

This document is important and requires your immediate attention. If you are in any doubt as to the action you should take, you are recommended to seek advice from your solicitor, accountant or other independent financial adviser authorised under the Financial Services and Markets Act 2000 (as amended) if you are in the United Kingdom or, if not, from another appropriately authorised independent financial adviser.

If you have sold or transferred all of your ordinary shares of 0.005 pence each in the capital of Tri-Star Resources plc ("Company" or "Tri-Star") ("Existing Ordinary Shares"), please send this document, including the notice of general meeting and the accompanying Form of Proxy, as soon as possible to the purchaser or transferee or to the stockbroker or other agent through whom the sale or transfer was effected for onward transmission to the purchaser or transferee.



## Tri-Star Resources plc

(Incorporated and registered in England and Wales with registered number 04863813)

# PLACING, SUBSCRIPTION AND ISSUE OF LOAN NOTES TO RAISE £3.5 MILLION

and

## NOTICE OF GENERAL MEETING

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Your attention is drawn to the recommendation of the board of directors of the Company ("Board" or "Directors") which is set out in this document and which recommends that you vote in favour of the resolutions ("Resolutions") set out in the notice of General Meeting ("GM") referred to below.

The Directors, whose names appear on page 2 of this document, accept individual and collective responsibility for all the information contained in this document. To the best of the knowledge and belief of the Directors (who have taken all reasonable care to ensure that such is the case) the information contained in this document is in accordance with the facts and does not omit anything likely to affect the import of such information.

This document is not for distribution outside the United Kingdom except to the extent that it would be lawful to do so. The distribution of this document in certain jurisdictions may be restricted by law and therefore persons into whose possession this document comes should inform themselves about and observe any such restrictions.

**Notice of the General Meeting of the Company, to be held at the offices of Fladgate LLP at 16 Great Queen Street, London WC2B 5DG at 11.00 a.m. on 5 August 2015, is set out at the end of this document. To be valid, the accompanying Form of Proxy should be completed, signed and returned as soon as possible and, in any event, so as to reach the Company's registrars, Capita Asset Services, PXS, 34 Beckenham Road, Beckenham, Kent BR3 4TU by no later than 11.00 a.m. on 3 August 2015. Completion and return of a Form of Proxy will not preclude members of the Company from attending and voting at the GM should they so wish.**

# Tri-Star Resources plc

(Incorporated and registered in England and Wales with registered number 04863813)

## Directors:

Mark Wellesley-Wood (Non-executive Chairman)  
Emin Eyi (Managing Director)  
Guy Eastaugh (Chief Financial Officer)  
Ken Hight (Executive Director)  
Adrian Collins (Non-executive Director)  
Jonathan Quirk (Non-executive Director)

## Registered Office:

16 Great Queen Street  
London WC2B 5DG

20 July 2015

## Placing, Subscription and issue of Loan Notes to raise £3.5 million and Notice of General Meeting

To all holders of Existing Ordinary Shares ("Shareholders") and, for information purposes only, the holders of options or warrants over Existing Ordinary Shares

Dear Shareholder,

### 1. Introduction

Your Board announced on 20 July 2015 that the Company had conditionally raised £1.5 million (before expenses) through the placing of 1,278,000,000 new ordinary shares of 0.005 pence each in the Company ("Ordinary Shares") (the "Placing Shares") and by way of a subscription for 222,000,000 new Ordinary Shares (the "Subscription Shares") with the Company, in each case at a price of 0.10p per Ordinary Share (the "Issue Price") (the "Placing" and the "Subscription").

In addition to the Placing and the Subscription, the Company has conditionally agreed with Odey European Inc. ("OEI") to the issue of a further £2 million secured convertible bonds due in 2018 (the "Loan Notes") to OEI.

The Placing, Subscription and issue of the Loan Notes (together, the "Fundraising") are conditional on the passing of the Resolutions.

The purpose of this document is to convene the General Meeting at which the Resolutions will be proposed in order to facilitate the Fundraising. The Notice of General Meeting is set out on pages 8 and 9 of this Circular and you will find a list of capitalised words and phrases that are used in this document on pages 6 and 7.

### 2. Fundraising and use of proceeds

#### **Oman Antimony Roaster Project**

Strategic & Precious Metals Processing LLC ("SPMP") a company registered in the Sultanate of Oman and in which Tri-Star owns 40%, is proceeding to design and construct an antimony roaster and a value-added downstream antimony trioxide manufacturing facility in the Sultanate of Oman, processing its own and third party concentrates (the Oman Antimony Roaster, or "OAR").

