

**BLUE Form of Proxy**  
**Court Meeting** to be held at 11.00 a.m. on 18 June 2012

Kindly note: In addition to completing this BLUE form of proxy please also complete and return the WHITE form of proxy attached

This form is issued only to the addressee(s) and is specific to the unique designated shareholder reference number stated above. This personalised form is not transferable between different (i) account holders; or (ii) uniquely designated accounts. The Company and Equiniti, the Company's Registrars, accept no liability for any instruction that does not comply with these conditions.

Please read the notice of the Court Meeting (the "Notice") set out in Part X of the scheme circular dated 21 May 2012 (the "Scheme Circular") accompanying this form of proxy and the notes below before completing this form. References to the "Scheme" in this form are to the Scheme referred to in the Notice.

3601-014-S

I/We being a member/members of Cable & Wireless Worldwide plc, hereby appoint the Chairman of the Court Meeting or the following person (see notes 2 and 3)

(Please leave the box blank if you have selected the Chairman. Do not insert your own name(s).)

as my/our proxy to attend and vote in respect of my/our full voting entitlement (or my/our voting entitlement based on the number of shares if stated in the box below – see notes 6 and 7) on my/our behalf at the Court Meeting to be held at 11.00 a.m. on 18 June 2012 at Herbert Smith LLP Exchange House, Primrose Street, London, EC2A 2HS and at any adjournment of it for the purpose of considering and if thought fit, approving (with or without modification) the proposed Scheme referred to in the Notice to vote for me/us and in my/our names for the said Scheme (either with or without modification, as my/our proxy may approve) or against the said Scheme as indicated by my signature below.

Number of shares (see notes 6 and 7)

Please sign ONE of the boxes below (see note 4)

**IMPORTANT:** If you wish to vote for the Scheme, sign the box marked "FOR", or if you wish to vote against the Scheme, sign in the box marked "AGAINST"

Please indicate your instructions by signing either the FOR or AGAINST box below. Only insert your signature once. If you sign in both boxes, or if you do not sign in either, then this Form shall be invalid.

FOR the said Scheme

Signature

AGAINST the said Scheme

Signature

.....day of.....2012

Dated

Voting ID

Task ID

Shareholder  
Reference Number

## Attendance Card

Please bring this card with you to the Court Meeting and present it at the Shareholder Registration Desk. This will facilitate entry to the Court Meeting.

Additional Holders:

For use by members of Cable & Wireless Worldwide plc (the "Company") for the meeting of shareholders of the Company convened by order of the Court pursuant to section 896 of the Companies Act 2006 to be held at 11.00 a.m. on 18 June 2012 at Herbert Smith LLP, Exchange House, Primrose Street, London, EC2A 2HS (the "Court Meeting").

Shareholder Reference Number:

**WHITE Form of Proxy**

**General meeting** to be held at 11.15 a.m. on 18 June 2012

Kindly note: In addition to completing this WHITE form of proxy please also complete and return the BLUE form of proxy attached

This form is issued only to the addressee(s) and is specific to the unique designated shareholder reference number stated above. This personalised form is not transferable between different (i) account holders; or (ii) uniquely designated accounts. The Company and Equiniti, the Company's Registrars, accept no liability for any instruction that does not comply with these conditions.

Please read the notice of the General Meeting (the "Notice") set out in part XI of the scheme circular dated 21 May 2012 (the "Scheme Circular") accompanying this form of proxy and the notes below before completing this form.

3601-013-S

Please use a black pen. Mark with an X inside the box as shown in this example.

X

I/We being a member/members of Cable & Wireless Worldwide plc, hereby appoint the Chairman of the Meeting OR the following person (see notes 2 and 3)

(Please leave the box blank if you have selected the Chairman. Do not insert your own name(s).)

as my/our proxy to attend, speak and vote in respect of my/our full voting entitlement (or my/our voting entitlement, based on the number of shares if stated in the box below – see notes 6 and 7) on my/our behalf at the General Meeting of the Company to be held at 11.15 a.m. on 18 June 2012 at Herbert Smith LLP, Exchange House, Primrose Street, London, EC2A 2HS, and at any adjournment of it.

