
POWER OF ATTORNEY

The undersigned, _____ (name / corporate name), residing at _____ (address / registered office), holder of _____ (number) Class A/B shares in **Transcom WorldWide S.A.**, a Luxembourg public limited liability company (*société anonyme*) with registered office at 45, rue des Scillas, L-2529 Luxembourg, Grand Duchy of Luxembourg, and registered with the Luxembourg Trade and Companies Register under number B 59.528 ("**Transcom**") hereby gives special power of attorney, with full power of substitution, to:

_____ (the "**Attorney**"), at the occasion of the extraordinary general meeting of the shareholders of Transcom (the "**EGM**") and of the annual general meeting of the shareholders of Transcom (the "**AGM**"), to be held on 26 May 2009 starting at 3.00 p.m. CET at Château de Septfontaines, 330, rue de Rollingergrund, L-2441 Luxembourg, or on any other date or at any other time or location should the AGM and/or EGM be reconvened,

in order for the Attorney to individually under her/his sole signature represent the undersigned at the AGM and the EGM with their respective agendas, and to vote as indicated in the table below.

Agendas items	Voting instructions to the Attorney		
	By ticking this box, the undersigned authorises the Attorney to vote on all the items of the agendas of the AGM and EGM as she/he considers appropriate <div style="text-align: center;"><input type="checkbox"/></div> Otherwise please tick the boxes below as appropriate		
	Vote in favour	Vote against	Abstain from voting

Agenda of the AGM

1. Election of Chairman of the AGM.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2. Presentation of the reports of the board of directors of Transcom and of the external auditor of Transcom on (i) the annual accounts of Transcom for the financial year ended 31 December 2008 and (ii) the consolidated annual accounts for the financial year ended 31 December 2008.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3. Approval of the annual accounts and the consolidated accounts for the financial year ended 31 December	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

2008.			
4. Allocation of the results as of 31 December 2008.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5. Discharge of the liability of the members of the board of directors of Transcom for, and in connection with, the financial year ended 31 December 2008.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6. Appointment of the members of the board of directors of Transcom.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
7. Appointment of the external auditor of Transcom.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
8. Determination of the directors' fees.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
9. Approval of the procedure of the Nomination Committee of Transcom.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
10. Approval of the share repurchase plan of Transcom (the " Share Repurchase Plan ").	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
11. Miscellaneous.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Agenda of the EGM

The EGM which will be held on 26 May 2009 immediately after the AGM at Château de Septfontaines, 330, rue de Rollingergrund, L-2441 Luxembourg, in front of a Luxembourg public notary, in order to amend the articles of association of Transcom (the "**Articles**"), and with the following agenda:

1. Decision to fix the nominal value of the shares in Transcom to EUR 0.43 (forty-three cents) per each Class A and Class B share and for that purpose, reduce the value of the share capital of Transcom by an amount of two hundred fifty-one thousand eight hundred ninety-six Euro and two cents (EUR 251,896.02), without cancellation of any share and without any reimbursement to the shareholders of Transcom, so that the share capital of Transcom will amount to thirty one million four hundred ninety-seven thousand three hundred eighty-two Euro sixty-one cents (EUR 31,497,382.61), divided into thirty six millions six hundred twenty-six thousand three hundred fourteen (36,626,314) Class A voting shares, each with a nominal value of EUR 0.43 (forty-three cents) and thirty six millions six hundred twenty-three thousand four hundred thirteen (36,623,413) Class B non-voting shares, each with nominal value of EUR	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
--	--------------------------	--------------------------	--------------------------

0.43 (forty-three cents).			
<p>2. Decision to allocate the amount of two hundred fifty-one thousand eight hundred ninety-six Euro and two cents (EUR 251,896.02), resulting from the above share capital value decrease, to the foreign exchange reserve of Transcom.</p> <p>As a consequence of the above-mentioned decisions, the first and the second paragraphs of article 5 of the Articles shall read as follows:</p> <p><i>«The Company has an issued capital of thirty one million four hundred ninety-seven thousand three hundred eighty-two Euro sixty-one cents (EUR 31,497,382.61), divided into thirty six millions six hundred twenty-six thousand three hundred fourteen (36,626,314) Class A voting shares, <u>each with a nominal value of EUR 0.43 (forty-three cents)</u> and thirty six millions six hundred twenty-three thousand four hundred thirteen (36,623,413) Class B non-voting shares, <u>each with nominal value of EUR 0.43 (forty-three cents)</u> all shares being fully paid-in.</i></p> <p><i>The authorised share capital is set at six hundred fifty-two million seven hundred ninety-three thousand four hundred Euro (EUR 652,793,400) divided into eight hundred million (800,000,000) Class A voting shares and seven hundred and fifty million (750,000,000) Class B non-voting shares, <u>each with a nominal value of EUR 0.43 (forty-three cents).</u>»</i></p>	□	□	□
<p>3. Decision to amend and restate the first paragraph of article 17 of the Articles.</p> <p>As a consequence of the above mentioned decision, the first paragraph of article 17 of the Articles shall read as follows:</p> <p><i>«The annual general meeting will be held in the Grand-Duchy of Luxembourg, at the registered office of the Company or at such other place as may be specified in the notice convening the meeting <u>on the last Wednesday of May of each year, at 10 a.m.</u>»</i></p>	□	□	□
<p>4. Decision to add a new paragraph at the end of the Articles.</p> <p>As a consequence of the above mentioned decision, the latest paragraph of the Articles shall read as follows:</p>	□	□	□

