

Recommended Cash Offer

for

Cable & Wireless Worldwide plc (“CWW”)

by

Vodafone Europe B.V. (“Vodafone”)

18 June 2012

Results of Court Meeting and General Meeting

The Directors of Cable & Wireless Worldwide plc (“CWW” or the “Company”) are pleased to announce that at the Court Meeting held earlier today, CWW Shareholders voted by the requisite majority to approve the Scheme to implement the recommended Offer by Vodafone. In addition, the Special Resolution proposed at the subsequent General Meeting was duly passed.

Upon the Scheme becoming effective, CWW Shareholders will receive 38 pence in cash for each Scheme Share held.

Court Meeting

At the Court Meeting, a poll was conducted on the proposed resolution and the results are detailed below:

	Number of Scheme Shareholders who voted	Percentage of Scheme Shareholders who voted	Number of Scheme Shares voted	Percentage of Scheme Shares voted	Number of Scheme Shares voted as a percentage of issued share capital
For	19,986	87.54%	2,151,604,138	99.15%	78.02%
Against	2,844	12.46%	18,538,583	0.85%	0.67%
Total	22,830	100%	2,170,142,721	100%	78.69%

General Meeting

At the General Meeting, a poll was conducted on the proposed resolution and the results are detailed below:

	Number of CWW Shares voted	Percentage of CWW Shares voted
For	2,154,670,996	99.14%
Against	18,689,800	0.86%
Vote Withheld¹	4,331,972	N/A
Total	2,173,360,796	100%

Note 1: A vote withheld is not a vote in law and accordingly is not counted in the calculation of the proportion of votes for and against the special resolution.

Next Steps

The hearing of the petition to the Court to sanction the Scheme and to confirm the related Capital Reduction is expected to take place on 26 July 2012, although this is dependent on certain conditions to the Scheme having been satisfied by that date, including the receipt of requisite regulatory and anti-trust clearances.

Subject to the Court sanctioning the Scheme and the satisfaction of certain other outstanding conditions, it is expected that the last day for dealings in CWW Shares will be 25 July 2012 and the Scheme will become effective on 27 July 2012 (the "Effective Date").

If the Scheme becomes effective on 27 July 2012, it will be binding on all CWW Shareholders, whether or not they attended or voted in favour of the Scheme and the Special Resolution at the Meetings. Cheques in respect of cash consideration for those Scheme Shares held in certificated form will be sent by post, and the cash consideration for those Scheme Shares held in uncertificated form will be settled through CREST, in each case within 14 days after the Effective Date.

For enquiries please contact:

Vodafone Group Plc

Investor Relations

Tel: +44 (0)7919 990 230

Media Relations

Tel: +44 (0)1635 664 444

UBS (Financial adviser to Vodafone and Vodafone Group Plc)

Simon Warshaw / Jonathan Rowley / Christian Lesueur

Tel: +44 (0)20 7567 8000

Citi (Joint corporate broker to Vodafone Group Plc)

Nigel Mills / Charlie Lytle

Tel: +44 (0)20 7986 4000

J.P. Morgan Cazenove (Joint corporate broker to Vodafone Group Plc)

Laurence Hollingworth / Andrew Hodgkin

Tel: +44 (0)20 7742 4000

Cable & Wireless Worldwide plc

Paul Moore, Retail Shareholder Relations

Tel: +44 (0)7794 999 815

Roy Teal, Institutional Investor Relations

Tel: +44 (0)7822 820 762

Will Cameron, Media Relations

Tel: +44 (0)7822 803 889

Barclays (Joint financial adviser to CWW)

Mark Warham / Jack Callaway / Stuart Ord

Tel: +44 (0)20 7623 2323

Rothschild (Joint financial adviser to CWW)

Nigel Higgins / Richard Murley / Jeremy Boardman

Tel: +44 (0)20 7280 5000

Deutsche Bank (Joint corporate broker to CWW)

Nick Bowers / Drew Price

Tel: +44 (0)20 7545 8000

Jefferies Hoare Govett (Joint corporate broker to CWW)

