

CABLE & WIRELESS (BARBADOS) LIMITED
CORPORATE GOVERNANCE COMMITTEE CHARTER

I PURPOSE

- 1.1 The Corporate Governance Committee shall ensure that the Board and its sub-committees are provided with and/or maintain appropriate frameworks to encourage and enhance the elements of good governance, transparency and accountability in their conduct of the Company's affairs.

2 MEMBERSHIP

- 2.1 The Corporate Governance Committee shall be appointed by the Board and will comprise at least two Non-Executive Directors of the Company and shall not include the Managing Director/Chief Executive Officer or other executive directors.
- 2.2 The Corporate Governance Committee members shall be free from any business or other relationship which could interfere with the exercise of their independent judgment.
- 2.3 The Board shall confirm the Chairman of the Corporate Governance Committee and determine the period for which he/she will hold office. In the absence of the Corporate Governance Committee Chair and/or an appointed deputy, the remaining members present shall elect one of themselves to chair the meeting.
- 2.4 The members of the Corporate Governance Committee will serve at the discretion of the Board and may be removed by the Board.

3 SECRETARY

- 3.1 The Secretary of the Company shall act as Secretary of the Corporate Governance Committee unless the Committee determines otherwise.

4 QUORUM

- 4.1 The quorum necessary for the transaction of business shall be the majority of members present. A duly convened meeting of the Corporate Governance Committee at which a quorum is present shall be competent to exercise all or any of the authorities, powers and discretions vested in or exercisable by the Committee.

5 MEETINGS

- 5.1 The Corporate Governance Committee shall meet at least twice per year.

- 5.2 Meetings of the Corporate Governance Committee shall be convened by the Secretary of the Committee at the request of the Chairman or any member thereof.
- 5.3 Other non-executive Directors who are not members of the Corporate Governance Committee shall be notified of all formal meetings of the Corporate Governance Committee and shall have the right to attend if they so desire. Other members of the Board, at the discretion of the Chairman, may also attend meetings of the Corporate Governance Committee.
- 5.4 Unless otherwise agreed, notice of each meeting confirming the venue, time and date together with an agenda of items to be discussed, shall be forwarded to each member of the Corporate Governance Committee and other person required to attend no fewer than three (3) working days prior to the date of the meeting. The members of the Committee can waive this requirement if all consent.
- 5.5 The Secretary shall minute the proceedings and resolutions of all Corporate Governance Committee meetings, including the names of those present and in attendance.
- 5.6 Minutes of the Corporate Governance Committee shall be circulated to all its members as soon as practical after meetings and tabled for approval at the next subsequent meeting.

6 ANNUAL MEETINGS

- 6.1 The Chair of the Corporate Governance Committee shall attend the Company's Annual Meeting and be prepared to respond to any shareholders' questions on the Committee's activities.

7 DUTIES

The Corporate Governance Committee shall:

- 7.1 Review and advise the Board on the nomination and appointment of Directors;
- 7.2 Review Directors' competencies and skills set;
- 7.3 Ensure compliance of the Company with the Occupational Benefits & Pensions Act.
- 7.4 Review the corporate goals and objectives relevant to the Managing Director/CEO, evaluating the Managing Director/CEO performance in light of those corporate goals and objectives, and making recommendations to the Board based on this evaluation.
- 7.5 Evaluate the Corporate Governance Committee's performance annually.

8 REPORTING RESPONSIBILITIES

- 8.1 The Corporate Governance Committee Chair shall, as soon as reasonably practical after each meeting of the Committee, report formally to the Board on its proceedings. Unless expressly otherwise agreed by the Committee, a report tendered as an Agenda item at the Board meeting next held after a meeting of the Committee shall be deemed reasonable performance of this responsibility.
- 8.2 The Corporate Governance Committee shall make whatever recommendations to the Board it deems appropriate on any area within its remit where action or improvement is needed.
- 8.3 The Corporate Governance Committee shall produce, for approval by the Board, an annual report on the Company's Corporate Governance Policy and procedures and the Committee's activities during the year, which will form part of the Company's Annual Report.

9 AUTHORITY

- 9.1 The Corporate Governance Committee is authorised by the Board of Directors to seek any information it requires from any employee of the Company in order to perform its duties. In connection with its duties, the Corporate Governance Committee is authorized by the Board of Directors to obtain at the Company's expense, any independent legal or other professional advice, including the advice of independent consultants, to secure the attendance of external advisers at its meetings if it considers this necessary, and to obtain reliable and up to date information about corporate governance practices in other companies. The

Committee Membership

The members of the Committee are:

Sir Allan Fields, KCMG – Chairman

Mr. Donald Austin - Director