

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION. If you are in any doubt as to the action you should take you should seek your own personal financial advice from your stockbroker, solicitor, accountant or other independent financial adviser authorised under the Financial Services and Markets Act 2000 (as amended) if you are resident in the United Kingdom or, if not, another appropriately authorised independent financial adviser.

If you have sold or otherwise transferred all of your Ordinary Shares in MediaZest plc 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 or other agent through whom the sale or transfer was effected, for onward transmission to the purchaser or transferee.

This document does not constitute an offer to buy, acquire or subscribe for, or the solicitation of an offer to buy, acquire or subscribe for, Placing Shares, or an invitation to buy, acquire or subscribe for Placing Shares, nor does it constitute an admission document drawn up in accordance with the AIM Rules. This document does not constitute a prospectus and a copy has not been delivered to the Financial Conduct Authority. This document provides you with information about the Placing but does not invite you to participate in it.

Application will be made to the London Stock Exchange for the Placing Shares to be admitted to trading on AIM. It is expected that admission to AIM will become effective and dealings in the Placing Shares will commence at 8.00 a.m. on 8 July 2013.

MediaZest plc

(Incorporated and registered in England and Wales with registered number 5151799)

Placing of 143,200,000 Ordinary Shares at 0.25 pence per share Notice of General Meeting

Hybridan LLP, which is authorised and regulated in the United Kingdom by the Financial Conduct Authority, is acting exclusively for the Company in relation to the Placing and will not be responsible to any person other than the Company under the Financial Services and Markets Act 2000, the rules of the Financial Conduct Authority or otherwise for providing the protections afforded to its clients or for advising any other person in relation to the contents of this document, the Placing or any matter, transaction or arrangement referred to in this document. Hybridan LLP is not making any representation or warranty, express or implied, as to the contents of this document.

Northland Capital Partners Limited, which is authorised and regulated in the United Kingdom by the Financial Conduct Authority, acts exclusively for the Company as nominated adviser to the Company and will not be responsible to any person other than the Company under the Financial Services and Markets Act 2000, the rules of the Financial Conduct Authority or otherwise for providing the protections afforded to its clients or for advising any other person in relation to the contents of this document, the Placing or any matter, transaction or arrangement referred to in this document. The responsibilities of Northland Capital Partners Limited as the Company's nominated adviser, under the AIM Rules for Nominated Advisers, are owed solely to London Stock Exchange plc and are not owed to the Company or to any Director, shareholder or any other person, in respect of his decision to acquire shares in the Company in reliance on any part of this document, or otherwise. Northland Capital Partners Limited is not making any representation or warranty, express or implied, as to the contents of this document.

This document should be read as a whole. Your attention is drawn to the letter from the Chairman of the Company which is set out on pages 6 to 9 of this document and in which the Directors recommend that Shareholders vote in favour of the Resolutions.

Notice of General Meeting to be held at the offices of Nabarro LLP at Lacon House, 84 Theobald's Road, London WC1X 8RW at 10.00 a.m. on 5 July 2013 is set out on page 12 of this document. The Form of Proxy for use at the General Meeting which accompanies this document should be returned, together with the power of attorney or other authority (if any) under which the Form of Proxy is signed or a certified copy of such power or authority, to Share Registrars Limited, Suite E, First Floor, 9 Lion & Lamb Yard, Farnham, Surrey GU9 7LL by hand or by post so as to be received not less than 48 hours (excluding any part of a day that is not a working day) before the time fixed for the holding of the meeting or any adjournment of it (as the case may be). Completion and return of the Form of Proxy will not preclude Shareholders from attending and voting in person at the General Meeting should they wish to do so.

The Placing Shares described in this document have not been, and will not be, registered under the US Securities Act of 1933, as amended (the "**Securities Act**") or under the securities laws of any state of the United States, and may not be offered, sold, resold, transferred or delivered, directly or indirectly, within the United States except pursuant to an applicable exemption from, or in a transaction not subject to, the registration requirements of the Securities Act. There will be no public offer of the Placing Shares in the United States. The Placing Shares have not been approved or disapproved by the US Securities and Exchange Commission, any state securities commission in the United States or any US regulatory authority, nor have any of the foregoing authorities passed upon or endorsed the merits of the offering of the Placing Shares or the accuracy or adequacy of this document. Any representation to the contrary is a criminal offence in the United States. In addition, offers, sales or transfers of the Placing Shares in or into the United States for a period of time following completion of the Placing by a person (whether or not participating in the Placing) may violate the registration requirement of the Securities Act. Furthermore, the Placing Shares have not been and will not be registered under the applicable laws of any of Australia, Canada, the Republic of South Africa or Japan and, subject to certain exceptions, may not be offered or sold to any national, resident or citizen thereof.

The distribution of this document in or into jurisdictions other than the United Kingdom may be restricted by law and therefore any persons who are subject to the laws of any jurisdiction other than the United Kingdom should inform themselves about, and observe such restrictions. Any failure to comply with the applicable restrictions may constitute a violation of the securities laws of any such jurisdiction. Subject to certain exceptions, this document is not for release, publication or distribution, directly or indirectly, in or into the United States, Australia, Canada, the Republic of South Africa, Japan or any jurisdiction where to do so might constitute a violation of local securities laws or regulations.

