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If you have sold or transferred all of your registered holding of ordinary shares in the Company, please forward this document, together with the accompanying Form of Proxy, as soon as possible to the purchaser or transferee or to the stockbroker, bank manager or other agent through whom the sale or transfer was effected for delivery to the purchaser or transferee. If you sell or have sold only part of your holding of ordinary shares in the Company, you should retain this document and consult the bank, stockbroker or other agent through whom the sale or transfer was effected.

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# TUNGSTEN CORPORATION PLC

(the Company)

*(Registered in England and Wales with no. 07934335)*

## NOTICE OF ANNUAL GENERAL MEETING

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Notice of the Annual General Meeting of the Company to be held at the offices of Canaccord Genuity, 8th Floor, 88 Wood Street, London EC2V 7QR on Monday, 22 September 2014 at 2 p.m. is set out on pages 5 to 7 of this document and the recommendation of the Directors is set out on page 4.

A Form of Proxy for use at the Annual General Meeting is enclosed. However, a proxy may also be appointed by CREST members, by using the CREST electronic proxy appointment service. To be valid, any instrument appointing a proxy must be received by Equiniti, Aspect House, Spencer Road, Lancing, West Sussex BN99 6DA, as soon as possible, but in any event so as to arrive no later than 2 p.m. 20 September 2014. Completion and return of a Form of Proxy will not prevent members from attending and voting in person should they wish to do so.

# TUNGSTEN CORPORATION PLC

(Registered in England and Wales with no. 07934335)

## Directors

Arnold Hoevenaars, Chairman  
Edmund Truell, Chief Executive Officer  
Philip Ashdown, Executive Director  
Jeffrey Belkin, Chief Financial Officer  
Lincoln Jopp, Chief Operating Officer  
Peter Kiernan, Non-Executive Director  
Michael Spencer, Non-Executive Director  
Danny Truell, Non-Executive Director

**Registered Office**  
Pountney Hill House  
6 Laurence Pountney Hill  
London  
EC4R 0BL

Dear Shareholder,

## 2014 Annual General Meeting

### 1. Introduction

This letter accompanies the 2014 Annual Report and gives details of the business to be transacted at the Annual General Meeting of the Company. The Notice of the Annual General Meeting is given on pages 5 to 7 of this document.

### 2. Summary of the resolutions to be proposed at the Annual General Meeting

#### Resolution 1: Reports and Accounts (Ordinary Resolution)

The Directors are required to present the audited accounts and the reports of the Directors and the auditors for the financial year ended 30 April 2014 to shareholders for formal adoption at the meeting.

#### Resolutions 2 to 4: Election of Directors (Ordinary Resolution)

In accordance with the Company's Articles of Association, all directors should be subject to election by shareholders at the first annual general meeting following their appointment. Jeffrey Belkin, Philip Ashdown and Lincoln Jopp will all therefore be required to offer themselves for election at the meeting.

#### Resolutions 5 and 6: Re-election of Directors (Ordinary Resolution)

The Articles of Association of the Company require that one third of the Directors retire by rotation from office at each annual general meeting. Peter Kiernan and Michael Spencer will retire from office and offer themselves for re-election at the meeting.

Biographies of Philip Ashdown, Jeffrey Belkin, Lincoln Jopp, Peter Kiernan and Michael Spencer are set out on pages 20 and 21 of the annual report.

#### Resolution 7: Reappoint auditors (Ordinary Resolution)

The Company is required to appoint auditors at each general meeting at which accounts are laid before the Company, to hold office until the end of the next annual general meeting. This resolution proposes the re-appointment of PricewaterhouseCoopers LLP.

#### Resolution 8: Authority to set the auditors' remuneration (Ordinary Resolution)

In accordance with standard practice, this resolution gives authority to the Directors to determine the remuneration to be paid to the auditors.

#### Resolution 9 Authority to allot securities (Ordinary Resolution)

Resolution 9.1 asks shareholders to grant the Directors authority under section 551 of the Companies Act 2006 (the 2006 Act) to allot shares or grant such subscription or conversion rights as are contemplated by sections 551(1)(a) and (b) respectively of the 2006 Act up to a maximum aggregate nominal value of £146,000, being approximately one-third of the nominal value of the issued ordinary share capital of the Company as at 7 July 2014. This is the maximum permitted amount under best practice corporate governance guidelines.

