

**Attendance Card
Court Meeting**

Signature:

Shareholder Reference Number:

Travel Information for Meeting Venue:

The offices of J.P. Morgan, 60 Victoria Embankment, London, EC4Y OJP.

By underground: Blackfriars Underground (access is provided by the circle and district underground lines) and Blackfriars mainline station are both a short walk away.

By rail: The closest station is London Blackfriars North Entrance (Thames link train service).

By bus: Buses 45, 63 and 388 stop near to Blackfriars station, which is a short walk away from the meeting venue.

For wheelchair access, please access the offices of J.P. Morgan from the entrance on John Carpenter Street.

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**Proxy Form
Court Meeting**

Please read the notice of the Court Meeting and the explanatory notes below before completing this form.

By an order dated 22 March 2016 made in the matter of Cable & Wireless Communications Plc (the "Company"), the Court has granted permission for a meeting of the Scheme Shareholders (as defined in the scheme document of the Company dated 22 March 2016 (the "Scheme Document")) to be convened for the purpose of considering and, if thought fit, approving (with or without modification) a scheme of arrangement pursuant to Part 26 of the Companies Act 2006 (the "Scheme") between the Company and the Scheme Shareholders and that such court meeting shall be held at the offices of **J.P. Morgan, 60 Victoria Embankment, London, EC4Y OJP** on 28 April 2016 at 11.00 a.m. (London time) (the "Court Meeting") at which place and time all Scheme Shareholders are requested to attend.

Voting ID

Task ID

Shareholder

Reference Number

3527-061-S

Please use a **black** pen. Mark with an X inside the box as shown in this example. JW6, being a holder of Scheme Shares of the Company entitled to attend, speak and vote at the Court Meeting, hereby appoints the Chairman of the Court Meeting or the following person as my/our proxy to attend, speak and vote for me/us on my/our behalf over the following number of Scheme Shares:

Name of Proxy:

Number of Scheme Shares:

at the Court Meeting, and any adjournment thereof, and to vote for me/us and in my/our name for the Scheme or against the Scheme (with or without any changes, as my/our proxy may approve) as indicated below.

Note 1: If you do not wish to appoint the Chairman of the Court Meeting as your proxy, add in block capitals the name of your chosen proxy in the empty box above. Please leave the box empty if you wish to appoint the Chairman of the Court Meeting as your proxy.

Note 2: Please leave the box empty if you wish to appoint a proxy in relation to all of your Scheme Shares.

Tick box if one of a multiple proxy appointment.

For the appointment of one or more proxy, please refer to explanatory note 6.

IMPORTANT: If you wish to vote for the Scheme, sign your name in the box marked "FOR the Scheme". If you wish to vote against the Scheme, sign your name in the box marked "AGAINST the Scheme". Only insert your signature once. If you sign both boxes, or if you do not sign in either box, then this Proxy Form will be invalid. Joint shareholders should refer to note 7 below.

FOR the Scheme:

AGAINST the Scheme:

Date:

Please detach this portion of the Proxy Form before posting. You can submit your proxy electronically at www.sharevote.co.uk using the Voting ID, Task ID and Shareholder Reference Number given above.