Number of shares (see notes 6 and 7)

☐ Please tick here to indicate that this proxy appointment is one of multiple appointments being made (see notes 6 and 7).

**Special Resolution**

(1) THAT:

(A) for the purpose of giving effect to the scheme of arrangement dated 21 May 2012 (the "Scheme") proposed to be made between the Company and holders of Scheme Shares (as defined in the Scheme):

- (i) the directors of the Company be authorised to take all such action as they may consider necessary or appropriate for carrying the Scheme into effect;
- (ii) the share capital of the Company be reduced by cancelling and extinguishing all the Scheme Shares (as defined in the Scheme);
- (iii) following the capital reduction:
- (a) the share capital of the Company be increased to its former amount by the issue of new ordinary shares of five pence each; and
- (b) the reserve arising in the books of account of the Company as a result of the cancellation of the Scheme Shares be applied in paying up in full the new ordinary shares; and
- (iv) the directors be authorised for the purposes of section 551 of the Companies Act 2006 to allot the new ordinary shares; and
- (B) the articles of association of the Company be amended on the terms described in the notice of the General Meeting.

I/We instruct my/our proxy as indicated on this form. Unless otherwise instructed the proxy may vote as he or she sees fit or abstain in relation to any business of the meeting.

Signature

Dated

.....day of.....2012

IN THE HIGH COURT OF JUSTICE CHANCERY DIVISION  
COMPANIES COURT

CASE NO. 3945 OF 2012

## Attendance Card

Please bring this card with you to the General Meeting and present it at the Shareholder Registration Desk. This will facilitate entry to the General Meeting.

Additional Holders:

The Chairman of Cable & Wireless Worldwide plc (the "Company") invites you to attend the general meeting of the Company to be held at 11.15 am (or as soon thereafter as the preceding court meeting has been concluded or adjourned) on 18 June 2012 at Herbert Smith LLP, Exchange House, Primrose Street, London, EC2A 2HS (the "General Meeting").

Shareholder Reference Number:

Poll Card To be completed only at the Court Meeting

FOR the said Scheme

AGAINST the said Scheme

Signature

Signature

Dated

Signature

Signature

.....day of.....2012

Printed by RR Donnelley 340322

Poll Card To be completed only at the General Meeting

Special Resolution

For

Against

Withheld

(1) That:

(A) for the purpose of giving effect to the scheme of arrangement dated 21 May 2012 (the "Scheme") proposed to be made between the Company and holders of Scheme Shares (as defined in the Scheme):

(i) the directors of the Company be authorised to take all such action as they may consider necessary or appropriate for carrying the Scheme into effect;

(ii) the share capital of the Company be reduced by cancelling and extinguishing all the Scheme Shares (as defined in the Scheme);

(a) following the capital reduction;

(b) the share capital of the Company be increased to its former amount by the issue of new ordinary shares of five pence each; and

(iv) the directors be authorised for the purposes of section 551 of the Companies Act 2006 to allot the new ordinary shares; and

(B) the articles of association of the Company be amended on the terms described in the notice of the General Meeting.

Signature

.....day of.....2012

Explanatory Notes:

- The names of the appointed proxy should be stated in block capitals.
- As a member of the Company you are entitled to appoint one or more proxies to exercise all or any of your rights to attend, speak and vote at a meeting of the Company. You can only appoint a proxy using the procedures set out in these notes.
- A proxy does not need to be a member of the Company but must attend the meeting to represent you. If you sign and return this proxy form with no name inserted, the Chairman of the meeting will be deemed to be your proxy. If you wish to appoint a person other than the Chairman of the meeting, insert the full name of the person appointed by proxy in the space provided. Where you appoint as your proxy someone other than the Chairman, you are responsible for ensuring that they attend the meeting and are aware of your voting intentions.
- To direct your proxy on how to vote on the resolution sign your name in the appropriate box. Your proxy will vote (or abstain from voting) as he or she thinks fit in relation to any other matter which is put before the meeting.
- Appointment of a proxy does not preclude you from attending the meeting and voting in person. If you have appointed a proxy and attend the meeting in person, your proxy appointment will automatically be terminated. You are advised to arrive at least 15 minutes before the start of the meeting to allow time for registration.
- You may appoint more than one proxy provided each proxy is appointed to exercise rights attached to different shares. You may not appoint more than one proxy to exercise rights attached to any one share. To appoint more than one proxy, contact the Company's registrars, Equiniti, at the address below or photocopy this form. Please indicate the proxy holder's name and the number of shares in relation to which they are authorised to act as your proxy (which, in aggregate, should not exceed the number of shares held by you). If the proxy is being appointed in relation to less than your full voting entitlement, please enter the number of shares in the space provided. If left blank your proxy will be deemed to be authorised in respect of your full voting entitlement.
- This form must, in the case of an individual, be signed by the appointor or their duly authorised attorney appointed in writing, or in the case of a corporation, under its seal or under the hand of an officer, attorney or other person authorised to sign the same on its behalf. In the case of joint holders, the signature of any one holder will be sufficient but the names of all the joint holders should be stated. The vote of the senior joint holder who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of other joint holders, and, for this purpose, seniority shall be determined by the order in which the names stand in the register of members in respect of the joint holding.
- To be entitled to vote at the meeting (and for the purpose of determining the number of votes you may cast), you must be entered on the Company's register of members at 6 p.m. on 16 June 2012 or, if the meeting is adjourned, you must be entered on the register at 6 p.m. on the date two days before the date fixed for the adjourned meeting.
- Subject to Note 14, to be valid this BLUE form of proxy (together with any power of attorney or other authority under which it is signed or a notariately certified copy of such power of attorney) must be lodged at the office of Equiniti, the Company's registrars, by post, courier or by hand (during normal business hours only) at Aspect House, Spencer Road, Lancing, West Sussex, BN99 6DA by no later than 11.00 a.m. on 16 June 2012 or in the event that the Court Meeting is adjourned not less than 48 hours before the time of such adjourned meeting. Postage is only paid from within the UK. Any alterations to this form of proxy should be initiated.
- CREST members who wish to appoint a proxy or proxies by using the CREST electronic appointment service may do so by following the procedures described in the CREST Manual on the Euroclear website. To be valid, the appropriate CREST message, regardless of whether it constitutes the appointment of a proxy or an amendment to the instructions given to a previously appointed proxy, must be transmitted so as to be received by Equiniti (Crest ID number RA19) by no later than 11.00 a.m. on 16 June 2012 (or in the case of an adjourned meeting not less than 48 hours before the time of such adjourned meeting). The time of receipt will be taken to be the time from which Equiniti is able to retrieve the message by enquiry to CREST. See the notes to the notice of general meeting of the Company to be held on 18 June 2012 at 11.15 a.m. in Part XI of the Scheme Circular for further information on proxy appointment through CREST.
- As an alternative to completing and returning the printed form of proxy, you may submit your proxy over the internet by accessing [www.shareview.co.uk](http://www.shareview.co.uk) by no later than 11.00 a.m. on 16 June 2012. Alternatively, if you are not registered to vote on [www.shareview.co.uk](http://www.shareview.co.uk) you may vote electronically at [www.sharevote.co.uk](http://www.sharevote.co.uk) by the same deadline. In order to appoint a proxy online shareholders will need to provide their identifying Voting ID, Task ID and Shareholder Reference Number (SRN) to validate the submission of their proxy online. The Shareholders' Identifying Voting ID, their Task ID and individual SRN, are shown on this printed form of proxy.
- If the form is not lodged with Equiniti through CREST or over the internet by 11.00 a.m. on 16 June 2012, it may be handed to Equiniti or the Chairman of the Court Meeting at the start of the Court Meeting.
- If you have any questions about completion of this form of proxy please telephone Equiniti between 8.30 a.m. and 5.30 p.m. (London time) Monday to Friday (except UK public holidays) on 0871 384 2885 from within the UK or +44 121 415 0297 if calling from outside the UK. Calls to the 0871 384 2885 number cost 8 pence per minute from a BT landline. Other network providers' costs may vary. Calls to the helpline from outside the UK will be charged at the applicable international rate. Different charges may apply to calls made from mobile telephones. Please note that calls may be recorded and randomly monitored for security and training purposes. The helpline cannot provide advice on the merits of the Scheme nor give any financial, legal, investment or tax advice.

