

## **FORM OF ACCEPTANCE & TRANSFER**

*For use by stockholders of CABLE & WIRELESS JAMAICA LIMITED (“CWJ”) who wish to accept the offer made by CWC CALA HOLDINGS LIMITED (“CALA”) to purchase their registered ordinary stock units in CWJ.*

**THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION. It should be read in conjunction with the accompanying offer document dated 28<sup>th</sup> day of December, 2017 (“the Offer Circular”). If you are in doubt as to the action you should take, you are advised to consult a licensed securities dealer, licensed investment advisor, accountant, attorney-at-law or other independent professional advisor. Definitions set out in the Offer Circular have the same meanings in this Form of Acceptance and Transfer.**

***THE OFFER TO WHICH THIS FORM OF ACCEPTANCE & TRANSFER RELATES IS NOT INTENDED TO BE, AND IN NO CIRCUMSTANCES SHOULD IT BE CONSTRUED TO BE, AN OFFER TO ACQUIRE, DIRECTLY OR INDIRECTLY, SHARES OF CWJ FROM ANY RESIDENT OF CANADA, THE UNITED KINGDOM, AUSTRALIA, JAPAN OR ANY TERRITORY IN WHICH DELIVERY OF THE OFFER CIRCULAR WOULD VIOLATE ITS SECURITIES LAW OR REQUIRE THE OFFEROR OR THE COMPANY TO MAKE ANY FILING WITH THE SECURITIES AND EXCHANGE COMMISSION OF THE UNITED STATES OF AMERICA OR ANY OTHER AGENCY OUTSIDE JAMAICA (THE “RESTRICTED JURISDICTIONS”). NO TENDERS MADE BY OR ON BEHALF OF RESIDENTS OF ANY RESTRICTED JURISDICTION WILL BE ACCEPTED AND TENDERING SHAREHOLDERS MUST CERTIFY THAT THEY ARE NOT RESIDENTS OF ANY RESTRICTED JURISDICTION. THE OFFER IS NOT BEING MADE TO, NOR WILL TENDERS BE ACCEPTED FROM OR ON BEHALF OF HOLDERS OF CWJ SHARES IN ANY JURISDICTION IN WHICH THE MAKING OF THE OFFER OR THE ACCEPTANCE THEREOF WOULD NOT BE IN COMPLIANCE WITH THE LAWS OF SUCH JURISDICTION.***

***THE OFFER CIRCULAR MAY BE SENT TO “US PERSONS” IN RELIANCE ON TIER 1 EXEMPTION FROM US SECURITIES LAWS. IN SUCH A CASE THE OFFER WOULD CONTINUE TO BE GOVERNED BY THE LAWS OF JAMAICA WHICH MAY DIFFER FROM UNITED STATES FEDERAL LAW OR THE LAW OF THE RELEVANT STATE IN WHICH IT IS SENT. IF AND TO THE EXTENT THAT THE OFFER TO A US PERSON BECOMES SUBJECT TO ANY US FEDERAL OR STATE LAW THE BENEFIT OR BURDEN OF SUCH LAW SHALL ONLY APPLY TO SUCH US PERSON. IF YOU ARE A US PERSON THEN ON RECEIPT OF THE OFFER CIRCULAR YOU SHOULD SEEK PROFESSIONAL ADVICE TO DETERMINE WHETHER US FEDERAL OR STATE LAW ALLOWS YOU TO TREAT WITH THE OFFER. IF IT DOES NOT THEN YOU SHOULD CONTACT YOUR LOCAL SECURITIES DEALER FORTHWITH FOR FURTHER INSTRUCTIONS.***

**If you have sold your CWJ Shares, please send this Form of Acceptance and Transfer along with the Offer Circular to the purchaser or to the securities dealer or other agent through whom the sale was effected, for transmission to the purchaser.**

### **ACTION TO BE TAKEN TO ACCEPT THE OFFER**

Please read this form, complete in the box below the number of CWJ Shares you wish to tender for sale and then sign at the foot of the Form and complete in block letters your full name and address below your signature(s) as indicated. If the box below is not completed it will be assumed that your tender is for all the CWJ Shares registered in your name.

**Box 1**

NUMBER OF CWJ SHARES TENDERED:	
NAME OF SHAREHOLDER: NAME OF SHAREHOLDER: NAME OF SHAREHOLDER: NAME OF SHAREHOLDER:	
TRN:	
NAME OF STOCKBROKER: _____	
BROKER A/C #:	
BROKER CODE:	
JCSD A/C #:	
SHARE Certificate Number(s):	
ADDRESS OF SHAREHOLDER:	
TELEPHONE NUMBER:	
EMAIL:	

TO: CWC CALA HOLDINS LIMITED.

1. I/WE, being the registered holder(s) of the number of ordinary stock units in the capital of CWJ specified above (herein "CWJ Shares"), which are not subject to any lien, charge or incumbrances, hereby irrevocably tender for your acceptance such CWJ Shares upon the terms and subject to the conditions set out in the Offer Circular dated 28<sup>th</sup> December, 2017 and I/we enclose the relevant share certificate(s) or depository statement issued by PwC Corporate Services (Jamaica) Limited ("PWCCSJ") or other document(s) of title in respect of such CWJ Shares.

2. My/Our signature(s) to this form shall constitute my/our execution of an instrument of transfer of my/our said holding of CWJ Shares to you and I/we will execute any further assurances that may be necessary in connection with such transfer.