The OAR will have the capability to treat up to 40,000 tonnes per annum of antimony concentrates and direct shipping ores to produce up to 20,000 tonnes per annum of both antimony ingots and powdered antimony at high purity for sale to end users. The feedstock is designed around antimony sulphide concentrates supplied from either Tri-Star owned deposits or from purchases of third party concentrates and ores from various international sources. When constructed, the proposed facility will be one of the first sizeable Western World antimony roasters designed to be fully compliant with modern environmental legislation, which can deliver high recoveries with relatively low energy input costs.

Negotiations continue with Tri-Star's joint venture partners and with a number of other counterparties in relation to the OAR and discussions have commenced with contractors in relation to the construction of the Roaster itself. The target remains to commence site preparation and construction of the facility during 2015 with the aim of beginning the commissioning phase by the end of 2016.

The total funding for the OAR is expected to amount to US\$70 million, comprising US\$15 million equity to be provided by the joint venture partners (of which the Company's proportion is US\$6 million), US\$40 million to be provided as a senior debt facility and a US\$15 million mezzanine loan facility from the other joint venture partners (as announced on 17 July 2015).

### **Intellectual property rights**

As announced on 5 June 2015, Tri-Star has agreed the conditional sale of certain intellectual property rights ("IPR") to SPMP, effected by way of an assignment of IPR which covers all Tri-Star's developed and proprietary intellectual property rights relating to clean antimony concentrate roasting and the related clean roasting of refractory gold.

The transaction is conditional on SPMP achieving financial close of the OAR ("Financial Close") which will be achieved by the entry by SPMP into a definitive facility agreement with respect to the debt financing of the project and other closing funding conditions as set out in the SPMP shareholders' agreement.

The consideration for the sale of IPR is up to US\$6 million in cash payable by SPMP, of which US\$2 million is payable on Financial Close; US\$2 million is payable on the receipt of certain third party reports to be delivered to SPMP relating to the commercial and technical viability of the technology as it relates to refractory gold processing and which, as announced on 17 July 2015, as the reports have now been delivered is now also anticipated to be available to offset the Company's equity commitment to OAR; and US\$2 million is payable on the commissioning of an antimony roasting pilot plant planned to be part of the overall OAR.

The net cash receipts of the sale of IPR will amount to up to US\$3.6 million (approximately £2.35 million) being the maximum sales receipts of US\$6 million less Tri-Star's associated 40% equity funding commitment to SPMP. These funds will be applied to finance Tri-Star's equity commitment to the OAR and for general corporate purposes.

### **Revision of Loan Notes terms with Odey European Inc. ("OEI")**

On 10 June 2015, Tri-Star conditionally agreed with OEI a number of important revisions to the loan note instrument governing the terms of the Loan Notes of total initial nominal value of £6 million issued to OEI in two tranches in June 2013 and August 2014.

The principal revised terms were:

- Conversion price to be fixed at £0.0020 (0.2 pence) per Ordinary Share for the remainder of the term of the Loan Notes (until June 2018); and
- That on maturity in June 2018, if a conversion notice has not been served previously, the Loan Notes will convert into Ordinary Shares at £0.0020 (0.2 pence) per Ordinary Share, removing the existing option for OEI to otherwise have the loan notes redeemed in cash in full.

The rate of interest accruing on the Loan Notes will remain unchanged (being a non-cash coupon of 15% per annum, calculated on a daily basis, and compounding half yearly). In addition, OEI will retain the option to serve a conversion notice at any time in the period to maturity of the Loan Notes in June 2018. Also, and as is presently the case, if the conversion of Loan Notes would result in OEI holding more than 29.9% of the Company's enlarged voting share capital, OEI will have the choice of either continuing to hold those Loan Notes the conversion of which would increase its holding of shares above 29.9% or to have those Loan Notes redeemed in cash.

The changes to the loan note instrument detailed above are conditional on Financial Close.

### Additional Loan Notes

As at 30 June 2015, the outstanding principal and accrued interest of the Loan Notes stood at £7.5 million.

On 20 July 2015, the Company conditionally agreed with OEI the issue of a further £2 million Loan Notes to OEI in addition to the £6 million initial nominal value of Loan Notes presently in issue. This further issue of Loan Notes is conditional on the Placing and the Subscription becoming unconditional.

