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WWW.CW.COM

Cable&Wireless Worldwide

21 May 2012

Dear Shareholder

Recommended offer for Cable & Wireless Worldwide plc by Vodafone Europe B.V. – notice of availability of scheme circular

I wrote to you in February, explaining that Vodafone was considering making an offer for Cable&Wireless Worldwide. In April, the Boards of Cable&Wireless Worldwide and Vodafone announced that they had reached agreement on the terms of a recommended cash offer. I am writing today to tell you that the Board of Cable&Wireless Worldwide is unanimously recommending that you accept the cash offer of 38 pence per share that Vodafone has made and to notify you that certain documents in relation to the transaction are available on our website (www.cw.com/investors/).

The offer is to be made by means of a court sanctioned scheme. This is a legal procedure which requires us to arrange for our shareholders to vote on the proposal at two shareholder meetings – a Court meeting and a general meeting (both to be held on 18 June 2012). A scheme circular which sets out more detail on the offer from Vodafone, together with an opinion on the offer prepared by Cable&Wireless Worldwide's Employee Consultation Forum and details of Cable&Wireless Worldwide's preliminary results for 2011/12 are available on our website (www.cw.com/investors/). The scheme circular and employee opinion have also been included with this letter for all shareholders who have not elected to receive electronic communications. In addition, you will find enclosed two proxy forms which you may use to make your votes. **You are recommended to read the whole of the scheme circular but, in particular, your attention is drawn to 'Part I – Letter from the Chairman of CWW' and 'Part II – Explanatory Statement' which sets out more information about the offer**.

We have arranged for the shareholder meetings to be held from 11.00 a.m. on 18 June 2012 at Herbert Smith LLP, Exchange House, Primrose Street, London EC2A 2HS which you are welcome to attend. If you are unable to attend, you can still vote by post or online (see below).

What you need to do.

1. **Complete the Blue Card** (Form of Proxy for Court meeting) and return by post to Equiniti (our registrars). No stamp or envelope is required. This must be either returned to Equiniti **no later than 11.00 a.m. on Saturday 16th June** or can be presented in person at the shareholder meeting.
2. **Complete the White Card** (Form of Proxy for general meeting) and return by post to Equiniti (our registrars). No stamp or envelope is required. This must be returned to Equiniti **no later than 11.15 a.m. on Saturday 16th June.**

Shareholders wishing to vote electronically should visit Equiniti's website at www.shareview.co.uk. In order to register your vote online, you will need to enter the Voting ID, Task ID and your Shareholder Reference Number which are set out on the enclosed Form of Proxy. Alternatively, if you are not registered to vote on www.shareview.co.uk you may vote electronically at www.sharevote.co.uk. Further information about electronic voting and voting shares held in the CREST system can be found on pages 7 to 9 of the scheme circular.

It is important that as many votes as possible are cast and therefore we urge you to complete and return your Blue and White Cards as soon as possible. Completing and returning the Blue and White Cards or completing and transmitting a CREST or electronic proxy instruction will not prevent you from attending and voting at the shareholder meetings if you wish to do so.

The Cable&Wireless Worldwide Board recommends that you accept the offer by **voting TO APPROVE** the resolutions on both the Blue and White Cards. Shareholders representing 18.6% of the shares in circulation have already committed or stated their intent to APPROVE the resolutions.

I would be grateful if you would return your completed proxy forms at your earliest convenience. If you have any queries on the action you need to take, please call Equiniti, our Registrars, on 0871 384 2885 (from within the UK) or +44 121 415 0297 (from outside the UK). Please note that helpline operators cannot provide advice on the merits of the offer nor give any financial or legal advice.

Yours sincerely

John Barton

Chairman

Notices

The CWW Directors accept responsibility for the information contained in this document. To the best of the knowledge and belief of the CWW Directors (who have taken all reasonable care to ensure that such is the case), the information contained in this document is in accordance with the facts and does not omit anything likely to affect the import of such information.

Calls to the 0871 384 2885 number are charged at 8 pence per minute from a BT landline, excluding VAT. Other network providers' costs may vary. Calls to the shareholder helpline from outside the United Kingdom will be charged at the applicable international rates. Different charges may apply to calls from mobile telephones and calls may be recorded and randomly monitored for security and training purposes.