3. I/we hereby authorise and request you to:

*Please tick appropriate box*

**Box 2**

send by post at my/our risk to me/us at the address filled in below my/our signature(s) (or as instructed otherwise in writing) a cheque in my/our favour for the purchase consideration;

**Box 3**

hold my/our cheque for collection at the office of your Registrar and Transfer Agent, PwC Corporate Services (Jamaica) Limited----- or Stock Broker -----

**Box 4**

pay the purchase consideration by wire transfer to the following local bank account to the Primary holder, i.e. person named first on the account

Name of Bank: \_\_\_\_\_

Address of Bank: \_\_\_\_\_  
\_\_\_\_\_

Account holder: \_\_\_\_\_

Account number: \_\_\_\_\_

Account Type (Savings/Chequing): \_\_\_\_\_

Transit number: \_\_\_\_\_

Please note: Any considerations of JM D\$1,000,000.00 or more will be made via wire transfer. Failure to provide valid bank account detail will therefore result in a delay in payment.

4. I/We authorise the return of my/our said certificate(s) or other document(s) of title and this form by post at my/our risk to me/us to the address given below within 21 days after the lapsing of the Offer.

5. By accepting the Offer I/we shall be deemed to make/give the representations, warranties and authorisations set out in paragraph 14 of the Offer Circular and paragraph 4 of Appendix II of the Offer Circular and to appoint any director of CWC CALA HOLDINGS LIMITED as my/our attorney to sign and deliver any further or other instrument of transfer or other document required by the Jamaica Stock Exchange or by CWJ or any other person (including any Governmental department or authority) to effect and complete the transfer of my/our CWJ Shares to you or your nominees.

Dated this \_\_\_\_\_ day of \_\_\_\_\_, 2017

First Holder

Second Holder

Signed by Shareholder: \_\_\_\_\_

\_\_\_\_\_

Name: \_\_\_\_\_  
(Please complete in block letters)

\_\_\_\_\_ (Please complete in block letters)

Address: \_\_\_\_\_  
\_\_\_\_\_

\_\_\_\_\_

JCSD A/C #: \_\_\_\_\_  
For shareholders who are registered on the JCSD

Notes:

*All joint holders must sign. A company must affix its seal or an authorised representative must sign. If there are more than two joint holders then the other joint holders should sign and complete section 5 of another Form of Acceptance and Transfer and staple both Forms together before returning them.*

*If you wish to accept the offer, this form duly completed must be forwarded, together with the relevant certificate(s) or PWCCSJ statement or other document(s) of title for your CWJ Shares to: (i) PwC Corporate Services (Jamaica) Limited, Attention: Tracy Campbell/ Karen Hall, Scotia Bank Centre, Corner Duke & Port Royal Street, Kingston; or (ii) any stockbroker in Jamaica (a list of which appears at the foot of this document) so as to arrive as soon as possible and in any event not later than **4.30 p.m. on January 31, 2018** (or such later date, if any, as may be announced). An acceptance once lodged can be withdrawn at any time before the expiration of seven (7) days from the opening date of the offer or at anytime thereafter with the Offeror's consent.*

*If prior to receipt of this form you sold or otherwise disposed of part of your CWJ Shares then you should contact any of the following person at PwC Corporate Services (Jamaica) Limited immediately:*

*Tracy Campbell  
Karen Hall*

*Tel: 1-876-922-6230  
Email: pwccs.lime@jm.pwc.com*

*Instructions for cheques in settlement of the purchase consideration to be made payable or sent otherwise than to the registered shareholders or, in the case of a joint account, to the first-named will not be accepted.*

**FORM OF DECLARATION AND INDEMNITY**

I/We \_\_\_\_\_  
of \_\_\_\_\_  
do solemnly and sincerely declare that I am/we are the registered proprietor (s) of \_\_\_\_\_  
\_\_\_\_\_ shares of \_\_\_\_\_  
each, fully paid in \_\_\_\_\_, and that the  
Certificate (s) numbered \_\_\_\_\_ in respect of the said shares has/have  
been mislaid, destroyed or lost; and that I/We have made, or caused to be made, diligent but unavailing search for the same; and  
I/We further declare that I/We have not sold, pledged, or in any other way disposed of the said shares and the same are my/our  
absolute property.

And I/We make this solemn Declaration conscientiously believing the same to be true, and by virtue of the provisions  
of the Voluntary Declarations Law.

DECLARED at

this \_\_\_\_\_ day of \_\_\_\_\_ 20\_\_\_\_

\_\_\_\_\_  
SIGNATURE OF SHAREHOLDER

Before me,

\_\_\_\_\_  
JUSTICE OF THE PEACE

\_\_\_\_\_  
SIGNATURE OF SHAREHOLDER

I/We, the above named \_\_\_\_\_ do hereby request  
\_\_\_\_\_ to issue to me/us certificate(s) of the shares  
above-mentioned, and in consideration of the Company so doing, I/We hereby, for myself, my/ourselves, our heirs, executors or  
assigns, indemnify the said Company against all claims and demands, moneys, losses, damages costs and expenses which may be  
brought against, be paid, incurred, or sustained by the said Company by reason or in consequence of the said Certificate having  
been mislaid, destroyed, or lost, or by reason or in consequence of the issuing to me/us of the said Certificate or otherwise  
however in relation thereto respectively.

I/We further undertake and agree, if the said Certificate shall hereafter be found, forthwith to deliver up the same or cause the same to be  
delivered up to \_\_\_\_\_  
their Successors and assigns without cost, fee or reward.

DATED this \_\_\_\_\_ day of \_\_\_\_\_ 20\_\_\_\_

Signed by the said \_\_\_\_\_ (Block Capitals)  
in the presence of:

\_\_\_\_\_  
(Block Capitals)

\_\_\_\_\_  
SIGNATURE OF SHAREHOLDER

SIGNATURE \_\_\_\_\_ (Witness)

ADDRESS \_\_\_\_\_

\_\_\_\_\_  
SIGNATURE OF SHAREHOLDER

OCCUPATION \_\_\_\_\_