All of the Loan Notes will be governed by the principal revised terms as detailed above, implementation of which is conditional on Financial Close.

### Use of proceeds

In order to achieve Financial Close, the Company is required to demonstrate to the other shareholders of SPMP and SPMP's third party debt providers that Tri-Star has access to committed funds to satisfy in full its equity contribution to SPMP.

The proceeds of the Fundraising together with the net proceeds from the sale of IPR will be used to fulfil the Company's obligations on Financial Close as well as for other general corporate purposes.

## 3. The Fundraising

It was announced on 20 July 2015 that the Company had conditionally placed 1,278,000,000 Placing Shares and 222,000,000 Subscription Shares at 0.10 pence per Ordinary Share with certain existing and new institutional and other investors to raise £1.5 million before expenses.

In addition, on 20 July 2015, the Company conditionally agreed with OEI the issue of a further £2 million Loan Notes to OEI in addition to the £6 million initial nominal value of Loan Notes issued to OEI in two tranches in June 2013 and August 2014.

The Fundraising is not being underwritten and is conditional, amongst other things, on the following:

- (i) the passing of the Resolutions;
- (ii) the Placing Agreement not being terminated prior to Admission and being otherwise unconditional in all respects; and
- (iii) Admission becoming effective on or before 8.00 a.m. on 6 August 2015 (or such later date and/or time as the Company and SP Angel may agree, being no later than 8.00 a.m. on 20 August 2015).

Certain Directors have also agreed to subscribe for New Ordinary Shares pursuant to the Placing or the Subscription. The number of New Ordinary Shares to be subscribed by each Director and their resulting shareholdings following Admission are as follows:

Director	Number of Existing Ordinary Shares	Percentage of Existing Ordinary Shares	Number of New Ordinary Shares subscribed for	Number of Ordinary Shares following Admission	Percentage of Ordinary Shares following Admission
Mark Wellesley-Wood	2,000,000	0.03	5,000,000	7,000,000	0.08
Emin Eyi	1,560,000,000	22.44	15,000,000	1,575,000,000	18.64
Guy Eastaugh	6,695,243	0.10	-	6,695,243	0.08
Ken Hight	21,663,774	0.31	-	21,663,774	0.26
Adrian Collins	23,245,800	0.33	5,000,000	28,245,800	0.33
Jonathan Quirk	3,500,000	0.05	10,000,000	13,500,000	0.16
<b>Total</b>	<b>1,617,104,817</b>	<b>23.26</b>	<b>35,000,000</b>	<b>1,652,104,817</b>	<b>19.55</b>

The New Ordinary Shares being issued pursuant to the Placing and the Subscription will represent 17.74% of the Company's enlarged issued share capital following Admission.

Application will be made to the London Stock Exchange for the New Ordinary Shares to be admitted to trading on AIM. It is expected that such Admission will become effective and that dealings will commence at 8.00 a.m. on 6 August 2015.

Following Admission, the Company will have 8,451,244,676 Ordinary Shares in issue.

#### 4. General Meeting

As matters currently stand, the Directors have limited authority from shareholders to issue Ordinary Shares for cash on a non-pre-emptive basis in order to effect equity financings. Accordingly, authority is being sought for the Company to issue such number of new Ordinary Shares (or securities convertible into new Ordinary Shares) in order for the Fundraising to be completed.

**If the Resolutions are not approved and/or the Company is unable to finalise an appropriate funding package for whatever reason, the Company may not be able to fund its equity share of the OAR. In such circumstances, the Board would need to consider completely re-appraising its overall corporate strategy.**

A notice of GM is set out at the end of this document convening the GM to be held at the offices of Fladgate LLP at 16 Great Queen Street, London WC2B 5DG at 11.00 a.m. on 5 August 2015. The Resolutions to be proposed at the GM are as follows:

- Resolution 1 is an ordinary resolution to authorise the Directors to allot equity securities in connection with the Fundraising with an aggregate nominal value up to £151,100; and
- Resolution 2 is a special resolution to dis-apply statutory pre-emption rights to authorise the Directors to allot equity securities in connection with the Fundraising for cash with an aggregate nominal value up to £151,100.

#### 5. Action to be taken

A Form of Proxy is enclosed for use in connection with the GM. Whether or not you intend to be present at the GM, you are requested to complete, sign and return the Form of Proxy to Capita Asset Services at PXS, 34 Beckenham Road, Beckenham, Kent BR3 4TU as soon as possible and in any event so as to arrive not later than 11.00 a.m. on 3 August 2015. The completion and return of a Form of Proxy will not preclude you from attending the GM and voting in person should you subsequently wish to do so.