Resolution 9.2 asks shareholders to grant the Directors authority to issue an additional aggregate nominal amount of up to £146,000, being an amount equal to approximately one-third of the Company's issued ordinary share capital as at 7 July 2014. This additional authority is to be applied to rights issues only and is in accordance with the recommendations of the Rights Issue Review Group and the Association of British Insurers (the ABI) and the Board considers it desirable that the Company has the maximum flexibility permitted by corporate governance guidelines in managing the Group's capital resources and responding to market developments.

The authorities granted under resolution 9 will expire at the end of the next annual general meeting.

#### **Resolution 10 Dis-application of pre-emption rights (Special Resolution)**

If the Directors wish to allot shares or other equity securities for cash or to sell any shares which the Company holds in treasury following a purchase of its own shares pursuant to the authority in resolution 11 below, the 2006 Act requires that such shares or other equity securities are offered first to existing shareholders in proportion to their existing holding. Resolution 10 dis-applies the statutory pre-emption provisions in connection with a rights issue or an open offer (but in the case of the authority granted under resolution 9.2 by way of a rights issue only) or a sale of treasury shares, to allow the Directors to make appropriate arrangements in relation to fractional entitlements or other legal or practical problems which might arise. The authority will expire at the end of the next annual general meeting of the Company.

Resolution 10 also asks shareholders to grant the Directors authority to allot equity securities or sell treasury shares for cash up to an aggregate nominal value of £21,900 (being 5 per cent. of the Company's issued ordinary share capital as at 7 July 2014) without first offering the securities to existing shareholders pro-rata to their holdings.

#### **Resolution 11 Purchase of own shares (Special Resolution)**

Resolution 11 seeks authority for the Company to make market purchases of its own ordinary shares, such authority being limited to the purchase of 10 per cent. of the ordinary shares in issue as at 7 July 2014.

The maximum price payable for the purchase by the Company of its own ordinary shares will be limited to an amount equal to the higher of (i) five per cent. above the average of the middle market quotations of the Company's ordinary shares, as derived from The London Stock Exchange Daily Official List for the five business days prior to the purchase; and (ii) the higher of the price of the last independent trade of an ordinary share and the highest current independent bid for an ordinary share as derived from the London Stock Exchange Trading System. The minimum price payable by the Company for the purchase of its own ordinary shares will be £0.00438 per share (being the amount equal to the nominal value of an ordinary share).

The Directors have no present intention of exercising the authority to purchase the Company's ordinary shares but will keep the matter under review, taking into account other investment opportunities. The authority would only be exercised if and when, in the light of market conditions prevailing at the time, they believe that the effect of such purchases will be in the best interests of shareholders generally.

Company law allows the Company to hold in treasury any shares purchased by it using its distributable profits. Such shares will remain in issue and will be capable of being re-sold by the Company or used in connection with certain of its share schemes.

At the date of this Notice the Company does not hold any treasury shares.

The authority set out in this resolution will expire at the end of the next annual general meeting.

#### **Resolution 12 Reduction of Share Premium Account (Special Resolution)**

The 2006 Act restricts the circumstances in which a company may pay dividends or return funds to its shareholders. It provides that a public company may only pay a dividend on its shares out of its accumulated distributable reserves and may only purchase its shares out of distributable reserves or out of the proceeds of a fresh issue of shares. The 2006 Act also provides limitations on the use of a company's capital reserves including its share premium account.

As at 30 April 2014, the Company had an accumulated deficit on its distributable reserves of £10,516,000 and is therefore prohibited from paying dividends or purchasing its own shares.

The Directors believe it is important that the Company be in a position to pay dividends to shareholders and to make purchases of its own shares, if it would benefit the Company to do so. The amount standing to the credit of the Company's share premium account as at 30 April 2014 was £160,127,000. In order to create distributable reserves the Company is therefore proposing to reduce the amount standing to the credit of its share premium account by £50,000,000. On the basis of the figures shown in the Company's accounts as at 30 April 2014, this will create a reserve of £50,000,000 which will be used to eliminate the accumulated deficit on the Company's profit and loss account, creating distributable reserves of £39,484,000. These distributable reserves would then be available (subject to the approval of the High Court of Justice of England and Wales (the Court) and the protection of the creditors of the Company as more particularly explained further below), for any corporate purposes which the Company may consider appropriate, including the funding of dividends and to facilitate any purchase of the Company's own shares.

