

Cable & Wireless Communications Plc



Notice of the 2015 Annual General Meeting

21 July 2015



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 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.

Cable & Wireless Communications Plc

2nd Floor, 62-65 Chandos Place
London WC2N 4HG

Registered in England and Wales
No. 07130199

18 June 2015

Dear Shareholder,

Notice of Annual General Meeting

We are pleased to be writing to you with details of the sixth Annual General Meeting ('AGM') of Cable & Wireless Communications Plc (the 'Company') which will be held at the Hilton Hotel Paddington, 146 Praed Street, London W2 1EE on Tuesday 21 July 2015 at 11.00am. The formal notice of the AGM is set out on pages 4 to 12 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 announced to the London Stock Exchange and 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 for the year ended 31 March 2015. This document 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 Friday 17 July 2015. 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 US2.67 cents for the year ended 31 March 2015. If this is approved, it will be paid on 7 August 2015 to all ordinary shareholders who were on the register of members on 29 May 2015.

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 2.00pm BST on 16 July 2015.

Board appointments

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

Barbara Thoralfsson was appointed as a Non-executive Director on 7 January 2015. Barbara brings valuable industry knowledge having been CEO of NetCom ASA, Norway's second largest mobile network operator, between 2001 and 2005; and a Non-executive Director of Tandberg ASA, a leading global supplier of video conferencing systems, from 2006 until 2010. Since 2009 Barbara has also served as a Non-executive Director of Telenor ASA, a leading mobile operator in Scandinavia, Eastern Europe and Asia; however, she is due to step down from this appointment in June 2015.

As part of the completion of the acquisition of Columbus International Inc. ('Columbus'), Brendan Paddick, John Risley and Thad York were also appointed as Non-executive Directors on 31 March 2015.

Brendan, John and Thad bring with them many years of experience within the telecoms industry. Brendan founded Columbus in 2004, and subsequently built up the company to have a significant presence in 42 countries across the Caribbean and Latin American regions. John, while also serving on the Board of Columbus from 2004, co-founded Clearwater Seafoods Inc. in 1976, and has since guided the company to be one of the world's leading seafood providers. Thad has worked across a broad range of industries during his career, including telecommunications, in which he has held senior positions in sectors such as operations and finance, and in doing so has established himself as a highly respected and experienced businessman.

We are absolutely delighted to have attracted further members of such high calibre to join the Board at this time of exciting transformation. We also acknowledge the valuable insight Brendan, John and Thad will be able to provide during this period of integration, and in the future.

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. The Board is satisfied that each of the Directors continues to be effective and demonstrates commitment to the role. Therefore, shareholders are being asked to approve the re-appointment of each of the Directors at the AGM. Biographical details of each Director can be found on pages 7 to 9 of this document.

In May 2014, new provisions in the UK Listing Rules were brought into effect for companies that have controlling shareholders, which include changes to the approval procedure in respect of the election or re-election of independent Non-executive Directors. These changes affect the Company as certain shareholders and the Directors are, as a result of the acquisition of Columbus, considered to be acting in concert for the purposes of the Takeover Code and therefore controlling shareholders for the purposes of the Listing Rules.

To reflect these changes, as of this year's AGM, and going forward until further notice, a dual voting procedure has been put in place whereby election or re-election of the independent Non-executive Directors (ordinary resolutions 4, 8, 10, 11 and 12) must be approved by both a simple majority of all shareholders and a simple majority of all independent shareholders (i.e. shareholders other than the controlling shareholders).

Further details on the controlling shareholder provisions and dual voting procedure are included in the explanatory notes on pages 6 and 7.

Directors' remuneration policy

Last year, shareholders approved the Directors' remuneration policy. As there are no changes proposed to the policy, it will continue in force as previously approved and will be put to shareholders again for approval no later than the AGM to be held in 2017.

