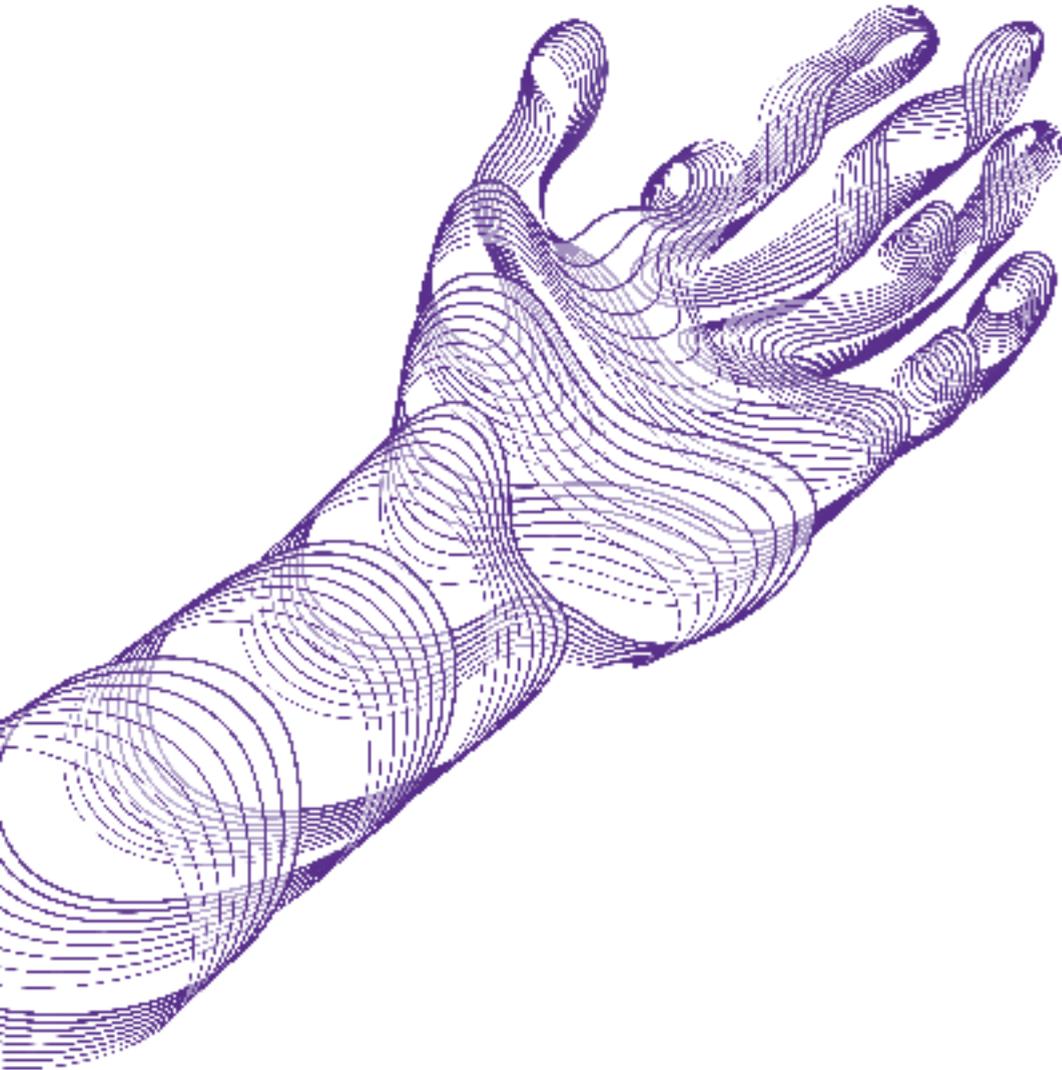


This document is important and requires your immediate attention. If you are in any doubt as to any aspect of the proposals referred to in this document or the action you should take, you should seek your own advice from a stockbroker, solicitor, accountant or other professional adviser authorised under 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.