To be effective, all proxy appointments must be lodged at the office of the Company's registrars at:

Equiniti, Aspect House, Spencer Road, Lancing, West Sussex, BN99 6DA by 11.00 a.m. on 16 June 2012 or handed to Equiniti or the Chairman of the Court Meeting at the start of the Court Meeting

Explanatory Notes:

- The names of the appointed proxy should be stated in block capitals.
- As a member of the Company you are entitled to appoint one or more proxies to exercise all or any of your rights to attend, speak and vote at a general meeting of the Company. You can only appoint a proxy using the procedures set out in these notes.
- A proxy does not need to be a member of the Company but must attend the meeting to represent you. If you sign and return this proxy form with no name inserted, the Chairman of the meeting will be deemed to be your proxy. If you wish to appoint a person other than the Chairman of the meeting, insert the full name of the person appointed by proxy in the space provided. Where you appoint as your proxy someone other than the Chairman, you are responsible for ensuring that they attend the meeting and are aware of your voting intentions.
- To direct your proxy on how to vote on the resolutions tick the appropriate box. To abstain from voting on a resolution, tick the "Vote withheld" box. A vote withheld is not a vote in law which means that the vote will not be counted in the calculation of votes for or against the resolution. If no voting indication is given, your proxy will vote or abstain from voting at his or her discretion. Your proxy will vote (or abstain from voting) as he or she thinks fit in relation to any other matter which is put before the meeting.
- Appointment of a proxy does not preclude you from attending the meeting and voting in person. If you have appointed a proxy and attend the meeting in person, your proxy appointment will automatically be terminated. You are advised to arrive at least 15 minutes before the start of the meeting to allow time for registration.
- You may appoint more than one proxy provided each proxy is appointed to exercise rights attached to different shares. You may not appoint more than one proxy to exercise rights attached to any one share. To appoint more than one proxy, contact the Company's registrars, Equiniti, at the address below or photocopy this form. Please indicate the proxy holder's name and the number of shares in relation to which they are authorised to act as your proxy (which, in aggregate, should not exceed the number of shares held by you). If the proxy is being appointed in relation to less than your full voting entitlement, please enter the number of shares in the space provided. If left blank your proxy will be deemed to be authorised in respect of your full voting entitlement.
- This form must, in the case of an individual, be signed by the appointor or their duly authorised attorney appointed in writing, or in the case of a corporation, under its seal or under the hand of an officer, attorney or other person authorised to sign the same on its behalf. In the case of joint holders, the signature of any one holder will be sufficient but the names of all the joint holders should be stated. The vote of the senior joint holder who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of other joint holders, and, for this purpose, seniority shall be determined by the order in which the names stand in the register of members in respect of the joint holding.
- To be entitled to vote at the meeting (and for the purpose of determining the number of votes you may cast), you must be entered on the Company's register of members at 6 p.m. on 16 June 2012 or, if the meeting is adjourned, you must be entered on the register at 6 p.m. on the date two days before the date fixed for the adjourned meeting.
- To be valid this WHITE form of proxy (together with any power of attorney or other authority under which it is signed or a notariately certified copy of such power of attorney) must be lodged at the office of Equiniti, the Company's registrars, by post, courier or by hand (during normal business hours only) at Aspect House, Spencer Road, Lancing, West Sussex, BN99 6DA by no later than 11.15 a.m. on 16 June 2012 or in the event that the General Meeting is adjourned not less than 48 hours before the time of such adjourned meeting. Postage is only paid from within the UK. Any alterations to this form of proxy should be initiated.
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Equiniti, Aspect House, Spencer Road, Lancing, West Sussex, BN99 6DA by 11.15 a.m. on 16 June 2012

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