Recommendation

The Directors consider all the resolutions to be in the best interests of the Company and its shareholders as a whole and 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 2015 Annual General Meeting

Notice is hereby given that the sixth Annual General Meeting ('AGM') of Cable & Wireless Communications Plc will be held at the Hilton Hotel Paddington, 146 Praed Street, London W2 1EE on Tuesday 21 July 2015 at 11.00am for the following purposes:

Ordinary Business Resolution

- 1 To receive the Annual Report and Accounts for the financial year ended 31 March 2015 and the Reports of the Directors and auditor thereon
- 2 To approve the Directors' remuneration report (excluding the Directors' remuneration policy set out at pages 70 to 75 of the Directors' remuneration report) for the year ended 31 March 2015 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 elect John Risley as a Director
- 6 To re-elect Phil Bentley as a Director
- 7 To re-elect Perley McBride as a Director
- 8 To re-elect Mark Hamlin as a Director
- 9 To elect Brendan Paddick as a Director
- 10 To re-elect Alison Platt as a Director
- 11 To elect Barbara Thoralfsson as a Director
- 12 To re-elect Ian Tyler as a Director
- 13 To elect Thad York as a Director
- 14 To appoint KPMG LLP as auditor of the Company until the conclusion of the next meeting at which accounts are laid
- 15 To authorise the Directors to set the auditor's remuneration
- 16 To declare a final dividend for the year ended 31 March 2015

Special Business

To consider and, if thought fit, to pass the following Resolutions which, in the case of resolution 17 will be proposed as an ordinary resolution and resolutions 18 and 19 will be proposed as special resolutions:

17 **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 2016 or 30 September 2016, and for that period there shall be two Section 551 Amounts (as defined in Article 12(B)) of:

- (i) US\$72 million; and
- (ii) US\$144 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)).

With the exception of the unexercised specific authorities conferred on the Directors at the general meeting held on 5 December 2014, which shall remain in force, all previous authorities under Article 12(B) are revoked, subject to Article 12(D).

18 **That**, subject to the passing of resolution 17, 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 pursuant to resolution 17 shall apply until the earlier of the conclusion of the Company's AGM in 2016 or 30 September 2016 and for that period the Section 561 Amount (as defined in Article 12(C)) shall be US\$21 million.

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

19 **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
18 June 2015

Cable & Wireless Communications Plc

2nd Floor, 62-65 Chandos Place, London WC2N 4HG

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 Directors' remuneration report

Resolution 2 is to approve the Directors' remuneration report (excluding the Directors' remuneration policy set out at pages 70 to 75 of the Directors' remuneration report) for the year ended 31 March 2015 as contained within the Annual Report and Accounts.

Section 439 of the Companies Act 2006 requires that a Directors' remuneration report is put to a vote of shareholders at the Annual General Meeting. This vote is advisory and the Directors' entitlement to receive remuneration is not conditional upon it.

The Directors' remuneration policy is required to be put to shareholders for approval every three years, or earlier if a change to the policy is proposed, or the advisory vote on the Directors' remuneration report is not passed. At the 2014 AGM, shareholders approved the Directors' remuneration policy. No change is proposed to the Directors' remuneration policy and it is not otherwise required to be approved at this year's AGM. It will be put to shareholders again for approval no later than the Company's AGM in 2017.

Resolutions 3-13

Election and 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 to 13, Barbara Thoralfsson (who was appointed as a Non-executive Director on 7 January 2015); and Brendan Paddick, John Risley and Thad York (who were appointed as Non-executive Directors on 31 March 2015) are proposed for election and the remaining Directors are proposed for re-election. Brief biographical details of each Director with reference to the respective resolutions for their re-election or election (as relevant) are provided on pages 7 to 9 below.