Cable & Wireless  
Communications Plc

**Notice of the 2010  
Annual General Meeting**

21 July 2010



Dear Shareholder,

### **Notice of Annual General Meeting**

We are pleased to be writing to you with details of the first 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 Wednesday 21 July 2010 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 2010, a Scrip Dividend Brochure and Mandate Form, an E-Communications Shareholder Election Form and a Currency Mandate Form. These documents or links to the relevant services can also be found on our website [www.cwc.com](http://www.cwc.com).

### **Proxy Form**

A Proxy Form for the AGM is 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 Monday 19 July 2010. 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 and Scrip Dividend Scheme**

Shareholders are being asked to approve a final dividend of 3.34 pence for the year ended 31 March 2010. If this is approved, it will be paid on 12 August 2010 to all ordinary shareholders who were on the register of members on 11 June 2010. From 2010/11 dividends payable by the Company will be declared in US dollars. Such dividends will be payable in sterling or, at the election of the relevant shareholder, in US dollars. The actual sterling amount of any dividend payable by the Company from time to time will be based on the sterling/US dollar exchange rate in effect on a date chosen by the Directors of the Company nearer to the relevant dividend payment date. A Currency Mandate Form to receive dividends in US dollars is enclosed and additional copies may be requested from Equiniti at the address below or can be found on the Company's website [www.cwc.com](http://www.cwc.com). An election to receive dividends in US dollars can be cancelled.

We are pleased to offer shareholders, subject to approval at the AGM, the option to receive dividends in the form of shares through participation in the Company's proposed Scrip Dividend Scheme (the 'Scheme'). The Scheme applies to both interim and final dividends, and enables shareholders to increase their holding in the Company without incurring stamp duty or dealing costs.

Those shareholders who hold their shares through CREST and wish to continue to receive a scrip dividend or wish to join the Company's proposed scheme will need to submit a CREST Dividend Election Input Message.

Those shareholders who hold their shares in certificated form and have previously elected to receive a scrip dividend from Cable and Wireless plc need not complete a further mandate to join the Company's Scheme. If you have an existing mandate in place and wish to receive your dividends in cash in future you must cancel your existing mandate.

Any residual cash balances from dividend payments declared by Cable and Wireless plc will be carried forward and put towards the calculation of the next dividend payment by the Company.

Any shareholders wishing to join the Scheme for this dividend and future dividends should complete their CREST election or return a completed mandate form to the Registrar, Equiniti, Aspect House, Spencer Road, Lancing, West Sussex BN99 6DA by 19 July 2010. Further copies of the Scheme brochure and the mandate form may be obtained from Equiniti or from the Company's website [www.cwc.com](http://www.cwc.com).

#### **Board Appointments**

The Company's Articles of Association ('Articles') state that at each of the first two AGMs following adoption of the Articles, one third of the Directors who are then in office or, if their number is not three or a multiple of three, the number nearest to one third shall retire from office but shall be eligible for re-appointment.

In accordance with the Articles, shareholders are being asked to approve the re-election of three Directors at the AGM. Biographical details of each can be found on page 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 2010 Annual General Meeting

Notice is hereby given that the first Annual General Meeting ('AGM') of Cable & Wireless Communications Plc (the 'Company') will be held at The Queen Elizabeth II Conference Centre, Broad Sanctuary, Westminster, London SW1P 3EE on Wednesday 21 July 2010 at 11.00am for the following purposes:

### Ordinary Business Resolution

- 1 To receive the Group Accounts for the financial year ended 31 March 2010 and the Reports of the Directors and auditors thereon
- 2 To approve the Directors' Remuneration Report for the year ended 31 March 2010 as contained within the Annual Report and Accounts
- 3 To re-elect Sir Richard Laphorne, CBE as a Director
- 4 To re-elect Mr Nick Cooper as a Director
- 5 To re-elect Ms Kate Nealon as a Director
- 6 To re-appoint KPMG Audit Plc as auditors of the Company until the conclusion of the next AGM of the Company
- 7 To authorise the Directors to set the auditors' remuneration

### Special Business

To consider and, if thought fit, to pass the following resolutions which, in the case of resolutions 8, 12, 13 and 14 will be proposed as ordinary resolutions and resolutions 9, 10, and 11 will be proposed as special resolutions:

- 8 **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 2011 or 30 September 2011, and for that period there shall be two Section 551 Amounts (as defined in Article 12(B)) of:
  - (i) US\$43 million; and
  - (ii) US\$86 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).

