

**THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION.** It contains the resolutions to be voted on at the General Meeting of the Company to be held on 10 July 2018. If you are in any doubt about the contents of this document or the action you should take, you are recommended to seek your own financial advice immediately from your stockbroker, bank manager, solicitor, accountant or other independent financial adviser who is authorised under the Financial Services and Markets Act 2000.

If you have sold or otherwise transferred all of your Ordinary Shares, please immediately forward this document, together with the accompanying Form of Proxy, to the purchaser or transferee, or to the stockbroker, bank or other agent through whom the sale or transfer was effected, for delivery to the purchaser or transferee. If you have sold or transferred only part of your registered holding of Ordinary Shares in the Company, you should retain this document and the accompanying documents. Such documents should, however, not be forwarded to or transmitted into any jurisdiction outside of the UK. Any failure to comply with such restriction may constitute a violation of the securities laws of any such jurisdiction. If you have sold only part of your holding of Ordinary Shares, please contact your stockbroker, bank or other agent through whom the sale or transfer was effected immediately.

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# Tri-Star Resources Plc

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

## Placing to raise £13 million and Notice of General Meeting

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**Your attention is drawn to the letter from the Chairman of the Company, which is set out on pages 5 to 7 of this document, which recommends that you vote in favour of the Resolutions to be proposed at the General Meeting referred to below.**

The Notice of the General Meeting of the Company, to be held at 10.00 a.m. on Tuesday 10th July 2018 at the offices of SP Angel, 4th Floor, Prince Frederick House, 35-39 Maddox Street, London W1S 2PP, is set out at the end of this document. The accompanying Form of Proxy for use in connection with the General Meeting should be completed and returned as soon as possible and, in any event, so as to reach the Company's registrars, Link Asset Services, PXS 1, 34 Beckenham Road, Beckenham, Kent BR3 4ZF by not later than 10.00 a.m. on 8 July 2018. Completion and return of a Form of Proxy will not preclude Shareholders from attending and voting at the General Meeting should they so wish.

The Company and the Directors, whose names appear on page 5 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 Company and 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 does not constitute or form part of any offer or instruction to purchase, subscribe for or sell any shares or other securities in the Company in any jurisdiction in which such offer or instruction would be unlawful nor shall it or any part of it or the fact of its distribution form the basis of, or be relied on in connection with any contract therefor. The distribution of this document in jurisdictions other than the United Kingdom may be restricted by law and therefore persons into whose possession this document and/or the accompanying Form of Proxy comes should inform themselves about and observe such restrictions. Any failure to comply with such restrictions may constitute a violation of the securities laws of any such jurisdiction.

### **FORWARD-LOOKING STATEMENTS**

This document includes "forward-looking statements" which includes all statements other than statements of historical fact, including, without limitation, those regarding the Group's financial position, business strategy, plans and objectives of management for future operations, or any statements preceded by, followed by or that include the words "targets", "believes", "expects", "aims", "intends", "will", "may", "anticipates", "would", "could" or similar expressions or negatives thereof. Such forward-looking statements involve known and unknown risks, uncertainties and other important factors beyond the Group's control that could cause the actual results, performance or achievements of the Group to be materially different from future results, performance or achievements expressed or implied by such forward-looking statements. Such forward-looking statements are based on numerous assumptions regarding the Group's present and future business strategies and the environment in which the Group will operate in the future. These forward-looking statements speak only as at the date of this document. The Company expressly disclaims any obligation or undertaking to disseminate any updates or revisions to any forward-looking statements contained herein to reflect any change in the Group's expectations with regard thereto or any change in events, conditions or circumstances on which any such statements are based unless required to do so by applicable law or the AIM Rules.