New provisions of the Listing Rules were introduced in 2014 relating to controlling shareholders and the (re-)election of independent Non-executive Directors. For the purposes of the Listing Rules, controlling shareholders are those shareholders who exercise or control on their own or together with any person with whom they are, or are deemed by the Takeover Panel to be, acting in concert, 30% or more of the voting rights of the Company. Following completion of the acquisition of Columbus and owing to the voting arrangements between the Company and the Principal Vendors (being CVBI Holdings (Barbados) Inc., Clearwater Holdings (Barbados) Limited, Brendan Paddick and Columbus Holding LLC), which, subject to certain limited exceptions, require all voting rights on the consideration shares issued to the Principal Vendors to be exercised and all votes cast in line with the recommendation of the Board for an initial period, the Takeover Panel considers that the Directors from time to time (and their close relatives) will be deemed to be acting in concert with the Principal Vendors and the Ultimate Controllers (as defined and further described in the circular to shareholders dated 19 November 2014)

(together, the 'Concert Party'). The Concert Party holds approximately 36% of the Company's share capital (excluding treasury shares).

The provisions of the Listing Rules require, following an initial transitional period, that the (re-)election of any independent Non-executive Directors must be approved by both:

- (1) a simple majority of all the shareholders of the Company; and
- (2) a simple majority of the independent shareholders of the Company (i.e. the shareholders entitled to vote on the election of Directors who are not controlling shareholders of the Company).

Though the Company is still within that transitional period, in the interests of good governance, it has decided to give effect to these provisions for this year's AGM by putting in place a dual voting procedure for the independent Non-executive Directors, as described below.

The ordinary resolutions 4, 8, 10, 11 and 12 provide for the election or re-election of the Non-executive Directors who are deemed to be independent. John Risley, Brendan Paddick and Thad York (resolutions 5, 9 and 13) are not considered independent, as they have been nominated to the Board by the Principal Vendors. As such, the dual voting procedure will relate to resolutions 4, 8, 10, 11 and 12 only. There will still only be one vote held on each such resolution, which are being proposed as ordinary resolutions that all shareholders may vote on, but the Company will separately count the number of votes cast by independent shareholders in favour of the resolutions (as a proportion of the total votes of independent shareholders cast on the resolution) to determine whether the threshold referred to in (2) above has been met. The Company will announce the results of resolutions 4, 8, 10, 11 and 12 on this basis as well as announcing the results of the ordinary resolutions of all shareholders.

Under the Listing Rules, if a resolution to (re-)elect an independent Director is not approved at the AGM by majority vote of both the shareholders as a whole and the independent shareholders of the Company, a further resolution may be put forward to be approved by the shareholders as a whole at a general meeting, which must be held between 90 days and 120 days of the first vote. Accordingly, if any of resolutions 4, 8, 10, 11 and 12 are approved at the AGM by a majority of the shareholders of the Company, but are not approved by a majority of the Company's independent shareholders, the relevant Director(s) will be treated as having been (re-)elected only for the period from the date of the AGM until the earlier of:

- (i) the close of any general meeting of the Company, convened for a date more than 90 days after the AGM but within 120 days of the AGM, to propose a further resolution to (re-)elect him or her;
- (ii) the date which is 120 days after the AGM; or
- (iii) the date of any announcement by the Board that it does not intend to hold a second vote in respect of the (re-)election of that Director.

In the event that the Director's (re-)election is approved by a majority vote of all the shareholders at a second meeting, the Director will then be (re-)elected until the next AGM.

The Company is also required to provide certain information in relation to the proposed election and re-election of the independent Non-executive Directors, being Simon Ball, Mark Hamlin, Alison Platt, Barbara Thoralfsson and Ian Tyler. This includes details of any existing or previous relationships, transaction or arrangement the independent Directors have or have had with the Company, its Directors, and its controlling shareholders or an associate of a controlling shareholder, together with a description of why the Company considers the independent Directors will be effective, how it has determined their independence and the process followed for their selection. The required details are provided below.

Previous/existing relationships: The Company has received confirmation from each of the independent Directors that there is no existing or previous relationship, transaction or arrangement that the independent Directors have or have had with the Company, its Directors, any controlling shareholder or any associate of a controlling shareholder.