- 9 **That**, subject to the passing of resolution 8, 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 2011 or 30 September 2011 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).

- 10 **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 262 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(l) of the Buy-back and Stabilisation Regulation (EC No. 2273/2003).

This authority shall continue until the conclusion of the Company's AGM in 2011 or 30 September 2011, 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.

- 11 **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.

12 **That** the Directors of the Company are authorised to:

- a exercise the power conferred upon them by Article 130(A) of the Company's Articles of Association as from time to time varied so that, to the extent and in the manner determined by the Directors, the holders of ordinary shares in the Company be permitted to elect to receive new ordinary shares in the Company, credited as fully paid, instead of all or part of the final dividend for the financial year of the Company ended 31 March 2010 and instead of all or any part of any dividends (including interim dividends) paid by the Directors or declared by the Company in general meeting (as the case may be) during the period commencing on 21 July 2010 and ending on or before 20 July 2015; and
- b capitalise an amount equal to the nominal value of the new ordinary shares of the Company to be allotted pursuant to any elections made as aforesaid out of the amount standing to the credit of reserves or funds (including any share premium account, capital redemption reserve and the profit and loss account) or any other sum which is available to be distributed, as the Directors may determine, to apply such sum in paying up such ordinary shares in the Company in full and to allot such ordinary shares to the shareholders of the Company validly making such elections in accordance with their respective entitlements.

13 **That**, in accordance with sections 366 and 367 of the Companies Act 2006, the Company and all companies that are its subsidiaries at any time during the period for which this resolution is effective (the Group) are authorised, in aggregate, to:

- a make political donations to political parties and/or independent election candidates not exceeding £100,000 in total;
- b make political donations to political organisations other than political parties not exceeding £100,000 in total; and
- c incur political expenditure not exceeding £100,000 in total,

during the period beginning with the date of the passing of this resolution up to and including the conclusion of the AGM to be held in 2014 or 20 July

2014, whichever is the earlier, provided that the authorised sum referred to in paragraphs (a), (b) and (c) may be comprised of one or more amounts in different currencies which, for the purposes of calculating the said sum, shall be converted into pounds sterling at the exchange rate published in the London edition of the Financial Times on the day on which the relevant donation is made or expenditure incurred (or the first business day thereafter) or, if earlier, on the day which the relevant member of the Group enters into any contract or undertaking relating to the same.

Any terms used in this resolution which are defined in Part 14 of the Companies Act 2006 shall bear the same meaning for the purposes of this resolution.

14 **That** the Company may send or supply any document or information that is: (i) required or authorised to be sent or supplied by the Company under the Companies Acts (as defined in section 2 of the Companies Act 2006); or (ii) pursuant to the Company's Articles of Association or pursuant to any other rules or regulations to which the Company may be subject,

by making it available by electronic means, including via a website.

#### Ordinary Business

15 To declare a final dividend for the year ended 31 March 2010.

By Order of the Board of Directors

**Clare Underwood**  
Company Secretary  
2 June 2010

# Explanatory Notes to the Proposed Resolutions

## Resolution 1

### Receive the 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 Lapthorne, CBE

Sir Richard Lapthorne is Chairman of the Company having been Chairman of Cable and Wireless plc since January 2003. Richard is also the Chairman of the Nominations Committee. Between June 2009 and April 2010, he was Chairman of the McLaren Group. From 1999 to May 2003 Richard was Chairman of Amersham plc (now GE Healthcare) having joined its Board as a Non-executive Director in 1988. 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 Non-executive Director of Tommy's The Baby Charity. 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 Nick Cooper

Nick Cooper is an Executive Director of the Company. He has 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 since January 2006. 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 5

### Re-election of Kate Nealon

Kate Nealon is a Non-executive Director of the Company, having previously served as a Non-executive Director of Cable and Wireless plc since January 2005. Kate is also a member of the Audit, Remuneration and Nominations Committees. Kate was Group Head of Legal and Compliance at Standard Chartered plc until 2004, having previously practised international banking and regulatory law in New York. Kate is a Non-executive Director of Shire plc, a senior associate of the Judge Business School at Cambridge University and a member of the advisory council of the Institute of Business Ethics. She was also a Non-executive Director of HBOS plc until 16 January 2009.