Chris Zeal / Neil Collingridge

Tel: +44 (0)20 7029 8500

FTI Consulting (PR Adviser to CWW)

John Waples / James Melville-Ross / Sophie McMillan

Tel: +44 20 7269 7100

UBS, which is authorised and regulated in the United Kingdom by the Financial Services Authority, is acting exclusively for Vodafone and Vodafone Group Plc and no one else in connection with the Offer and this announcement and will not be responsible to anyone other than Vodafone and Vodafone Group Plc for providing the protections afforded to clients of UBS or for providing advice in connection with the Offer or any matter or arrangement referred to herein.

Citi, which is authorised and regulated in the United Kingdom by the Financial Services Authority, is acting exclusively as corporate broker to Vodafone Group Plc and no one else in connection with the Offer and this announcement and accordingly, Citi will not be responsible to anyone other than Vodafone Group Plc for providing advice in connection with the Offer or any matter referred to herein and no-one other than Vodafone Group Plc will benefit from the protections afforded to clients of Citi.

J.P. Morgan Limited, which conducts its UK investment banking business as J.P. Morgan Cazenove and is authorised and regulated in the United Kingdom by the Financial Services Authority, is acting exclusively as corporate broker to Vodafone Group Plc and no one else in connection with the Offer and this announcement and will not be responsible to anyone other than Vodafone Group Plc for providing the protections afforded to its clients or for providing advice in connection with the Offer or any matter or arrangement referred to herein.

Barclays, which is authorised and regulated in the United Kingdom by the Financial Services Authority, is acting exclusively for CWW and no one else in connection with the Offer and other matters referred to in this announcement and will not be responsible to anyone other than CWW for providing the protections afforded to clients of Barclays or for providing advice in connection with the Offer or any matter or arrangement referred to herein.

Rothschild, which is authorised and regulated in the United Kingdom by the Financial Services Authority, is acting exclusively for CWW and no one else in connection with the Offer and this announcement and will not be responsible to anyone other than CWW for providing the protections afforded to clients of Rothschild or for providing advice in connection with the Offer or any matter or arrangement referred to herein.

Deutsche Bank is authorised under German Banking Law (competent authority: BaFin – Federal Financial Supervisory Authority) and authorised and subject to limited regulation by the UK Financial Services Authority. Details about the extent of Deutsche Bank's authorisation and regulation by the UK Financial Services Authority are available on request. Deutsche Bank is acting exclusively as corporate broker to CWW and no one else in connection with the contents of these materials and will not be responsible to anyone other than CWW for providing the protections afforded to clients of Deutsche Bank nor for providing advice in relation to any matter or arrangement referred to herein.

Jefferies Hoare Govett, a division of Jefferies International Limited, which is authorised and regulated in the United Kingdom by the Financial Services Authority, is acting exclusively for CWW and no one else in connection with the Offer and this announcement and will not be responsible to anyone other than CWW for providing the protections afforded to clients of Jefferies Hoare Govett or for providing advice in connection with the Offer or any matter or arrangement referred to herein.

The release, publication or distribution of this announcement in certain jurisdictions may be restricted by law and the availability of the Offer to CWW Shareholders who are not resident in the United Kingdom may be affected by the laws of the relevant jurisdictions in which they are resident. Persons who are not resident in the United Kingdom or who are subject to other jurisdictions should inform themselves of, and observe, any applicable requirements. This announcement does not constitute an offer or an invitation to purchase or subscribe for any securities or a solicitation of an offer to buy any securities pursuant to the announcement or otherwise in any jurisdiction in which such offer or solicitation is unlawful. This announcement has been prepared for the purpose of complying with English law and the Takeover Code, and the information disclosed may not be the same as that which would have been disclosed if this announcement had been prepared in accordance with the laws of jurisdictions outside the UK.