<p><i>«In case of discrepancies between the English and the French text, the English version will prevail.»</i></p>			
<p>5. Decision to amend and restate the third paragraph of article 21 of the French version of the Articles in order to comply it with article 21 of the English version of the Articles.</p> <p>As a consequence of the above mentioned decision, the third paragraph of article 21 of the French version of the Articles shall read as follows:</p> <p><i>«Les actionnaires de Classe B auront droit <u>à la plus grande des valeurs entre</u> (i) un dividende préférentiel cumulatif correspondant à 0.5% de la valeur nominale comptable des actions de Classe B dans la Société et (ii) 2% du montant global des dividendes versés endéans une année.»</i></p>	□	□	□
<p>6. Decision to renew the authorised share capital in the Articles for a period ending on 26 May 2014 with authorisation to the board of directors to cancel or limit the preferential subscription rights of the shareholders.</p> <p>As a consequence, the second and the subsequent paragraphs of article 5 of the Articles shall read as follows:</p> <p><i>«The authorised share capital is set at six hundred sixty-six million five hundred thousand Euro (EUR 666,500,000) divided into eight hundred million (800,000,000) Class A voting shares and seven hundred and fifty million (750,000,000) Class B non-voting shares, each with a nominal value of EUR 0.43 (forty-three cents).</i></p> <p><i>The board of directors is authorised and empowered to:</i></p> <ul style="list-style-type: none"> - <i>realise any increase of the corporate capital within the limits of the authorised capital in one or several successive tranches, by the issuing of new shares, against payment in cash or in kind, by conversion of claims or in any other manner;</i> - <i>determine the place and date of the issue or the successive issues, the issue price, the terms and conditions of the subscription of and paying up of the new shares; and</i> 	□	□	□

<p>- <i>remove or limit the preferential subscription rights of the shareholders in case of issue of shares against payment in cash.</i></p> <p><i>This authorisation is valid for a period expiring 5 (five) years after 26 May 2009 and it may be renewed by a general meeting of shareholders for those shares of the authorised corporate capital which up to then will have not been issued by the board of directors.</i></p> <p><i>Following each increase of the corporate capital realised and duly stated in the form provided for by law, the first paragraph of Article 5 will be modified so as to reflect the actual increase; such modification will be recorded in authentic form by the board of directors or by any person duly authorised and empowered by it for this purpose.»</i></p> <p>Presentation of the special report of the board of directors of Transcom issued in accordance with Article 32-3 (5) of the law on commercial companies dated 10 August 1915, as amended (the "Law") to waive and, to the extent appropriate, cancel or limit the preferential subscription rights of the shareholders in relation to the above-mentioned authorised share capital of Transcom.</p>			
7. Miscellaneous.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

And there, for and on behalf of the undersigned:

- To vote and take in the name and on behalf of the undersigned, all the resolutions with respect to the above agendas, and to take any other resolutions which might be considered useful or necessary.
- In general to do and perform any and all acts and deeds which may be necessary or useful in the accomplishment of the present power of attorney.
- To acknowledge and approve the report of the board of directors of the Company referred to under item 6 of the agenda of the EGM and to waive the undersigned preferential subscription rights in relation to the amendment of the authorised capital clause contemplated by item 6 of the agenda of the EGM.

The undersigned authorises and empowers the Attorney to sign all deeds and documents or do all acts necessary or useful in respect of the performance of this power of attorney even though not especially indicated promising to ratify such acts and signatures if need be under this power of attorney which shall be irrevocable for a period ending on 30 September 2009.

This power of attorney is governed by, and shall be construed in accordance with, Luxembourg law. The courts of the district of Luxembourg City shall have exclusive jurisdiction to hear any dispute or controversy arising out of or in connection with this power of attorney.

Given in _____ (*place*), on ____ May 2009