## Resolution 6

### Re-appointment of auditors

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

## Resolution 7

### Remuneration of the auditors

An ordinary resolution will be proposed to authorise the Directors to set the remuneration payable to the auditors of the Company. Details of the remuneration paid to the auditors during the year ended 31 March 2010 may be found in the Annual Report.

## Resolution 8

### 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\$43 million. This amount represents approximately one-third of the issued ordinary share capital of the Company as at 1 June 2010.

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\$86 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 share capital of the Company as at 1 June 2010.

This resolution, which is an ordinary resolution, will replace the current authority given to the Directors.

The Directors have no present intention to issue new ordinary shares, other than pursuant to the exercise of options under employee share schemes and, subject to shareholder approval, under the Company's Scrip Dividend Scheme. 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 8 will expire at the conclusion of the Company's next AGM or on 30 September 2011, whichever is the earlier.

There are no shares held in treasury as at 1 June 2010.

#### **Resolution 9**

##### **Relax the restrictions when shares are issued for cash**

Unless they are given the appropriate authority, Directors may allot new equity shares for cash (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 without first being required to offer such shares to existing shareholders.

Resolution 9, 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 as at 1 June 2010. In accordance with institutional investor guidelines, the Directors confirm their intention that no more than 7.5% of the issued share capital will be issued for cash on a non-pre-emptive basis during any rolling three-year period (excluding shares issued pursuant to employee incentive schemes). The 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 2011, whichever is the earlier.

#### **Resolution 10**

##### **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 10, which is a special resolution, allows the Company to buy back up to 262 million of its issued ordinary shares on the stock market. This represents approximately 10% of the Company's issued share capital as at 1 June 2010 and the maximum and minimum prices at which they may be bought. Any shares which would be bought back may either be cancelled or held in treasury.

The Directors have no present intention of exercising the authority to purchase the Company's ordinary shares but will keep the matter under review, taking into account other investment opportunities. The authority would only be exercised if and when, in the light of market conditions prevailing at the time, 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 1 June 2010 is approximately 15 million. This represents approximately 0.58% of the Company's current ordinary issued share capital. 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 0.73% of the Company's issued ordinary share capital.

There are currently no outstanding warrants to subscribe for equity shares in the Company and no shares are held in treasury.

This authority will expire at the conclusion of the next AGM or 30 September 2011, whichever is the earlier.

## Explanatory Notes to the Proposed Resolutions

### Resolution 11

#### 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 11, 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 12

#### Scrip Dividend Scheme

The Company proposes to introduce a Scrip Dividend Scheme (Scheme) to enable shareholders to increase their holdings in the Company without incurring dealing costs or stamp duty. Under the Scheme, shareholders are able to elect to receive ordinary shares in the Company in lieu of their cash dividend. The additional advantage to the Company is that it benefits by retaining the cash which would otherwise be paid out as dividends.

The introduction of the Scheme is subject to approval by the shareholders at the AGM on 21 July 2010. A separate brochure outlining the proposed Scheme accompanies this Notice. The Scheme will be operated on a mandate basis. If a mandate form is completed, all future dividends will automatically be paid in the form of an allotment of the Company's ordinary shares, until the mandate is cancelled. Shareholders who wish to continue to receive cash dividends on their shares need take no further action. In addition, those shareholders who hold their shares in certificated form who had elected to join the Scrip Dividend Scheme of Cable and Wireless plc will be automatically transferred to the Company's Scheme (if approved). Shareholders who hold their shares through CREST and wish to join the Scheme will need to make a new election by submitting a CREST Dividend Election Input Message. Shareholders who hold their shares in certificated form and had elected to join the Cable and Wireless plc Scheme will need to cancel their mandate if they wish to receive future dividends in cash.