Effectiveness: The independent Non-executive Directors bring a wide range of experience and expertise to the Group, and provide significant input into Board discussions, and continue to contribute effectively and demonstrate commitment to their roles. The Board considers that each of the independent Non-executive Directors continues to make a valued contribution through their experience, expertise and background.

Independence: Each Director is asked to complete a conflict of interest questionnaire each year, which forms part of the year-end sign-off procedure. In addition to this, the independence of each Director is considered by the Board at the end of their term of appointment. The Board takes into account whether each Director is independent in character and judgement, and whether there are any relationships or circumstances that are likely to affect, or could appear to affect, the Director's judgement.

Selection process: The Nomination Committee reviews the Board's balance of skill, knowledge and experience along with the length of service of each Director on a regular basis. The Nomination Committee works with both the Executive Directors and external recruitment providers to agree any requirements, and to search for appropriate candidates. A thorough interview process is then conducted before consideration by the Nomination Committee. Full details of recent appointments, and the processes adopted are provided in page 66 of the Annual Report and Accounts.

An external performance evaluation was conducted during the 2014/15 financial year and conclusions and recommendations will be discussed at a forthcoming Board meeting.

Resolution 3 **Re-election of Sir Richard Lapthorne, CBE**

Sir Richard Lapthorne, CBE is Chairman of the Company having been Chairman of Cable and Wireless plc since January 2003 and is also Chairman of the Nomination Committee.

Richard is also 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. From March 2012 until October 2013 he served as Chairman of the Foresight Group on UK Manufacturing.

Richard was also a Trustee of Tommy's Campaign until January 2014; 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.

Simon is also the Joint 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.

He is also a Non-executive Director of Allied Irish Bank plc, Non-executive Director of Commonwealth Games England and Chairman of Anchura Group Ltd.

Previously, Simon was Group Finance Director for 3i Group plc until November 2008; and was Non-executive Director and Chairman of the Audit Committee of Tribal Group plc until May 2014. He 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 **Election of John Risley**

John Risley was appointed as a Non-executive Director of the Company on 31 March 2015 and serves as the Joint Deputy Chairman and a member of the Nomination Committee.

John is the founder and Director of Clearwater Seafoods Incorporated and is also President of Clearwater Fine Foods Incorporated. John also served on the Board of the Columbus Group from 2004; Persona Communications from 2002 to 2004; and Cable Bahamas from 2005 to 2010. In addition, John was the founder of Ocean Nutrition Canada and serves as a Director of numerous private and public companies, including Clearwater Seafoods Limited.

John sits on the Board of a number of charitable organisations. He is Chair of Futurpreneur Canada and co-Chair of the Capital Campaign for the Nature Conservancy. He regularly engages in public policy debate; is Chairman of the Atlantic Institute of Market Studies; a member of both the World Presidents' Organization and The Chief Executives Organization; and is a Director of the Canadian Council of Chief Executives.

John is a graduate of Harvard University's President's Program in Leadership. Further achievements include being named an Officer of the Order of Canada and being inducted into the Nova Scotia Junior

Explanatory Notes to the Proposed Resolutions continued

Achievement Business Hall of Fame in 1997. He has also received numerous awards, including Atlantic Canadian Entrepreneur of the Year and a Canada Award for Business Excellence in Entrepreneurship.

Resolution 6

Re-election of Phil Bentley

Phil Bentley was appointed Chief Executive Officer of the Company on 1 January 2014.

Between 2007 and 2013 Phil was the Managing Director of British Gas, the UK's largest energy and services business; and was on the Board of Centrica Plc from November 2000 to June 2013, having served as Group Finance Director from 2000 to 2004 and Managing Director, Europe from 2004 to 2007.

Prior to that, he was Finance Director for Diageo Plc's spirits division and Group Treasurer. He also served in several senior international management roles during a 15-year career at BP Plc and lived and worked in China, Egypt, France and the USA.

Phil was previously a Non-executive Director and Chairman of the Audit Committee of IMI Plc between 2012 and 2014; and was a Non-executive Director and Chairman of the Audit Committee of Kingfisher Plc between 2002 and 2010.