## CONTENTS

	<i>Page</i>
<b>EXPECTED TIMETABLE OF PRINCIPAL EVENTS</b>	2
<b>DEFINITIONS</b>	3
<b>LETTER FROM THE CHAIRMAN OF THE COMPANY</b>	5
<b>NOTICE OF THE GENERAL MEETING</b>	8

### EXPECTED TIMETABLE OF PRINCIPAL EVENTS

Publication and posting to Shareholders of this document	25 June 2018
Latest time and date for receipt of Forms of Proxy	10.00 a.m. on 8 July 2018
General Meeting	10.00 a.m. on Tuesday 10 July 2018

## DEFINITIONS

The following definitions apply throughout this document, unless the context requires otherwise:

<b>“Act”</b>	the Companies Act 2006 (as amended).
<b>“AIM”</b>	the market of that name operated by the London Stock Exchange.
<b>“AIM Rules”</b>	the AIM Rules for Companies and the AIM Rules for Nominated Advisers (as amended from time to time).
<b>“Board” or “Directors”</b>	the directors of the Company as at the date of this document, whose names are set out on page 5 of this document.
<b>“Company” or “Tri-Star”</b>	Tri-Star Resources Plc, a public limited company incorporated in England & Wales under registered number 04863813 and having its registered office at Suite 31, Second Floor, 107 Cheapside, London, EC2V 6DN.
<b>“CREST”</b>	the computerised settlement system (as defined in the CREST Regulations) operated by Euroclear UK & Ireland Limited which facilitates the transfer of title to shares in uncertificated form.
<b>“Enlarged Share Capital”</b>	the Company's issued share capital as enlarged by the Placing, being the sum of the Existing Ordinary Shares and the Placing Shares.
<b>“Existing Ordinary Shares”</b>	the 63,864,584 Ordinary Shares in issue at the date of this document.
<b>“Form of Proxy”</b>	the form of proxy enclosed with this document for use by Shareholders in connection with the General Meeting.
<b>“General Meeting” or “GM”</b>	the general meeting of the Company convened for 10.00 a.m. on Tuesday 10 July 2018 at the offices of SP Angel, 4th Floor, Prince Frederick House, 35-39 Maddox Street, London W1S 2PP, notice of which is set out at the end of this document.
<b>“Group”</b>	the Company together with its Subsidiaries (as defined in the Act) as at the date of this document.
<b>“Issue Price”</b>	43 pence per Placing Share.
<b>“London Stock Exchange”</b>	London Stock Exchange Plc.
<b>“Notice of GM”</b>	the notice convening the GM, which is set out at the end of this document.
<b>“OAM”</b>	Odey Asset Management LLP.
<b>“Odey Funds”</b>	Funds under the discretionary management of OAM.

<b>“Ordinary Shares”</b>	the ordinary shares of 5 pence each in the capital of the Company from time to time.
<b>“Placing”</b>	the placing by SP Angel, on behalf of the Company announced on 22 June 2018 raising £13 million through the issue of the Placing Shares at the Issue Price.
<b>“Placing Shares”</b>	the 30,232,558 new Ordinary Shares issued to subscribers pursuant to the Placing.
<b>“Resolutions”</b>	the resolutions set out in the Notice of GM and ‘Resolution’ shall mean any one of them.
<b>“Shareholders”</b>	holders of Ordinary Shares from time to time and the term “Shareholder” shall be construed accordingly.
<b>“SP Angel”</b>	SP Angel Corporate Finance LLP, the Company’s Nominated Adviser and Broker for the purposes of the AIM Rules.
<b>“SPMP”</b>	Strategic & Precious Metal Processing LLC, an Omani company in which Tri-Star has a 40 per cent. equity interest.
<b>“United Kingdom” or “UK”</b>	the United Kingdom of Great Britain and Northern Ireland.
<b>“£”</b>	pounds sterling, the lawful currency of the United Kingdom.

## LETTER FROM THE CHAIRMAN OF TRI-STAR RESOURCES PLC

# Tri-Star Resources Plc

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

*Directors:*

Mark Wellesley-Wood (*Executive Chairman*)  
Karen O'Mahony (*Acting Chief Executive Officer & Chief Financial Officer*)  
Adrian Collins (*Senior Independent Director*)  
David Fletcher (*Non-executive Director*)

*Registered Office:*

Suite 31, Second Floor  
107 Cheapside  
London EC2V 6DN

25 June 2018

Dear Shareholder

### **Placing to raise £13 million and Notice of General Meeting**

#### **1. Introduction**

The Company announced on 22 June 2018 that it is undertaking a placing of £13 million (before expenses) through the issue of 30,232,558 Placing Shares at a price of 43 pence per Placing Share by way of an accelerated bookbuilding process.