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Notes to the Form of Proxy

1. A shareholder entitled to attend and vote at the Court Meeting is entitled to appoint another person as his proxy to exercise all or any of his rights to attend, speak and vote at the Court Meeting. A shareholder may appoint more than one proxy in relation to the Court Meeting provided that each proxy is appointed to exercise the rights attached to a different share or shares held by that shareholder. Proxies need not be shareholders of the Company. Any proxy appointed pursuant to this Proxy Form will vote as indicated by this Proxy Form on the Scheme. For any other business arising at the Court Meeting (including any procedural motion or resolution not listed in the notice of the Court Meeting) the proxy appointed pursuant to this Proxy Form will vote at his sole discretion.
2. This Proxy Form (i) in the case of an individual must either be signed by the appointor or his attorney, and (ii) in the case of a corporation must be either given under its common seal or be signed on its behalf by an attorney or a duly authorised officer of the corporation. Any signature on or authentication of such appointment need not be witnessed. Where an appointment of a proxy is signed on behalf of the appointor by an attorney, the power of attorney or a copy thereof certified notarially or in some other way approved by the Directors must (failing previous registration with the Company) be submitted to the Company, failing which the appointment may be treated as invalid.
3. The appointment of a proxy will not prevent a shareholder from subsequently attending and voting at the Court Meeting in person.
4. To be effective, the Proxy Form, and any power of attorney or other authority under which it is executed (or duly certified copy of any such power or authority), must either be (a) sent to the Company's Registrars, Equiniti Limited, of Aspect House, Spencer Road, Lancing, West Sussex, BN99 6DA or (b) lodged using the CREST Proxy Voting Service, in each case so as to arrive no later than 11.00 a.m. (London time) on 26 April 2016 or, if the Court Meeting is adjourned, 48 hours (excluding non-working days) before the time fixed for the adjourned Court Meeting. If the Proxy Form is not returned by the specified time, it may be handed to the Chairman of the Court Meeting or the Registrar at the Court Meeting before the start of the Court Meeting.
5. Pursuant to Regulation 41 of the Uncertificated Securities Regulations 2001, only those shareholders registered in the register of shareholders of the Company as at 6.00 p.m. (London time) on 26 April 2016 or, if the Court Meeting is adjourned, as at 6.00 p.m. (London time) on the day that is two days prior to the Court Meeting, will be entitled to attend or vote at the Court Meeting in respect of the number of shares registered in their name at that time. Changes to entries on the relevant register of shareholders after 6.00 p.m. (London time) on 26 April 2016, or, if the Court Meeting is adjourned, after 6.00 p.m. (London time) on the day that is two days prior to the Court Meeting, will be disregarded in determining the rights of any person to attend or vote at the Court Meeting.
6. If you wish to appoint more than one proxy in respect of your shareholding, photocopy the Proxy Form or contact the Company's registrars, Equiniti, by telephone on 0333 207 6379 (from within the UK) or on +44 121 415 0951 (from outside the UK) for further Proxy Forms. Calls to the 0333 207 6379 number are charged at national rates plus network extras. Lines are open from 8.30 a.m. to 5.30 p.m. (London time) Monday to Friday. Calls to the Shareholder Helpline from outside the UK will be charged at the applicable international rate. Please note that calls may be monitored or recorded and the Registrars cannot provide advice on the merits of the Scheme, nor give any financial, tax, investment or legal advice. Please ensure that all of the multiple Proxy Forms in respect of one registered holding of Shares are sent to the Company's Registrars, Equiniti Limited, of Aspect House, Spencer Road, Lancing, West Sussex, BN99 6DA.
7. In the case of joint holders, any one holder may vote. If more than one holder is present at the meeting, or purports to appoint a proxy, only the vote of, or appointment made by, the senior holder will be accepted, seniority being determined by the order in which the names appear on the register.
8. You can submit your proxy electronically at www.sharevote.co.uk and to do this you will need to use the Voting ID, Task ID and Shareholder Reference Number which are given on the Proxy Form. CREST members who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service may do so by using the procedures described in the CREST manual.
9. Subject to the Statutes, any corporation which is a shareholder can appoint one or more corporate representatives who may exercise on its behalf all of the same powers as the corporation could exercise if it were an individual shareholder provided that they do not do so in relation to the same shares.
10. If a member appoints a proxy or proxies and then decides to attend the Court Meeting in person and vote on a poll using his poll card, then the vote in person will override the proxy vote(s). If the vote in person is in respect of the member's entire holding then all proxy votes will be disregarded. If, however, the member votes at the meeting in respect of less than the member's entire holding, and the member indicates on his polling card that all proxies are to be disregarded, that shall be the case, but if the member does not specifically revoke proxies, then the vote in person will be treated in the same way as if it were the last received proxy and earlier proxies will only be disregarded to the extent that to count them would result in the number of votes being cast exceeding the member's entire holding.
11. Neither the death nor the insanity of a member who has appointed a proxy, nor the revocation or termination by a member of the appointment of a proxy (or of the authority under which the appointment was made), shall invalidate the proxy or the exercise of any of the rights of the proxy thereunder, unless notice of such death, insanity, revocation or termination shall have been either (i) received by the Company at the address specified for receipt of the Proxy Form not less than 48 hours before the commencement of the Court Meeting or adjournment thereof or (ii) handed to the Chairman of the Court Meeting or the Registrar at the Court Meeting before the start of the Court Meeting. Any alterations to this Proxy Form must be initialled by the person who signs it.

Equiniti
Aspect House
Spencer Road
LANCING
BN99 6DY

Business Reply Plus
Licence Number
RTAK-JSZB-RRBJ
