



**CABLE & WIRELESS**

Cable and Wireless plc

George Battersby  
Group HR Director  
3<sup>rd</sup> floor  
26 Red Lion Square  
London WC1R 4HQ

[www.cw.com](http://www.cw.com)

Telephone +44 (0)207 315 4166

15 January 2010

Richard Laphorne

Dear Richard

**Amendments to your Letter of Appointment**

This letter shall take effect from the date on which the scheme of arrangement between Cable & Wireless plc and the holders of scheme shares becomes effective (Scheme of Arrangement).

We refer to your letter of appointment dated 6 June 2007 with Cable and Wireless plc (the "Company").

This letter contains new terms of employment ("New Terms") which will amend the terms of employment contained in your current letter of appointment:

1. On the Scheme of Arrangement becoming effective, references to your appointment as Director and Chairman of Cable and Wireless plc shall refer also to your appointment as Director and Chairman of CWC TopCo. In Clauses 1 and 4 (b), Company shall refer to Cable and Wireless plc and CWC TopCo.
2. On the demerger of the White group becoming effective, references to your appointment as Director and Chairman of Cable & Wireless plc and CWC TopCo shall refer to your appointment as Director of Cable & Wireless plc and Director and Chairman of CWC TopCo. In Clauses 1 and 4 (b), Company shall refer to CWC TopCo.
3. Clause 1(c)(iii) shall be deleted.
4. The following sentence shall be added to Clause 2:  
"The Company shall provide you with an office and secretarial support at the Company's head office."

For the avoidance of doubt, to the extent that your service agreement is inconsistent with the New Terms, the New Terms shall supersede it.

No person other than a party to this agreement, CWC TopCo, and their respective successors and permitted assigns, shall have any rights to enforce any term of this agreement.

This letter is governed by English law.

Cable and Wireless plc  
Registered number 238525, England  
Registered office  
3<sup>rd</sup> floor, 26 Red Lion Square  
London WC1R 4HQ


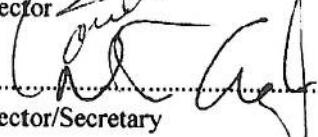
Please confirm your agreement to the terms of the foregoing by signing, dating and returning to us the attached duplicate of this letter as a deed where shown below.

Yours sincerely,



Executed as a deed by the parties or their duly authorised representatives and delivered by each party on the date which **Richard Lapthorne** executes this letter as a deed.

Executed as a deed by  
**Cable and Wireless Plc**  
acting by two directors or by a director and its  
secretary

) .....  
) Director   
) .....  
) Director/Secretary 

Executed as a deed by **Richard Lapthorne**

in the presence of



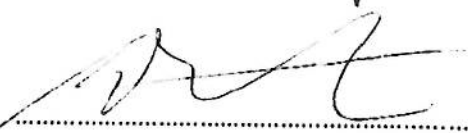
Signature of witness

Name *Mr. Pitts* .....

Address *The Old Schoolhouse* .....

*Belgrave Square Rd*  
*Swinton 1176 6 QX*

Date of execution and delivery by **Richard Lapthorne**

) .....  
)   
) .....

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