The Odey Funds, which currently own 65 per cent. of the Company's issued Ordinary Shares, have committed to invest up to £13.0 million in the Placing at the Issue Price. Under the terms of this commitment, the Company has agreed with OAM that final allocation to the Odey Funds, which will be determined at the end of the accelerated bookbuilding process, will not be less than £10.5 million. At this minimum allocation, the holding of the Odey Funds in the Company's issued Ordinary Shares would increase to 70.2 per cent. following completion of the Placing.

As announced, most of the net proceeds from the Placing will be used to meet the Company's share of additional shareholder investment in to SPMP, an Omani company in which Tri-Star has a 40% equity interest, which is constructing an antimony and gold processing facility in the Sohar Freezone of the Sultanate of Oman. The balance of the net proceeds will be applied to pay down part of the secured loan notes held by certain of the Odey Funds and for general working capital purposes.

The Placing is conditional, *inter alia*, 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 page 8 of this document.

#### **2. Related Party**

The Odey Funds, as a substantial shareholder of the Company, is a "related party" as defined under the AIM Rules and accordingly, the participation in the Placing by the Odey Funds constitutes a related party transaction for the purposes of Rule 13 of the AIM Rules for Companies.

Adrian Collins and Mark Wellesley-Wood, are considered to be independent directors of the Company for the purposes of AIM Rule 13 in relation to the Odey Fund's participation in the Placing. Having consulted with SP Angel, the independent directors consider that the terms of the Odey Fund's participation in the Placing is fair and reasonable insofar as the Company's shareholders are concerned.

### **3. General Meeting**

Set out at the end of this document is the notice convening the GM to be held at 10.00 a.m. on Tuesday 10 July 2018 at the offices of SP Angel, 4th Floor, Prince Frederick House, 35-39 Maddox Street, London W1S 2PP. at which the Resolutions will be proposed.

The Company does not currently have sufficient authority pursuant to the Act to issue sufficient Placing Shares under the Placing and, therefore, in accordance with the terms of the Placing, the Company is convening the General Meeting to seek such authority from Shareholders and an additional authority to support further issues of Ordinary Shares. The Directors are seeking the additional authority as they consider it important to retain flexibility to finance the Company or complete acquisitions through the issue of Ordinary Shares should it be required. These authorities replace the existing authorities of the Company as passed at the Annual General Meeting on 12 June 2018.

The Resolutions to be proposed at the GM are as follows:

#### *Resolution 1*

An ordinary resolution to grant the Directors authority pursuant to section 551 of the Act to allot Ordinary Shares up to a nominal value of £4,648,199.30 representing: (i) the Placing Shares that are issuable under the Placing and (ii) an amount equivalent to approximately two-thirds of the Enlarged Share Capital for the general allotment of equity securities.

#### *Resolution 2*

A special resolution to disapply pre-emption rights pursuant to section 570 of the Act. This Resolution allows the Directors to allot shares on a non pre-emptive basis, limited to:

- (a) the issue and allotment of the Placing Shares pursuant to the Placing;
- (b) a nominal value of £1,568,285.70 representing one-third of the Enlarged Share Capital in respect of a rights issue; and
- (c) the allotment of equity securities pursuant to the terms of any share schemes of the Company.

### **4. Action to be taken**

Shareholders will find enclosed with this document a reply-paid Form of Proxy for use at the General Meeting. Whether or not you intend to be present at the General Meeting, you are requested to complete and sign the Form of Proxy and return it to the Company's Registrars, Link Asset Services, PXS 1, 34 Beckenham Road, Beckenham, Kent BR3 4ZF as soon as possible and, in any event, so as to arrive not later than 10.00 a.m. on 8 July 2018. Unless the Form of Proxy is received by this date and time, it will be invalid. The completion and return of a Form of Proxy will not preclude you from attending the General Meeting and voting in person if you so wish.