#### 6. Recommendation

**The Directors believe that the Fundraising is in the interests of the Company and Shareholders as a whole and accordingly recommend that Shareholders vote in favour of the Resolutions, as they intend to do so in respect of their aggregate holding of 1,617,104,817 Existing Ordinary Shares, representing approximately 23.26 per cent. of the issued ordinary share capital of the Company.**

Yours faithfully

**Mark Wellesley-Wood**  
Non-executive Chairman

## Definitions

<b>"Admission"</b>	admission of the New Ordinary Shares to trading on AIM becoming effective in accordance with Rule 6 of the AIM Rules for Companies;
<b>"AIM"</b>	AIM, a market operated by the London Stock Exchange;
<b>"AIM Rules"</b>	together, the AIM Rules for Companies and the AIM Rules for Nominated Advisers;
<b>"AIM Rules for Companies"</b>	the rules for AIM companies published by the London Stock Exchange;
<b>"AIM Rules for Nominated Advisers"</b>	the rules for nominated advisers to AIM companies published by the London Stock Exchange;
<b>"Articles" or "Articles of Association"</b>	the articles of association of the Company as at the date of publication of this Circular;
<b>"Board" or "Directors"</b>	the directors of the Company as at the date of this document whose names are set out on page 2;
<b>"Circular"</b>	this document;
<b>"Companies Act"</b>	the Companies Act 2006, as amended;
<b>"Company" or "Tri-Star"</b>	Tri-Star Resources plc;
<b>"CREST"</b>	the UK based central securities depository operated by Euroclear;
<b>"Existing Ordinary Shares"</b>	the ordinary shares of 0.005 pence each in the capital of the Company in issue as at the date of this document;
<b>"Form of Proxy"</b>	the form of proxy relating to the General Meeting being sent to shareholders with the Circular;
<b>"Fundraising"</b>	together, the Placing, the Subscription and the issue of Loan Notes;
<b>"General Meeting" or "GM"</b>	the general meeting of the Company convened for 11.00 a.m. on 5 August 2015 (or any adjournment of it), notice of which is set out at the end of this document;
<b>"Issue Price"</b>	0.10 pence per New Ordinary Share;
<b>"Loan Notes"</b>	the secured, convertible bonds issued by the Company due in 2018;
<b>"London Stock Exchange"</b>	London Stock Exchange plc;
<b>"New Ordinary Shares"</b>	together, the Placing Shares and the Subscription Shares;
<b>"Notice of General Meeting" or "Notice"</b>	the notice of General Meeting set out at the end of this document;

<b>"Ordinary Shares"</b>	the ordinary shares of 0.005 pence each in the Company;
<b>"Placing"</b>	the conditional placing by SP Angel on behalf of the Company of the Placing Shares pursuant to the Placing Agreement;
<b>"Placing Agreement"</b>	the conditional agreement dated 20 July 2015 between the Company (1) and SP Angel (2) relating to the Placing and the Subscription;
<b>"Placing Shares"</b>	the 1,278,000,000 new ordinary shares of 0.005 pence each in the capital of the Company;
<b>"SP Angel"</b>	SP Angel Corporate Finance LLP, the Company's nominated adviser and broker;
<b>"SPMP"</b>	Strategic & Precious Metals Processing LLC a company registered in the Sultanate of Oman and in which Tri-Star owns 40%;
<b>"Subscription"</b>	the subscription for the Subscription Shares at the Issue Price on the terms and conditions set out in the Subscription Agreements;
<b>"Subscription Agreements"</b>	the subscription agreements dated 20 July 2015 between the Company and certain investors to subscribe for the Subscription Shares, conditional on the Placing Agreement becoming unconditional;
<b>"Subscription Shares"</b>	the 222,000,000 new ordinary shares of 0.005 pence each in the capital of the Company; and
<b>"UK" or "United Kingdom"</b>	the United Kingdom of Great Britain and Northern Ireland.

# Notice of General Meeting

## Tri-Star Resources plc

("Company")

(Incorporated and registered in England and Wales with registered number 04863813)

Notice is given that a general meeting of the members of the Company will be held at the offices of Fladgate LLP, 16 Great Queen Street, London, WC2B 5DG, England at 11.00 a.m. on 5 August 2015 for the purpose of considering, and, if thought fit, passing the following resolutions.