Phil holds a Master's degree from Oxford University; and received his MBA from INSEAD, Fontainebleau.

Resolution 7

Re-election of Perley McBride

R. Perley McBride was appointed as Chief Financial Officer of the Company in June 2014.

Between December 2012 and May 2014 Perley served as Chief Financial Officer at Leap Wireless International (which operated the Cricket Communications mobile brand). He was part of the executive team that led the business through its acquisition by AT&T Inc., which completed in March 2014.

Prior to Leap Wireless, he served as Executive Vice President of Finance at the Weather Company between 2010 and 2012. Prior to this, he served in several senior financial management roles at Frontier Communications (formerly Citizen's Communications) between 1999 and 2010, and also between 1994 and 1997. He also worked in the finance department at Sprint Corporation early in his career.

Perley holds a Bachelor of Science degree from Mount Allison University in Canada and has an MBA from the University of Houston.

Resolution 8

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. He established a Management Consulting firm, with offices in Washington, Johannesburg and London, in 1990 and for the past 15 years has been the Chairman of the Organisation Resource Group, which includes companies focused on property, software and consulting.

Mark is a senior adviser to the boards of global businesses in many areas, such as strategy, culture and corporate change programmes in international markets. Clients include those from the finance, aerospace, electricity generation, utilities, airline, pharmaceutical, defence and telecom industries. His models of transformation and change are used by practitioners around the world to enable the successful implementation of strategy.

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 9

Election of Brendan Paddick

Brendan Paddick was appointed as a Non-executive Director of the Company on 31 March 2015 and serves as a member of the Nomination Committee.

Brendan founded the Columbus group of companies in 2004; and served on the Board as President and Chief Executive Officer from inception. He was also the Chief Executive Officer of all of Columbus' operating subsidiaries. Brendan currently serves on the Board of Clearwater Seafoods Incorporated.

From 2005 to 2012, Brendan served on the Board of the Caribbean Cable Television Cooperative and is a past Chair of the Board of the Caribbean Cable & Telecommunications Association. Prior to founding Columbus, Brendan was President and Chief Executive Officer of Persona, Inc. and Persona Communications Inc. from 1992 to 2004. Brendan was a member of Industry Canada's National Broadband Task Force in 2001, a government initiative to shape the country's roll-out of broadband access; and, in 2006, he was appointed Honorary Consul for Canada to The Bahamas by the Canadian Department of Foreign Affairs and International Trade – he was subsequently reappointed in 2009 and 2012.

Brendan graduated with a Bachelor of Commerce degree from Memorial University of Newfoundland, where he also received his MBA. He served as a Member of the Board of Regents of Memorial University for six years. In 2013, he was named Memorial University's Alumnus of the Year. Brendan is also a graduate of the Advanced Management Program at Harvard University.

Resolution 10

Re-election of Alison Platt

Alison Platt was appointed as a Non-executive Director of the Company on 1 June 2012 and is a member of the Audit, Nomination and Remuneration Committees.

Alison is Chief Executive of Countrywide plc, having been appointed to the role on 1 September 2014. Previous to this Alison was 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 was Chair of 'Opportunity Now', which seeks to accelerate change for women in the workplace, from May 2009 until April 2013. She was also 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 11
Election of Barbara Thoralfsson

Barbara Thoralfsson was appointed as a Non-executive Director of the Company on 7 January 2015. Barbara is also a member of the Audit, Nomination and Remuneration Committees.

Barbara has extensive experience in the telecoms industry having been CEO of NetCom ASA, Norway's second largest mobile network operator, between 2001 and 2005; and a Non-executive Director of Tandberg ASA, a leading global supplier of video conferencing systems, from 2006 until 2010. Since 2009 Barbara has also served as a Non-executive Director of Telenor ASA, a leading mobile operator in Scandinavia, Eastern Europe and Asia, however, she is due to step down from this appointment in June 2015.