### **Undertaking by OAM**

OAM has given an undertaking to the Company that it will procure that the Odey Funds, which own in aggregate 41,606,494 Ordinary Shares or 65.2 per cent. of the Company's issued share capital, will vote in favour of all the Resolutions.

## **5. Recommendation**

**The Directors consider that the Resolutions to be considered at the General Meeting are in the best interests of the Company and its Shareholders as a whole. Accordingly, the Directors unanimously recommend that Shareholders vote in favour of the Resolutions to be proposed at the General Meeting, as they intend to do in respect of their aggregate interests of 576,594 Ordinary Shares (representing approximately 0.91 per cent. of the Existing Ordinary Shares).**

Yours sincerely

**Mark Wellesley-Wood**

*Executive Chairman*

# Tri-Star Resources Plc

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

## Notice of General Meeting

Notice is hereby given that the General Meeting of Tri-Star Resources Plc (the “**Company**”) will be held at 10.00 a.m. on Tuesday 10 July 2018 at the offices of SP Angel, 4th Floor, Prince Frederick House, 35-39 Maddox Street, London W1S 2PP at which the following matters will be dealt with:

To consider and, if thought fit, to pass the following resolutions, of which resolution 1 will be proposed as an ordinary resolution and resolution 2 will be proposed as a special resolution:

1. THAT the Directors of the Company be and are hereby generally and unconditionally authorised for the purposes of section 551 of the 2006 Act, to issue and allot ordinary shares of 5 pence each in the share capital of the Company (“**Ordinary Shares**”) or grant rights to subscribe for or to convert any security into shares in the Company (together “**Rights**”) up to a maximum nominal amount of £4,648,199.30 to such persons at such times and on such terms as they think proper, provided that this authority shall expire on the date falling 15 months from the date of passing of this resolution, or if earlier, on the date of the next Annual General Meeting of the Company to be held after the passing of this resolution (unless renewed, varied or revoked by the Company prior to or on that date), save that the Company may make an offer or agreement before the expiry of this authority which would or might require Ordinary Shares to be allotted or Rights to be granted after such expiry and the Directors may allot Ordinary Shares or grant Rights pursuant to any such offer or agreement as if the authority conferred by this resolution had not expired. This authority is in substitution for all previous authorities conferred on the Directors in accordance with section 551 of the 2006 Act.
2. THAT, subject to and conditional upon the passing of resolution 1 above, in accordance with section 570 of the Act, the Directors be and are hereby generally empowered to allot for cash or otherwise equity securities (as defined in section 560 of the Act) of the Company pursuant to the authority conferred by resolution 1 above (as varied from time to time by the Company in general meeting) as if section 561 of the Act did not apply to such allotment provided that this power shall be limited to:
  - a. the allotment of 30,232,558 new Ordinary Shares under the terms of the Placing (as defined in the circular to the Company’s shareholders dated 25 June 2018);
  - b. the allotment otherwise than pursuant to subparagraph (a) above of equity securities not exceeding in aggregate the nominal amount of £1,568,285.70; and
  - c. the allotment of equity securities pursuant to the terms of any share schemes of the Company.

and provided that this power shall expire at the conclusion of the next Annual General Meeting of the Company after the passing of this resolution or, if earlier, the date falling 15 months from the date of passing this resolution (unless renewed, varied or revoked by the Company prior to or on that date), save that the Company may make an offer or agreement before the expiry of this power which would or might require equity securities to be allotted for cash after such expiry and the Directors may allot equity securities for cash pursuant to any such offer or agreement as if the power conferred by this resolution had not expired. This authority is in substitution for all previous authorities conferred on the Directors in accordance with section 570 of the 2006 Act.

By Order of the Board

**St James's Corporate Services Limited**

*Company Secretary*

Tri-Star Resources Plc  
Suite 31, Second Floor  
107 Cheapside  
London EC2V 6DN

25 June 2018

**Notes:**

**Entitlement to attend and vote**

- 1 Only those members registered on the Company's register of members at:
  - close of business. on 8 July 2018; or,
  - if this general meeting is adjourned, at close of business on the day two days prior to the adjourned meeting,shall be entitled to attend and vote at the general meeting.