Resolution 1 will be proposed as an ordinary resolution and resolution 2 will be proposed as a special resolution.

### Ordinary resolution

#### Resolution 1

That, in connection with the Fundraising (as defined in the Company's circular to shareholders dated 20 July 2015):

- 1.1 the Directors be generally and unconditionally authorised to allot Relevant Securities (as defined below) up to an aggregate nominal amount of £151,100;
- 1.2 this authority will, unless renewed, varied or revoked by the Company, expire on 5 August 2016 or, if earlier, the date of the next annual general meeting of the Company but the Company may, before such expiry, make offers or agreements which would or might require Relevant Securities to be allotted after such expiry and the Directors may allot Relevant Securities in pursuance of such offer or agreement notwithstanding that the authority conferred by this resolution has expired;
- 1.3 this resolution revokes and replaces all unexercised authorities previously granted to the Directors to allot Relevant Securities, but without prejudice to the authority granted at the Company's annual general meeting held on 25 June 2015, and without prejudice to any allotment of shares or grant of rights already made, offered or agreed to be made pursuant to such authorities (including without prejudice to the authorities granted in respect of the conversion of loan notes issued by the Company prior to the date of this resolution);
- 1.4 in this resolution, **Relevant Securities** means:
  - 1.4.1 shares in the Company other than shares allotted pursuant to:
    - 1.4.1.1 an employee share scheme (as defined by section 1166 Companies Act 2006);
    - 1.4.1.2 a right to subscribe for shares in the Company where the grant of the right itself constituted a Relevant Security; or
    - 1.4.1.3 a right to convert securities into shares in the Company where the grant of the right itself constituted a Relevant Security; and
  - 1.4.2 any right to subscribe for or to convert any security into shares in the Company other than rights to subscribe for or convert any security into shares allotted pursuant to an employee share scheme. References to the allotment of Relevant Securities in this resolution include the grant of such rights.

## Special resolution

### Resolution 2

2. That, subject to the passing of resolution 1:
  - 2.1 the Directors be given the general power to allot equity securities (as defined by section 560 Companies Act 2006) for cash, pursuant to the authority conferred by resolution 1, as if section 561(1) Companies Act 2006 did not apply to any such allotment. This power is limited to: the allotment of equity securities up to an aggregate nominal amount of £151,100 in connection with the Fundraising;
  - 2.2 the power granted by this resolution will expire on 5 August 2016 or, if earlier, the conclusion of the Company's next annual general meeting (unless renewed, varied or revoked by the Company prior to or on such date) except that the Company may, before such expiry, make offers or agreements which would or might require equity securities to be allotted after such expiry and the Directors may allot equity securities pursuant to any such offer or agreement notwithstanding that the power conferred by this resolution has expired; and
  - 2.3 this resolution revokes and replaces all unexercised powers previously granted to the Directors to allot equity securities as if section 561(1) Companies Act 2006 did not apply but without prejudice to the authority granted at the Company's annual general meeting held on 25 June 2015 and without prejudice to any allotment of equity securities already made, offered or agreed to be made pursuant to such authorities (including without prejudice to the authorities granted in respect of the conversion of loan notes issued by the Company prior to the date of this resolution).

By order of the board

#### **Kitwell Consultants Limited**

Company Secretary

Registered office:  
16 Great Queen Street,  
London WC2B 5DG

Date: 20 July 2015

## Notes

### Appointment of proxies

1. As a member of the Company, you are entitled to appoint a proxy to exercise all or any of your rights to attend, speak and vote at the meeting and you should have received a proxy form with this notice of meeting. You can only appoint a proxy using the procedures set out in these notes and the notes to the proxy form.
2. A proxy does not need to be a member of the Company but must attend the meeting to represent you. Details of how to appoint the chairman of the meeting or another person as your proxy using the proxy form are set out in the notes to the proxy form. If you wish your proxy to speak on your behalf at the meeting you must appoint your own choice of proxy (not the chairman) and give your instructions directly to the relevant person.
3. You may appoint more than one proxy provided that each proxy is appointed to exercise rights attached to different shares. You may not appoint more than one proxy to exercise rights attached to any one share. To appoint more than one proxy, you must complete a separate proxy form for each proxy and specify against the proxy's name the number of shares over which the proxy has rights. If you are in any doubt as to the procedure to be followed for the purpose of appointing more than one proxy you must contact the Company's registrars, Capita Asset Services, PXS, 34 Beckenham Road, Beckenham, Kent BR3 4TU. If you fail to specify the number of shares to which each proxy relates, or specify a number of shares greater than that held by you on the record date, proxy appointments will be invalid.
4. If you do not indicate to your proxy how to vote on any resolution, your proxy will vote or abstain from voting at his discretion. Your proxy will vote (or abstain from voting) as he thinks fit in relation to any other matter which is put before the meeting. A vote withheld is not a vote in law, which means that the vote will not be counted in the calculation of votes for or against a resolution.
5. The notes to the proxy form explain how to direct your proxy how to vote on each resolution or withhold his vote.

