listed on the London Stock Exchange in 2011. He is also Chairman of Alexander Mann Solutions, and Tony was recently appointed as a Trustee for Shelter, the housing and homelessness charity.

#### **Resolution 10**

##### **Re-election of Ian Tyler**

Ian Tyler has been a Non-executive Director of the Company since his appointment on 1 January 2011. On 1 June 2012, Ian was appointed Chairman of the Audit Committee. Ian is also a member of the Remuneration and Nomination Committees. Ian is a chartered accountant and was Chief Executive of Balfour Beatty plc from January 2005 to March 2013, having joined the company in 1996 as Finance Director and having become Chief Operating Officer in 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 a Non-executive Director of BAE Systems plc and also President of CRASH, the charity for homeless people around the UK.

#### **Resolution 11**

##### **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.

KPMG has requested that going forward the audit is undertaken by KPMG LLP as opposed to KPMG Audit Plc as a result of an internal reorganisation. This will not result in any changes to the service levels KPMG provides or the terms and conditions under which it is engaged. As required by the Companies Act 2006, the full text of the communication from KPMG Audit Plc is set out below:

Dear Sirs

##### **Statement to Cable & Wireless Communications Plc (no. 07130199) on ceasing to hold office as auditor pursuant to section 519 of the Companies Act 2006**

The circumstances connected with our ceasing to hold office are that our company, KPMG Audit Plc, has instigated an orderly wind down of business. KPMG LLP, an intermediate parent, is able to accept appointment as statutory auditor.

We request that any correspondence in relation to this statement be sent to our registered office 15 Canada Square, London, E14 5GL marked for the attention of the Audit Regulation Department.

Yours faithfully,

KPMG Audit Plc

# Explanatory Notes to the Proposed Resolutions

continued

## Resolution 12

### 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 2013 may be found in the Annual Report and Accounts.

## Resolution 13

### Declaration of dividend

The Directors have recommended a final dividend for the year ended 31 March 2013 of US2.67 cents per ordinary share, giving a full year dividend of US4 cents per ordinary share. Subject to approval at the AGM, the final dividend will be payable on 9 August 2013 to ordinary shareholders on the register at the close of business on 31 May 2013.

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 2.00pm BST on 18 July 2013.

## Resolution 14

### 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 7 June 2013.

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 7 June 2013.

This resolution, which is an ordinary resolution, will replace the authority given to the Directors at the AGM on 20 July 2012.

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. The authority sought in resolution 14 will expire at the conclusion of the Company's next AGM or on 30 September 2014, whichever is the earlier.

137,488,873 shares are held in treasury as at 7 June 2013 (representing approximately 5.44% of the Company's issued share capital (excluding treasury shares) on that date).

## Resolution 15

### 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 15, 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 7 June 2013. 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 2014, whichever is the earlier.

## **Resolution 16**

### **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 16, which is a special resolution, allows the Company to buy back up to 252 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 7 June 2013. 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 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 7 June 2013 is approximately 35 million. This represents approximately 1.39% 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 1.73% of the Company's issued ordinary share capital.

137,488,873 shares are held in treasury as at 7 June 2013. 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 2014, whichever is the earlier.

## **Resolution 17**

### **Notice period for general meetings**

The notice period for general meetings of the Company is 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 17, 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.

# Notes

- 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 Tuesday 23 July 2013, 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](http://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 Tuesday 23 July 2013 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.
- 6 Copies of all service contracts of Executive Directors with the Company and copies of all letters of appointment of Non-executive Directors with the Company 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 25 July 2013 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 Tuesday 23 July 2013. 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](http://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 account 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 7 June 2013 (being the last practicable day prior to the date of this Notice) the Company's issued share capital consisted of 2,528,122,854 ordinary shares (excluding treasury shares). As at 7 June 2013 the Company held 137,488,873 shares in treasury representing 5.44% of the Company's issued share capital (excluding treasury shares) on that date. Therefore, the total voting rights in the Company as at 7 June 2013 were 2,528,122,854.
- 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 plus network extras. 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 excluding UK public holidays.
- 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](http://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](http://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 2013 AGM. Similarly the Company's website [www.cwc.com](http://www.cwc.com) may not be used to send documents or instructions for the 2013 AGM.

**Cable & Wireless Communications Plc**  
3rd Floor  
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London WC1R 4HQ