Copies of this document will be available for collection, free of charge, for a period of one month from the date of this document, at the Company's registered office during normal business hours (Saturdays, Sundays and public holidays excepted) and at the Company's website: www.mediazest.com.

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 and therefore undue reliance should not be placed on 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.

TABLE OF CONTENTS

	<i>Page</i>
Expected timetable of principal events and Placing statistics	4
Directors, secretary and advisers	5
Letter from the Chairman of MediaZest plc	6
Definitions	10
Notice of General Meeting	12

EXPECTED TIMETABLE OF PRINCIPAL EVENTS⁽¹⁾

2013

Announcement of the Placing and posting of circular	19 June
Latest time and date for receipt of Forms of Proxy	10.00 a.m. on 3 July
General Meeting	10.00 a.m. on 5 July
Admission of and commencement of dealings in the Placing Shares	8.00 a.m. on 8 July
Crediting of CREST accounts with the Placing Shares	8 July
Posting of share certificates in respect of the Placing Shares (if required)	by 15 July

PLACING STATISTICS⁽²⁾

Placing Price	0.25 pence
Number of Existing Ordinary Shares	476,792,227
Number of Placing Shares	143,200,000
Number of Ordinary Shares in issue immediately following Admission	619,992,227
Placing Shares as a percentage of the Enlarged Share Capital	23.1 per cent.
Gross proceeds of the Placing	£358,000
Estimated net cash proceeds of the Placing ⁽³⁾	£284,000
ISIN Code	GB00B064NT52
SEDOL Code	B064NT5

(1) Each of the times and dates refer to London time and are subject to change by the Company (with the agreement of Hybridan), in which case details of the new times and dates will be notified to the London Stock Exchange and the Company will make an appropriate announcement through a Regulatory Information Service.

(2) Other than in respect of the Existing Ordinary Shares in issue at the date of this document, the statistics assume that the maximum number of Placing Shares is issued under the Placing and that no other Ordinary Shares will be issued in the period between the date of this document and Admission.

(3) Net cash proceeds receivable by the Company are stated after deduction of the £50,000 conversion of loan interest more particularly described in the Chairman's letter and commissions and other expenses of approximately £24,000.

DIRECTORS, SECRETARY AND ADVISERS

Directors	Lance O'Neill (<i>Non-executive Chairman</i>) Geoff Robertson (<i>Chief Executive Officer & Finance Director</i>) James Abdool (<i>Group Sales Director</i>)
Registered Office	27/28 Eastcastle Street London W1W 8DH
Company Secretary	Cargil Management Services Ltd
Nominated Adviser	Northland Capital Partners Limited 60 Gresham Street London EC2V 7BB
Brokers	Hybridan LLP 29 Throgmorton Street London EC2N 2AT
Solicitors to the Company	Nabarro LLP Lacon House 84 Theobald's Road London WC1X 8RW
Registrars	Share Registrars Ltd Suite E, First Floor 9 Lion and Lamb Yard Farnham Surrey GU9 7LL

LETTER FROM THE CHAIRMAN OF MEDIAZEST PLC

MediaZest plc

(Incorporated and registered in England and Wales with registered number 5151799)

Directors:

Lance O'Neill *(Non-executive Chairman)*
Geoff Robertson *(Chief Executive Officer & Finance Director)*
James Abdool *(Group Sales Director)*

Registered Office:

27/28 Eastcastle Street
London
W1W 8DH

To Shareholders

19 June 2013

Proposed Placing and Notice of General Meeting

Dear Shareholder

1. Introduction

The Company announced today that it intends to raise £358,000 (before fees and expenses) through the placing of 143,200,000 new Ordinary Shares with existing and new institutional investors and certain directors of the Company and its subsidiary at a price of 0.25 pence per Ordinary Share. The Placing Price represents an approximate 35.1 per cent. premium to the closing price of 0.185 pence per Ordinary Share on 18 June 2013 (being the last Business Day prior to the announcement of the Placing).

I am writing to set out the background to and reasons for the Placing and to give you notice of the General Meeting to be held at 10.00 a.m. on 5 July 2013, formal notice of which is set out at the end of this document. The General Meeting is being convened for the purpose of proposing the Resolutions described below, which is a condition to completion of the Placing. The Directors intend to vote (or procure a vote) in favour of the Resolutions in respect of their own beneficial holdings totalling 36,743,059 Ordinary Shares, representing approximately 7.71 per cent. of the Existing Ordinary Shares.

2. Background to and reasons for the Placing

The Board wishes to reduce the Company's cost base by using some 50 per cent. or more of monies raised to retire a proportion of debt upon which the Company is incurring expensive financing charges.

The balance of the monies raised will be used to provide additional working capital to assist the expansion of the sales team and marketing assets to take advantage of the business opportunities that it has before it.