**Appointment of proxies**

- 2 A member is entitled to attend, speak and vote at the above meeting and is entitled to appoint one or more proxies to attend, speak and vote in his stead. A proxy need not be a member of the Company. You can only appoint a proxy using the procedures set out in these notes and the notes to the proxy form. If you wish your proxy to speak on your behalf at the general meeting you will need to appoint your own choice of proxy (not the Chairman) and give your instructions directly to them.
- 3 You may appoint more than one proxy provided 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, each different proxy appointment form must be received by Link Asset Services, PXS 1, 34 Beckenham Road, Beckenham, Kent BR3 4ZF not less than 48 hours before the time appointed for the meeting.
- 4 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 the resolution. If no voting indication is given, your proxy will vote or abstain from voting at his or her discretion. Your proxy will vote (or abstain from voting) as he or she thinks fit in relation to any other matter which is put before the general meeting.
- 5 A prepaid form of proxy is enclosed. To be valid any form of proxy and power of attorney or other authority under which it is signed or a notarially certified or office copy of such power of authority must be lodged with the Company's Registrars: Link Asset Services, PXS 1, 34 Beckenham Road, Beckenham, Kent BR3 4ZF so as to be received not less than 48 hours before the time appointed for the meeting or any adjourned meeting. The return of a form of proxy will not preclude a member from attending and voting at the meeting in person should he subsequently decide to do so.
- 6 CREST members who wish to appoint a proxy or proxies by utilising the CREST electronic proxy appointment service may do so for the 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.
- 7 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 (Link Asset Services, ID RA10) not less than 48 hours before the time appointed for the 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.
- 8 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 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.

- 9 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.
- 10 In the case of joint holders, where more than one of the joint holders purports to appoint a proxy, only the appointment submitted by the most senior holder will be accepted. Seniority is determined by the order in which the names of the joint holders appear in the Company's register of members in respect of the joint holding (the first-named being the most senior).

#### **Changing proxy instructions**

- 11 To change your proxy instructions simply submit a new proxy appointment using the methods set out above. Note that the cut-off time for receipt of proxy appointments (see above) also apply in relation to amended instructions; any amended proxy appointment received after the relevant cut-off time will be disregarded.

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 Link Asset Services on 0871 664 0300 in the UK (Calls cost 12p per minute plus network extras). If calling from overseas please call +44 (0)371 664 0300 lines are open 9.00 a.m. to 5.30 p.m.

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**

- 12 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 Link Asset Services, PXS 1, 34 Beckenham Road, Beckenham, Kent BR3 4ZF. 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. The revocation notice must be received by Link Asset Services, PXS 1, 34 Beckenham Road, Beckenham, Kent BR3 4ZF no later than 48 hours prior to the meeting.

If you attempt to revoke your proxy appointment but the revocation is received after the time specified then, subject to the paragraph directly below, your proxy appointment will remain valid.

Appointment of a proxy does not preclude you from attending the general meeting and voting in person. If you have appointed a proxy and attend the general meeting in person, your proxy appointment will automatically be terminated.

#### **Corporate representatives**

- 13 A corporation which is a member can appoint one or more corporate representatives who may exercise, on its behalf, all its powers as a member provided that no more than one corporate representative exercises powers over the same share.

#### **Issued shares and total voting rights**

- 14 As at close of business p.m. on 22 June 2018, the Company's issued share capital comprised 63,864,584 ordinary shares of 5 pence 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 close of business on 22 June 2018 is 63,864,584.

#### **Communication**

- 15 Except as provided above, members who have general queries about the general meeting should contact the Company Secretary at Tri-Star Resources Plc, Suite 31, Second Floor, 107 Cheapside, London EC2V 6DN or on +44 (0) 20 7796 8644 (no other methods of communication will be accepted). You may not use any electronic address provided either:
  - in this notice of general meeting; or
  - any related documents (including the Chairman's letter and proxy form), to communicate with the Company for any purposes other than those expressly stated.