The proposed reduction of the amount standing to the credit of the Company's share premium account requires the passing of a special resolution of the Company and the subsequent approval of the Court. At a General Meeting held on 10 October 2013, shareholders passed a special resolution approving the reduction of the amount standing to the credit of the Company share premium account by £50,000,000 as outlined in the Admission Document. As the Court's approval to the reduction has not yet been sought (and will not have been sought by the date of the Annual General Meeting), the Company is proposing once again to seek the approval of shareholders to the reduction of its share premium account by £50,000,000.

The reduction of the Company share premium account will not be effective until the order of the Court has been registered with the registrar of companies. In order to approve the proposed reduction, the Court will need to be satisfied that the interests of the Company's creditors will not be prejudiced as a result of the reduction. The Company will give the Court such undertakings as it is advised are appropriate for the purpose of protecting the Company's creditors at the date the reduction becomes effective.

#### **Resolution 13: Notice of General Meetings (Special Resolution)**

This resolution seeks the approval of the shareholders to reduce the notice period required for a general meeting to 14 clear days. Changes made to the 2006 Act by the Companies (Shareholders' Rights) Regulations 2009 (the Shareholders' Rights Regulations) increase the notice period required for general meetings (other than annual general meetings) to 21 days unless shareholders approve a shorter notice period, which cannot be less than 14 clear days. Annual General Meetings will continue to be held on at least 21 clear days' notice.

It is intended that the shorter notice period would not be used as a matter of routine for such meetings, but only where the flexibility is merited by the business of the meeting and is thought to be in the interests of the shareholders as a whole. The Company undertakes to meet the requirements for electronic voting under the Shareholders' Rights Regulations before calling a general meeting on 14 clear days' notice. If given, the approval will be effective until the Company's next annual general meeting, at which point it is intended that a similar resolution will be proposed.

#### **Resolution 14: Political Donations (Ordinary Resolution)**

Part 14 of the 2006 Act requires companies to seek shareholder approval for donations to, or expenditure incurred in connection with, any political party, political organisation or independent election candidate.

Although the Company does not intend (and none of its subsidiaries intend) to make donations to political parties, political organisations or to independent election candidates, within the normal meaning of that expression, the definition in the legislation of 'political donations' and 'political expenditure' can extend to bodies such as those concerned with policy review, law reform, the representation of the business community and special interest groups, which the Company might wish to support. Accordingly, the Company is seeking authority for it (and its subsidiaries) to make donations up to an aggregate amount of £50,000. The authority will expire at the end of the next annual general meeting of the Company.

### **3. Annual General Meeting and Action to be taken**

The Annual General Meeting is being convened at 2 p.m. on Monday, 22 September 2014 and will be held at the offices of Canaccord Genuity, 8th Floor, 88 Wood Street, London EC2V 7QR. The notice of Annual General Meeting is set out on pages 5 to 7 of this document.

You are asked to complete and sign the enclosed Form of Proxy and return it, together with any power of attorney or other authority under which it is signed or certified by a notary or an office copy thereof in accordance with the instructions printed on it to Equiniti, Aspect House, Spencer Road, Lancing, West Sussex BN99 6DA as soon as possible and, in any event, to arrive by no later than 2 p.m. on 20 September 2014. Alternatively, if you hold your ordinary shares in un-certificated form, you may use the CREST electronic proxy appointment service, details of which are set out in Note (iii) to the Notice of Annual General Meeting.

Completion and return of the Form of Proxy or appointment of a proxy through CREST does not prevent you from attending the Annual General Meeting and voting in person should you wish to do so.

### **4. Recommendation**

The Board believes that all of the resolutions to be put to the Annual General Meeting are in the best interests of the Company and its shareholders as a whole. Accordingly, the Board unanimously recommends that shareholders vote in favour of all of the resolutions, as the Directors intend to do in respect of their own beneficial shareholdings in the Company.

Yours sincerely

**Arnold Hoevenaars**  
Chairman

# TUNGSTEN CORPORATION PLC

(Registered in England and Wales with no. 07934335)

NOTICE is hereby given that the Annual General Meeting of Tungsten Corporation plc (the Company) will be held at the offices of Canaccord Genuity, 8th Floor, 88 Wood Street, London EC2V 7QR on Monday, 22 September 2014 at 2 p.m. (the Meeting) for the following purposes:

## ORDINARY BUSINESS

To consider and, if thought fit, to pass the following resolutions which will be proposed as ordinary resolutions:

1. To receive and adopt the Company's financial statements together with the reports thereon of the Directors and auditors for the year ended 30 April 2014
2. To elect Philip Ashdown as a Director of the Company
3. To elect Jeffrey Belkin as a Director of the Company
4. To elect Lincoln Jopp as a Director of the Company
5. To re-elect Peter Kiernan as a Director of the Company
6. To re-elect Michael Spencer as a Director of the Company
7. To re-appoint the auditors, PricewaterhouseCoopers LLP, as auditors of the Company until the conclusion of the next Annual General Meeting
8. To authorise the Directors to set the auditors' remuneration

## SPECIAL BUSINESS

To consider and, if thought fit, pass the following resolutions of which resolutions 9 and 14 will be proposed as ordinary resolutions and resolutions 10, 11, 12 and 13 will be proposed as special resolutions:

### 9. AUTHORITY TO ALLOT (ORDINARY RESOLUTION)

THAT for the purposes of section 551 Companies Act 2006 (the 2006 Act) (and so that expressions used in this resolution shall bear the same meanings as in the said section 551):

9.1 the Directors be and are generally and unconditionally authorised to exercise all powers of the Company to allot equity securities and to grant such subscription and conversion rights as are contemplated by sections 551(1)(a) and (b) of the 2006 Act respectively up to a maximum nominal amount of £146,000 during the period expiring at the end of the next annual general meeting of the Company (unless previously revoked or varied by the Company in general meeting);

9.2 the Directors be and are generally and unconditionally authorised to exercise all powers of the Company to allot equity securities (as defined in section 560 of the 2006 Act) in connection with a rights issue in favour of the holders of equity securities and any other persons entitled to participate in such issue where the equity securities respectively attributable to the interests of such holders and persons are proportionate (as nearly as maybe) to the respective number of equity securities held by them up to an aggregate nominal amount of £146,000 during the period expiring at the end of the next annual general meeting of the Company subject only to such exclusions or other arrangements as the Directors may consider necessary or expedient to deal with treasury shares, fractional entitlements, record dates or legal or practical problems under the laws or requirements of any recognised regulatory body or stock exchange in any territory; and

9.3 the Company be and is hereby authorised to make prior to the expiry of such period any offer or agreement which would or might require such securities or rights to be allotted or granted after the expiry of the said period and the Directors may allot such securities or grant such rights in pursuance of any such offer or agreement notwithstanding the expiry of the authority given by this resolution,

so that all previous authorities of the Directors pursuant to the said section 551 be and are hereby revoked.

### 10. DIS-APPLICATION OF PRE-EMPTION RIGHTS (SPECIAL RESOLUTION)

THAT, subject to the passing of resolution 9 set out in the Notice convening this Meeting, the Directors be and are empowered in accordance with section 570 of the Companies Act 2006 (the 2006 Act) to allot equity securities (as defined in section 560 of the Act) for cash pursuant to the authority conferred on them by resolution 9 and/or by way of sale of treasury shares, as if section 561(1) and sub-sections (1) – (6) of section 562 of the 2006 Act did not apply to any such allotment, provided that this power shall be limited to:

10.1 the allotment of equity securities and the sale of treasury shares in connection with an issue or offering in favour of holders of equity securities (but in the case of the authority granted under resolution 9.2 by way of a rights issue only) and any other persons entitled to participate in such issue or offering where the equity securities respectively attributable to the interests of such holders and persons are proportionate (as nearly as may be practicable) to their holdings on the record date of such allotment, subject only to such exclusions or other arrangements as the Directors may consider necessary or expedient to deal with treasury shares, fractional entitlements, record dates or legal or practical problems under the laws or requirements of any recognised regulatory body or stock exchange in any territory; and

10.2 the allotment (otherwise than pursuant to paragraph 10.1 above) of equity securities or the sale of treasury shares up to an aggregate nominal value not exceeding £21,900;

and this power, unless renewed, shall expire at the end of the next annual general meeting of the Company but shall extend to the making, before such expiry, of an offer or agreement which would or might require equity securities to be allotted or treasury shares to be sold after such expiry and the Directors may allot equity securities or sell treasury shares in pursuance of such offer or agreement as if the authority conferred hereby had not expired.