The Offer relates to shares of an English company and is proposed to be effected by means of a scheme of arrangement under the laws of England and Wales. The scheme of arrangement will relate to the shares of an English company i.e. a "foreign private issuer" as defined under rule 3b-4 under the US Securities Exchange Act of 1934, as amended (the

"Exchange Act"). A transaction effected by means of a scheme of arrangement is not subject to proxy solicitation or tender offer rules under the Exchange Act. Accordingly, the Offer is subject to the disclosure requirements, rules and practices applicable in the United Kingdom to schemes of arrangement, which differ from the requirements of US proxy solicitation and tender offer rules. Financial information included in the relevant documentation will have been prepared in accordance with accounting standards applicable to the UK that may not be comparable to the financial statements of US companies.

Unless otherwise stated, all references to time in this announcement are to London time. The dates in this announcement are indicative only. These dates depend, amongst other things, on the date upon which the Court sanctions the Scheme, the date on which the Court Order is delivered to the Registrar and whether the Conditions are satisfied or, if capable of waiver, waived. Further announcements will be made in due course.

A copy of this announcement will be available at www.cw.com. The content of the website referred to in this announcement is not incorporated into and does not form part of this announcement.

Capitalised terms used and not otherwise defined in this announcement have the meanings ascribed to them in Scheme Document sent to shareholders of CWW dated 21 May 2012.

A copy of the Special Resolution will be submitted to the National Storage Mechanism and will shortly be available for inspection at: www.Hemscott.com/nsm.do. The Special Resolution will also be available to view on the Company's website at www.cw.com. The content of the website referred to in this announcement is not incorporated into and does not form part of this announcement.

Disclosure requirements of the Takeover Code (the "Code")

Under Rule 8.3(a) of the Code, any person who is interested in 1% or more of any class of relevant securities of an offeree company or of any paper offeror (being any offeror other than an offeror in respect of which it has been announced that its offer is, or is likely to be, solely in cash) must make an Opening Position Disclosure following the commencement of the offer period and, if later, following the announcement in which any paper offeror is first identified. An Opening Position Disclosure must contain details of the person's interests and short positions in, and rights to subscribe for, any relevant securities of each of (i) the offeree company and (ii) any paper offeror(s). An Opening Position Disclosure by a person to whom Rule 8.3(a) applies must be made by no later than 3.30 pm (London time) on the 10th business day following the commencement of the offer period and, if appropriate, by no later than 3.30 pm (London time) on the 10th business day following the announcement in which any paper offeror is first identified. Relevant persons who deal in the relevant securities of the offeree company or of a paper offeror prior to the deadline for making an Opening Position Disclosure must instead make a Dealing Disclosure.

Under Rule 8.3(b) of the Code, any person who is, or becomes, interested in 1% or more of any class of relevant securities of the offeree company or of any paper offeror must make a Dealing Disclosure if the person deals in any relevant securities of the offeree company or of any paper offeror. A Dealing Disclosure must contain details of the dealing concerned and of the person's interests and short positions in, and rights to subscribe for, any relevant securities of each of (i) the offeree company and (ii) any paper offeror, save to the extent that these details have previously been disclosed under Rule 8. A Dealing Disclosure by a person to whom Rule 8.3(b) applies must be made by no later than 3.30 pm (London time) on the business day following the date of the relevant dealing.

If two or more persons act together pursuant to an agreement or understanding, whether formal or informal, to acquire or control an interest in relevant securities of an offeree company or a paper offeror, they will be deemed to be a single person for the purpose of Rule 8.3.

Opening Position Disclosures must also be made by the offeree company and by any offeror and Dealing Disclosures must also be made by the offeree company, by any offeror and by any persons acting in concert with any of them (see Rules 8.1, 8.2 and 8.4).

Details of the offeree and offeror companies in respect of whose relevant securities Opening Position Disclosures and Dealing Disclosures must be made can be found in the Disclosure Table on the Takeover Panel's website at www.thetakeoverpanel.org.uk, including details of the number of relevant securities in issue, when the offer period commenced and when any offeror was first identified. You should contact the Panel's Market Surveillance Unit on +44 (0)20 7638 0129 if you are in any doubt as to whether you are required to make an Opening Position Disclosure or a Dealing Disclosure.