

11 July 2012

VODAFONE EUROPE B.V
CABLE & WIRELESS GLOBAL PTE LIMITED

Attn: Herbert Smith LLP
Mr Mark Robinson

Dear Sirs,

IDA'S DECISION ON THE PROPOSED CHANGE IN OWNERSHIP IN CABLE & WIRELESS GLOBAL PTE LTD ARISING FROM THE PROPOSED CONSOLIDATION BETWEEN CABLE & WIRELESS WORLDWIDE PLC AND VODAFONE EUROPE B.V.

1. We refer to the Long Form Consolidation Application dated 25 May 2012 (the "**Consolidation Application**")¹ submitted by Cable & Wireless Global Pte Limited ("**CWG**") and Vodafone Europe B.V. ("**VEBV**") (collectively referred to herein as the "**Applicants**"), in relation to the proposed Consolidation between Cable & Wireless Worldwide PLC ("**CWW**") and VEBV.
2. CWW holds three telecommunication licenses in Singapore – CWG, Cable & Wireless Worldwide (Singapore) Pte Limited ("**CWWS**") and Cable & Wireless Regional Businesses Singapore Pte Limited ("**CWRB**"). CWG, CWWS and CWRB are herein collectively referred to as **CWW-Singapore**.
3. IDA notes that CWW-Singapore provides six distinct categories of telecommunications services in Singapore: International Managed Data services ("**IMDS**"); Terrestrial International Private Leased Circuits ("**Terrestrial IPLC**"); IP Transit; Internet Access services; Backhaul and Internet Protocol Telephony ("**IP Telephony**"). VEBV does not currently provide any telecommunication service in Singapore, and has not indicated any intention to do so in the future. Thus, from the perspective of the Singapore telecommunication market, the proposed Transaction constitutes a Non-horizontal Consolidation. IDA recognises that such Consolidations generally do not restrict competition. However, because Vodafone Group Plc ("**Vodafone**"), the parent of VEBV, may have market shares in excess of 25 percent in parts of Europe, Middle East, Africa and New Zealand telecommunications markets, IDA has carefully considered whether the

¹ Including the further clarifications on their Long Form Consolidation Application that the Applicants provided to IDA on 31 May 2012.

proposed Transaction is likely to substantially lessen competition in any Singapore telecommunication market.

4. IDA has assessed the likely impact of the proposed Consolidation on the telecommunication markets that CWW-Singapore participates in. Based on the evidence available, IDA has concluded that the proposed Consolidation is not likely to substantially lessen competition in any telecommunication market in Singapore. IDA therefore approves the Consolidation Application without conditions.
5. IDA hereby reminds CWW-Singapore to continue to abide by the requirements under the Telecom Competition Code 2012, in particular the provisions under Sub-section 8.3 of the Code where it must not accept anti-competitive preferences from the merged Vodafone-CWW entity that enables it, or is likely to enable it, to unreasonably restrict competition in any telecommunication market in Singapore.
6. The details of IDA's assessment and grounds of its decision are set out in the Explanatory Memorandum, which is enclosed for your information.
7. Should you require any clarification, please contact the undersigned via fax at 6211 2116 or via email at IDA_ILO@ida.gov.sg.

Yours faithfully,



Aileen Chia (Ms)
Deputy Director-General (Telecoms & Post)