#### **11. PURCHASE OF OWN SHARES (SPECIAL RESOLUTION)**

THAT the Company be and is hereby generally and unconditionally authorised for the purpose of section 701 of the Companies Act 2006 (the 2006 Act) to make market purchases (as defined in section 693 of the 2006 Act) of ordinary shares of £0.00438 each in the capital of the Company (ordinary shares) provided that:

11.1 the maximum number of ordinary shares hereby authorised to be purchased is 10,000,000;

11.2 the minimum price (exclusive of expenses) which may be paid for such ordinary shares is £0.00438 per share, being the nominal amount thereof;

11.3 the maximum price (exclusive of expenses) which may be paid for such ordinary shares shall be an amount equal to the higher of (i) five per cent. above the average of the middle market quotations for such shares taken from The London Stock Exchange Daily Official List for the five business days immediately preceding the day on which the purchase is made and (ii) the higher of the price of the last independent trade of an ordinary share and the highest current independent bid for an ordinary share as derived from the London Stock Exchange Trading System;

11.4 the authority hereby conferred shall (unless previously renewed or revoked) expire on the earlier of the end of the next annual general meeting of the Company and the date which is 15 months after the date on which this resolution is passed; and

11.5 the Company may make a contract to purchase its own ordinary shares under the authority conferred by this resolution prior to the expiry of such authority, and such contract will or may be executed wholly or partly after the expiry of such authority, and the Company may make a purchase of its own ordinary shares in pursuance of any such contract.

#### **12. REDUCTION OF SHARE PREMIUM ACCOUNT (SPECIAL RESOLUTION)**

THAT the amount standing to the credit of the share premium account of the Company be reduced by £50,000,000.

#### **13. NOTICE FOR GENERAL MEETINGS (SPECIAL RESOLUTION)**

THAT any general meeting of the Company (other than an Annual General Meeting) may be called on not less than 14 clear days' notice.

#### **14. POLITICAL DONATIONS/EXPENDITURE (ORDINARY RESOLUTION)**

THAT, in accordance with sections 366 and 367 of the Companies Act 2006 (the 2006 Act), the Company and any company which is, or becomes, a subsidiary of the Company during the period to which this resolution relates, be and is hereby authorised to make political donations and incur political expenditure, as defined in sections 364 and 365 of the 2006 Act, not exceeding £50,000 in total during the period beginning with the date of the passing of this resolution and ending at the conclusion of the Company's next following annual general meeting.

By Order of the Board

#### **Samantha Sears**

General Counsel and Company Secretary  
7 July 2014

#### **REGISTERED OFFICE:**

Pountney Hill House  
6 Laurence Pountney Hill  
London EC4R 0BL

Notes:

(i) A member entitled to attend and vote at the Annual General Meeting convened by the above Notice is entitled to appoint a proxy to exercise all or any of the rights of the member to attend and speak and vote on his behalf. A proxy need not be a member of the Company. A member may appoint more than one proxy in relation to the Annual General Meeting, provided that each proxy is appointed to exercise the rights attached to a different share or shares held by that member. The right to appoint a proxy does not apply to any person to whom this notice is sent who is a person nominated under section 146 of the Companies Act 2006 (the 2006 Act) to enjoy information rights (a "Nominated Person").

(ii) To appoint a proxy you may:

(a) use the Form of Proxy enclosed with this Notice of Annual General Meeting. To be valid, the Form of Proxy, together with the power of attorney or other authority (if any) under which it is signed or certified by a notary or office copy of the same, must be received by post or (during normal business hours only) by hand at Equiniti, Aspect House, Spencer Road, Lancing, West Sussex BN99 6DA, in each case no later than 2 p.m. on 20 September 2014 (or in the case of an adjournment of the Annual General Meeting, not later than 48 hours before the time fixed for the holding of the adjourned meeting); or

(b) if you hold your ordinary shares in uncertificated form, use the CREST electronic proxy appointment service as described in Note (iii) below.

Completion of the Form of Proxy or appointment of a proxy through CREST will not prevent a member from attending and voting in person.

(iii) CREST members who wish to appoint a proxy or proxies by utilising the CREST electronic proxy appointment service may do so for the Annual General Meeting and any adjournment(s) thereof by utilising the procedures described in the CREST Manual. CREST personal members or other CREST sponsored members, and those CREST members who have appointed (a) voting service provider(s), should refer to their CREST sponsor or voting service provider(s), who will be able to take the appropriate action on their behalf.

In order for a proxy appointment made by means of CREST to be valid, the appropriate CREST message (a "CREST Proxy Instruction") must be properly authenticated in accordance with Euroclear UK & Ireland's specifications and must contain the information required for such instructions, as described in the CREST Manual. The message must be transmitted so as to be received by the issuer's agent (ID RA19), by 2 p.m. on 20 September 2014 (or in the case of an adjournment of the Annual General Meeting, not later than 48 hours before the time fixed for the holding of the adjourned meeting). For this purpose, the time of receipt will be taken to be the time (as determined by the timestamp applied to the message by the CREST Applications Host) from which the issuer's agent is able to retrieve the message by enquiry to CREST in the manner prescribed by CREST.