She has been an Industrial Advisor to EQT Private Equity Partners since 2007; serves as a Non-executive Director on the Boards of SCA AB, Hilti AG and ColArt Holdings Ltd; and has been an owner of Fleming Industrier AS, investing in Scandinavian small cap companies, since 2006.

Previously, Barbara was CEO of Midelfart & Co AS, from 1995 to 2000, after holding senior positions in sales and marketing from 1988 to 1995. Barbara has also served as a Non-executive Director on the Boards of Electrolux AB, Orkla ASA, and Stokke AS; as Chairman of SATS AB from 2005 to 2006; and sat on the Advisory Council for SOS Children's Villages.

Barbara has an MBA in Marketing and Finance from Columbia University in New York; and a BA in Psychology from Duke University in Durham, North Carolina.

Resolution 12
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 the Chief Executive of Balfour Beatty plc from January 2005 to March 2013, having joined the company in 1996 as Finance Director and then becoming Chief Operating Officer in 2002.

From 1991 to 1996, Ian held various senior financial positions within Hanson PLC. Ian is a Non-executive Chairman and Chairman of the Nomination Committees of Bovis Homes Group PLC and Cairn Energy PLC; Non-executive Chairman and Chairman of the Nomination and Remuneration Committees of Al Noor Hospitals Group PLC; and a Non-executive Director of BAE Systems plc.

Ian is also Chairman of CRASH, the construction and property industry charity for homeless people around the UK; and serves as a Crown Representative for the Cabinet Office.

Resolution 13
Election of Thad York

Thad York was appointed as a Non-executive Director of the Company on 31 March 2015 and serves as a member of the Nomination Committee.

Thad is the President, General Manager, and Director of numerous geographically diverse, and various personal and business entities controlled by John C. Malone.

Prior to his current roles, Thad held senior positions at Telecommunications Inc. ('TCI') and TCI International, that ranged from operations to finance in TCI's cable TV business. He started in the cable television business as an Installer for TCI while attending college.

Thad graduated from the University of Wyoming with a degree in finance, and received his MBA from the University of Denver.

Resolution 14
Appointment of auditor

The Company is required to appoint its 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 15
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 2015 may be found in the Annual Report and Accounts on page 64.

Resolution 16
Declaration of dividend

The Directors have recommended a final dividend for the year ended 31 March 2015 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 7 August 2015 to ordinary shareholders on the register at the close of business on 29 May 2015.

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 16 July 2015.

Resolution 17
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\$72 million. This amount represents approximately one-third of the issued ordinary share capital (excluding shares held in treasury) of the Company as at 9 June 2015.

Explanatory Notes to the Proposed Resolutions continued

In line with guidance issued by the Investment Association (IA), 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\$144 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 9 June 2015.

This resolution, which is an ordinary resolution, will replace the authority given to the Directors at the AGM on 25 July 2014; the unexercised specific authorities conferred on the Directors at the general meeting held on 5 December 2014 shall continue in force until they are fully exercised or expire.

The Directors have no present intention to issue new ordinary shares, other than pursuant to the exercise of options under employee share schemes (including pursuant to the specific authority obtained from shareholders on 5 December 2014 in connection with awards under Columbus' share schemes) and in connection with the Company funding the payment of all or part of any price due by it on repurchase of any of the ordinary shares pursuant to an exercise under the Put Option Deeds (as defined and further described in the circular to shareholders dated 19 November 2014, and pursuant to the specific authority obtained from shareholders on 5 December 2014). 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 IA recommendations concerning their use. The authority sought in resolution 17 will expire at the conclusion of the Company's AGM in 2016 or on 30 September 2016, whichever is the earlier.

107,488,873 shares are held in treasury as at 9 June 2015 (representing approximately 2.46% of the Company's issued share capital (excluding treasury shares) on that date).