If the Scheme is approved at the 2010 AGM, it will operate for the recommended final dividend to be paid on 12 August 2010.

Approval of this resolution at the AGM will authorise the Directors to offer the Scheme in respect of this year's recommended final dividend and any subsequent final or interim dividends for a period of up to five years, if on each occasion they decide that it is in the Company's interests to do so.

### Resolution 13

#### Political Donations

Resolution 13 concerns Part 14 of the Companies Act 2006 (2006 Act) which provides that political donations made by a company to political parties, other political organisations and independent election candidates or political expenditure incurred by a company must be authorised in advance by the shareholders.

It is not the Company's policy to make political donations to what are generally regarded as political parties within the EU and the Directors have no intention of changing that policy.

However, as a result of the wide definitions in the 2006 Act, it is possible that bodies which are concerned with matters of public policy, law reform, representation of the business community or other special interest groups that the Company may wish to support might be construed as political expenditure or as a donation to a political party or other political organisation and therefore fall within the restrictions of the 2006 Act. This resolution does not authorise any specific donation or expenditure but is expressed in general terms, as required by the 2006 Act, and is intended to authorise normal donations and expenditure to ensure that no unintentional breach of the legislation takes place.

This authority will not be used to make political donations as they are normally understood including contributions towards any general political party expenses or in connection with general election campaigns. Any expenditure over £2,000 will be disclosed in the Company's Annual Report and Accounts for next year.

In accordance with the provisions of the 2006 Act allowing authority to be taken for a four-year period, the Directors are seeking authority to incur total expenditure for such purposes of £100,000 for political expenditure and similar amounts for political donations to political parties and/or independent election candidates and political donations to organisations other than political parties.

**Resolution 14****Shareholder E-Communications Election**

This resolution allows the Company to take advantage of the provisions of the Companies Act 2006 in relation to communication between companies, shareholders and others. A key part of this provision is that a shareholder is deemed to have agreed to the Company publishing documents and information on a website if certain conditions are met and procedures followed.

Shareholders can, of course, request a paper copy at any time.

Resolution 14 covers all the documents or information that the Company may send to shareholders. This includes, but is not limited to, annual reports, annual reviews and summary financial statements, notices of general meetings and any documents the Company is required to send to shareholders under the Listing Rules to which the Company is subject.

Conditional upon this resolution being passed, the Company is asking each shareholder to agree to the Company sending out or supplying documents or information by means of a website. The request explains that, if the Company has not received a response by 19 July 2010, the shareholder will be taken to have agreed. Even if a shareholder fails to respond, and is taken to agree with website publication, he or she can ask for a paper copy from the Company at any time. The Company will send the copy free of charge within 21 days of receiving the request. The Company will notify shareholders either in paper copy or by email when a document or information is made available on the website.

**Resolution 15****Declaration of Dividend**

The Directors have recommended a final dividend for the year ended 31 March 2010 of 3.34 pence per ordinary share. Subject to approval at the AGM, the final dividend will be payable on 12 August 2010 to ordinary shareholders on the register at the close of business on 11 June 2010.

## 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 Monday 19 July 2010 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 Monday 19 July 2010 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.
- 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 and copies of all letters of appointment of Non-executive Directors with the Company are available for inspection during business hours at the Registered Office of the Company on Mondays to Fridays (public holidays excluded) from the date of 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 2010 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 Monday 19 July 2010. 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

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.

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 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 1 June 2010 (being the last business day prior to the date of this Notice) the Company's issued share capital consisted of 2,624,572,024 ordinary shares. The Company does not hold any shares in treasury. Therefore, the total voting rights in the Company as at 1 June 2010 are 2,624,572,024.

- 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; or
- 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, ensuring 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 8p 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 open 8.30am to 5.30pm, Monday to Friday.

- 12 A copy of this Notice, and 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 2010 AGM. Similarly the Company's website [www.cwc.com](http://www.cwc.com) may not be used to send documents or instructions for the 2010 AGM.

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