CREST members and, where applicable, their CREST sponsors or voting service providers should note that Euroclear UK & Ireland does not make available special procedures in CREST for any particular messages. Normal system timings and limitations will therefore apply in relation to the input of CREST Proxy Instructions. It is the responsibility of the CREST member concerned to take (or, if the CREST member is a CREST personal member or sponsored member or has appointed (a) voting service provider(s), to procure that his CREST sponsor or voting service provider(s) take(s) such action as shall be necessary to ensure that a message is transmitted by means of the CREST system by any particular time. In this connection, CREST members and, where applicable, their CREST sponsors or voting service providers are referred, in particular, to those sections of the CREST Manual concerning practical limitations of the CREST system and timings.

The Company may treat as invalid a CREST Proxy Instruction in the circumstances set out in Regulation 35(5) (a) of the Uncertificated Securities Regulations 2001 (as amended).

(iv) Any member or his proxy attending the Annual General Meeting has the right to ask any question at the Annual General Meeting relating to the business of the Annual General Meeting.

(v) Pursuant to Regulation 41 of the Uncertificated Securities Regulations 2001 (as amended) and section 360B of the Companies Act 2006, only those persons entered in the Register of Members of the Company (the Register) as at 6.00pm on 20 September 2014 (the Specified Time) shall be entitled to attend or vote at the AGM in respect of the number of ordinary shares in the capital of the Company registered in their names at that time. Changes to entries on the Register for certificated or uncertificated shares of the Company after the Specified Time shall be disregarded in determining the rights of any person to attend or vote at the AGM. Should the AGM be adjourned to a time not more than 48 hours after the Specified Time, that time will also apply for the purpose of determining the entitlement of members to attend and vote (and for the purpose of determining the number of votes they may cast) at the adjourned AGM. Should the AGM be adjourned for a longer period, to be so entitled, members must have been entered on the Register by 6.00pm on the day which is two business days prior to the adjourned AGM or, if the Company given notice of the adjourned AGM, at the time specified in such notice.

(vi) In the case of joint holders, the vote of the senior holder who tenders a vote whether in person or by proxy shall be accepted to the exclusion of the votes of the other joint holders and, for this purpose, seniority shall be determined by the order in which the names stand in the register of members of the Company in respect of the relevant joint holding.

(vii) Copies of all letters of appointment between the Company and its Non-executive Directors are available for inspection at the registered office of the Company during normal business hours, and will be available for inspection at the offices of Canaccord Genuity, 8th Floor, 88 Wood Street, London EC2V 7QR at least 15 minutes prior to the commencement of, and during the continuance of, the Annual General Meeting.

(viii) The information required to be published by s.311(A) of the 2006 Act (information about the contents of this notice and numbers of shares in the company and voting rights exercisable at the meeting and details of any members' statements, members' resolutions and members' items of business received after the date of this notice) may be found at [www.tungstencorporationplc.com](http://www.tungstencorporationplc.com).

(ix) A Nominated Person may under an agreement between him/her and the member who nominated him/her, have a right to be appointed (or to have someone else appointed) as a proxy entitled to attend and speak and vote at the Annual General Meeting. Nominated Persons are advised to contact the member who nominated them for further information on this and the procedure for appointing any such proxy. If a Nominated Person does not have a right to be appointed, or to have someone else appointed, as a proxy for the Annual General Meeting, or does not wish to exercise such a right, he/she may still have the right under an agreement between himself/herself and the member who nominated him/her to give instructions to the member as to the exercise of voting rights at the Annual General Meeting. Such Nominated Persons are advised to contact the members who nominated them for further information on this.

(x) To facilitate entry to the meeting, shareholders are requested to bring with them suitable evidence of their identity. Persons who are not shareholders of the Company (or their appointed proxy) will not be admitted to the AGM unless prior arrangements have been made with the Company. For security reasons, all hand luggage may be subject to examination prior to entry to the AGM. Cameras, tape recorders, laptop computers and similar equipment may not be taken into the AGM. We ask all those present at the AGM to facilitate the orderly conduct of the meeting and reserve the right, if orderly conduct is threatened by a person's behaviour, to require that person to leave.