# Tri-Star Resources Plc

(Incorporated in England with registered number 04863813)

(the "Company")

## General Meeting

### FORM OF PROXY

I/We \_\_\_\_\_ (PRINT NAME)

of \_\_\_\_\_ (PRINT ADDRESS)

**Before completing this form, please read the explanatory notes below.**

I/We being a member of the Company appoint the chairman of the meeting or (see note 3 below)

\_\_\_\_\_ as my/our proxy to attend, speak and vote on my/our behalf at the annual general meeting of the Company to be held at the offices of SP Angel, 4th Floor, Prince Frederick House, 35-39 Maddox Street, London, W1S 2PP, England at 10.00 a.m. on 10 July 2018 and at any adjournment of the meeting.

I/We direct my/our proxy to vote on the following resolutions as I/we have indicated by marking the appropriate box with an "X". If no indication is given, my/our proxy will vote or abstain from voting at his discretion and I/we authorise my/our proxy to vote (or abstain from voting) as he thinks fit in relation to any other matter which is properly put before the meeting.

	For	Against	Withheld
<b>Ordinary resolution</b>			
1. To authorise the directors to allot relevant securities.			
<b>Special resolution</b>			
2. To disapply statutory pre-emption rights relating to the allotment of equity securities.			

Signature: \_\_\_\_\_ Date: \_\_\_\_\_ 2018

**SEE NOTES TO THE FORM OF PROXY OVERLEAF  
PLEASE INSERT INTO PRE-PAID ENVELOPE SUPPLIED**

### Notes to the proxy form:

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 a general meeting of the Company. You can only appoint a proxy using the procedures set out in these notes.
2. 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.
3. A proxy does not need to be a member of the Company but must attend the meeting to represent you. To appoint as your proxy a person other than the chairman of the meeting, insert their full name in the box. If you sign and return this proxy form with no name inserted in the box, the chairman of the meeting will be deemed to be your proxy. Where you appoint as your proxy someone other than the chairman, you are responsible for ensuring that they attend the meeting and are aware of your voting intentions. If you wish your proxy to make any comments on your behalf, you will need to appoint someone other than the chairman and give them the relevant instructions directly.
4. You may appoint more than one proxy provided 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, Link Asset Services, at the address specified below. 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, your proxy appointments will be invalid.
5. To direct your proxy how to vote on the resolutions mark the appropriate box with an "X". If no voting indication is given, your proxy will vote or abstain from voting at his/her discretion. Your proxy will vote (or abstain from voting) as he/she thinks fit in relation to any other matter which is put before the meeting. To abstain from voting on a resolution, select the relevant "Withheld" box. 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.
6. To appoint a proxy using this form, the form must be:
  - 6.1 completed and signed;
  - 6.2 sent or delivered to the Company's registrars, Link Asset Services, PXS 1, 34 Beckenham Road, Kent BR3 4ZF, England; and
  - 6.3 received by the Company's registrars no later than 10.00 a.m. on 8 July 2018.
7. In the case of a member which is a company, this 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 this proxy form is signed (or a duly certified copy of such power or authority) must be included with the proxy form.
9. 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.
10. CREST members who wish to appoint a proxy or proxies by using the CREST electronic appointment service may do so by using the procedures described in the CREST Manual. To be valid, the appropriate CREST message, regardless of whether it constitutes the appointment of a proxy or an amendment to the instructions given to a previously appointed proxy, must be transmitted so as to be received by our agent (ID: RA10) by 10.00 a.m. on 8 July 2018. See the notes to the notice of meeting for further information on proxy appointment through CREST.
11. All shareholders who wish to attend and vote at the meeting must be entered on the Company's register of members no later than 10.00 a.m. on 8 July 2018. Changes to entries on the Company's register of members after this time will be disregarded in determining the rights of any person to attend or vote at the meeting.
12. 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.
13. For details of how to change your proxy instructions or revoke your proxy appointment see the notes to the notice of meeting.
14. Please complete and return to: Link Asset Services, PXS 1, 34 Beckenham Road, Beckenham, Kent BR3 4ZF, England.