Resolution 18

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 18, which is a special resolution, requests that shareholders grant this authority, but only for securities having a maximum aggregate nominal value of US\$21 million, which represents approximately 9.61% of the Company's issued ordinary share capital (excluding shares held in treasury) as at 9 June 2015, being the latest practicable date prior to publication of the Notice of Annual General Meeting. This amount has increased from 4.92% last year to reflect the Pre-Emption Group's revised Statement of Principles issued in March 2015 as described below. In respect of the allotment of new equity shares for cash, the authority will apply to shares allotted pursuant to

the unexercised specific authorities obtained from shareholders at the general meeting held on 5 December 2014 as well as any shares allotted pursuant to the proposed authority in Resolution 17 (within the specified limit).

The Directors intend to adhere to the provisions in the Pre-Emption Group's revised Statement of Principles and not to allot shares for cash on a non-pre-emptive basis pursuant to the authority in Resolution 18:

- i) in excess of an amount equal to 5% of the total issued ordinary share capital of the Company (excluding treasury shares); or
- ii) in excess of an amount equal to 7.5% of the total issued ordinary share capital of the Company (excluding treasury shares) within a rolling three-year period, without prior consultation with shareholders,

in each case other than in connection with an acquisition or specified capital investment (within the meaning given in the Pre-Emption Group's revised Statement of Principles) which is announced contemporaneously with the allotment or which has taken place in the preceding six-month period and is disclosed in the announcement of the allotment. Therefore, the Directors confirm that the additional authority taken this year (in excess of 5%) will not be used other than in connection with such an acquisition or investment.

The Directors have no present intention to issue new ordinary shares, other than pursuant to the exercise of options under employee share schemes (including pursuant to the specific authority obtained from shareholders on 5 December 2014 in connection with awards under Columbus' share schemes) and in connection with the Company funding the repurchase of shares pursuant to any exercise under the Put Option Deeds (as defined and further described in the circular to shareholders dated 19 November 2014, and pursuant to the specific authority obtained from shareholders on 5 December 2014) entered into as part of the Columbus acquisition.

Again, this authority, if passed, will expire at the conclusion of the Company's AGM in 2016 or on 30 September 2016, whichever is the earlier.

Resolution 19

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 19, 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 AGM in 2016 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. In the case of joint holders, seniority shall be determined by the order in which the names stand in the Register of Members; thus the vote of the senior joint shareholder who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the vote(s) of other joint holder(s). In order to be valid, 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 Friday 17 July 2015. If you do not have a Proxy Form and believe that you should have one, or if you require additional forms, please contact Equiniti at the above address, or by calling 0871 384 2104. Calls to this number are charged up to 8p per minute depending on the service provider. The Equiniti overseas number is +44 121 415 7052. 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 Alternatively, 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. Electronic proxy appointments must be received by Equiniti no later than 11.00am on Friday 17 July 2015.
- 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 Friday 17 July 2015 (or, if the AGM is adjourned, 6.00pm two working days prior to the adjourned AGM) 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 (including the terms and conditions of such appointments) 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 21 July 2015 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 Friday 17 July 2015. 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.

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.

Notes continued

- 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:
- 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
 - Any circumstances connected with an auditor of the Company ceasing to hold office since the previous meeting at which annual reports and accounts 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 9 June 2015 (being the last practicable day prior to the date of this Notice) the Company's issued share capital consisted of 4,368,464,743 ordinary shares (excluding treasury shares). As at 9 June 2015 the Company held 107,488,873 shares in treasury representing 2.46% of the Company's issued share capital (excluding treasury shares) on that date. Therefore, the total voting rights in the Company as at 9 June 2015 were 4,368,464,743.
- 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:
- To do so would interfere unduly with the preparation for the meeting or involve the disclosure of confidential information;
 - The answer has already been given on a website in the form of an answer to a question; and
 - 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.
- 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 in note 11.

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 2015 AGM. Similarly the Company's website www.cwc.com may not be used to send documents or instructions for the 2015 AGM.

Cable & Wireless Communications Plc

2nd Floor, 62-65 Chandos Place
London WC2N 4HG

(Please note, the address of the Registered Office changed from 26 Red Lion Square, London WC1R 4HQ with effect from 16 March 2015)