### Appointment of a proxy using the hard copy proxy form

6. To appoint a proxy using the proxy form, it must be
  - (a) completed and signed;
  - (b) sent or delivered to the Company's registrars, Capita Asset Services, PXS, 34 Beckenham Road, Beckenham, Kent BR3 4TU; and
  - (c) received by the Company's registrars no later than 11.00 a.m. on 3 August 2015.
7. In the case of a member which is a company, the proxy form must be executed under its common seal or signed on its behalf by an officer of the company or an attorney for the company.
8. Any power of attorney or any other authority under which the proxy form is signed (or a duly certified copy of such power or authority) must be included with the proxy form.
9. The Company, pursuant to regulation 41 of The Uncertificated Securities Regulations 2001, specifies that only those ordinary shareholders registered in the register of members of the Company by 6:00 p.m. on 3 August 2015 will be entitled to attend or vote at the meeting in respect of the number of Ordinary Shares registered in their name at that time. Changes to entries on the relevant register of securities after 6:00 p.m. on 3 August 2015 will be disregarded in determining the rights of any person to attend or vote at the meeting.

### Appointment of proxies through CREST

10. CREST members who wish to appoint a proxy or proxies by utilising the CREST electronic proxy appointment service may do so for the meeting and any adjournment(s) by using 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.

11. 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 Limited's (EUI) 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: RA10) by 11:00 a.m. on 3 August 2015. 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.
12. CREST members and, where applicable, their CREST sponsors or voting service providers should note that EUI 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 is 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.
13. 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.

#### **Appointment of proxy by joint members**

14. In the case of joint holders of shares, where more than one of the joint holders purports to appoint a proxy, only the appointment submitted by the most senior holder (being the first named holder in respect of the shares in the Company's register of members) will be accepted.

#### **Changing proxy instructions**

15. To change your proxy instructions simply submit a new proxy appointment using the method set out in paragraphs 6 or 11 above. Note that the cut off time for receipt of proxy appointments specified in those paragraphs also applies in relation to amended instructions. Any amended proxy appointment received after the specified cut off time will be disregarded.
16. Where you have appointed a proxy using the hard copy proxy form and would like to change the instructions using another hard copy proxy form, please contact the Company's registrar as indicated in paragraph 3 above.
17. If you submit more than one valid proxy appointment, the appointment received last before the latest time for the receipt of proxies will take precedence.

#### **Termination of proxy appointments**

18. In order to revoke a proxy instruction you will need to inform the Company by sending a signed hard copy notice clearly stating your intention to revoke your proxy appointment to the Company's registrar as indicated in paragraph 3 above. In the case of a member which is a company, the revocation notice must be executed under its common seal or signed on its behalf by an officer of the company or an attorney for the company. Any power of attorney or any other authority under which the revocation notice is signed (or a duly certified copy of such power or authority) must be included with the revocation notice.
19. The revocation notice must be received by the Company no later than 11.00 a.m. on 3 August 2015.
20. If you attempt to revoke your proxy appointment but the revocation is received after the time specified then, subject to paragraph 21 below, your proxy appointment will remain valid.
21. Appointment of a proxy does not preclude you from attending the meeting and voting in person. If you have appointed a proxy and attend the meeting in person, your proxy appointment will automatically be terminated.

**Total voting rights**

22. As at 6:00 p.m. on 17 July 2015, the Company's issued share capital comprised 6,951,244,676 ordinary shares of 0.005p each. Each ordinary share carries the right to one vote at a general meeting of the Company and, therefore, the total number of voting rights in the Company as at 6:00 p.m. on 17 July 2015 is 6,951,244,676.

**Communication**

23. Except as provided above, members who have general queries about the meeting should contact the Company's registrar, Capita Asset Services, PXS, 34 Beckenham Road, Beckenham, Kent BR3 4TU.