3. Current Trading

On 19 June 2013, the Company announced a trading update as follows:

As announced on 10 April 2013, the Company has won a significant global contract that is expected to deliver revenues in excess of £1 million over the next 18 months. The client, a constituent of the Consumer Staple sector of the S&P 500 index, has contracted with the Company through one of the world's biggest advertising agency groups. Given the size and international profile of the project, the Company has agreed to maintain ongoing confidentiality until the campaign is launched to the public. The Company expects to be able to provide more information at the time of the launch, later this calendar year. The Board believes this contract offers significant future business opportunities for the Company. Meaningful revenues have already been booked, and payment received, in respect of work performed by the Company through its engagement to deliver this project.

In respect of other business, the Company announced in its interim report released in December 2012 the award of a large project that was anticipated to generate revenues in excess of £400,000. This was originally scheduled for delivery in Q3 2012 but is now expected to fall in its entirety into the current financial year (ending 31 March 2014).

Both of these substantial contracts give the Company a strong business base for this financial year.

HMV went into administration in January 2013 and had been a long standing and valued client of the Company for many years. The Board had been monitoring the Company's financial exposure to HMV for some time and its failure left the Company with a bad debt of £27,000. However, the Board has worked hard to maintain good relationships during a difficult period for this client and consequently the Company is currently receiving ongoing business from the new ownership of HMV and hopes to increase this over time, to the extent that anticipated future revenue should more than cover the aforementioned write-off.

From a cost perspective, the Company is no longer tied into an expensive lease agreement in respect of its Farnham premises. This has enabled it to explore far more cost effective options which it expects to consummate in the near future.

Given the loss of business from HMV in the last quarter of the financial year ended 31 March 2013, and in the context of difficult trading conditions during those 12 months, the ancillary costs of financing and lease reparations, the Board expects those full year results to be similar to those of the prior year.

However, the Company has continued to develop and gain business from both existing and new clients, in addition to the two large contracts already highlighted. Clients such as Fiat, JD Sport, Samsung and O2 continue to conduct meaningful business with the Company and when the recurring contractual business earned from an array of customers is factored in, the Company has embarked upon the 2013/14 financial year in a strong commercial position.

4. Use of Proceeds

Of the Placing, £50,000 is being raised by way of conversion of loan interest due to City and Claremont Capital Assets Ltd (as explained in paragraph 7 below). The net cash proceeds of the Placing are expected to amount to approximately £284,000 of which £200,000 will be used to pay down a portion of the Company's existing debt (as explained in paragraph 7 below) in order to reduce the Company's financing costs and to strengthen the balance sheet. The balance will be applied for working capital purposes.

5. Information on the Placing

The Company is proposing to raise £358,000 (before fees and expenses) by way of a placing of 143,200,000 new Ordinary Shares at the Placing Price. The Placing Shares will represent approximately 23.1 per cent. of the Enlarged Share Capital. The Placing Price represents a premium of approximately 35.1 per cent. to the closing price of 0.185 pence per Ordinary Share on 18 June 2013 (being the last Business Day prior to the announcement of the Placing).

The Placing is conditional, *inter alia*, on the passing of the Resolutions.

In connection with the Placing, the Company has entered into an engagement letter pursuant to which Hybridan has agreed, in accordance with its terms, to use reasonable endeavours to procure subscribers for the Placing Shares at the Placing Price. The Placing has not been underwritten by Hybridan or any other person.

The Placing Shares will be issued credited as fully paid and will rank in full for all dividends and other distributions declared, made or paid after Admission and will otherwise rank on Admission *pari passu* in all respects with the Existing Ordinary Shares. The Placing Shares are not being made available to the public and are not being offered or sold in any jurisdiction where it would be unlawful to do so.

6. Director's and subsidiary company directors' participation in the Placing

Lance O'Neill, the Company's Chairman, and Jim Ofield and Nick Findjan (both directors of the Company's subsidiary company) are participating in the Placing at the Placing Price:

	<i>Number of Placing Shares</i>	<i>Amount subscribed £</i>	<i>Number of shares held on Admission</i>	<i>Percentage of enlarged issued share capital on Admission</i>
Lance O'Neill	2,000,000	5,000	24,643,177*	3.97
Jim Ofield	2,400,000	6,000	6,900,000	1.11
Nick Findjan	2,000,000	5,000	2,000,000	0.32

* includes the interest of Hilary O'Neill, the wife of Lance O'Neill.

7. Related party transactions

7.1 **City and Claremont Capital Assets Ltd**

City and Claremont Capital Assets Ltd ("**C&C**") a related party by virtue of being a substantial shareholder of the Company as defined in the AIM Rules, is subscribing for 20,000,000 Placing Shares in the Placing through the conversion of £50,000 of the Company's existing loan interest indebtedness to it, and a further £160,000 of loan principal indebtedness will be repaid from the net proceeds of the Placing (the "**C&C Transaction**").

The C&C Transaction is deemed to constitute a related party transaction under the AIM Rules. The Directors, having consulted with the Company's nominated adviser, Northland, consider that the terms of the C&C Transaction are fair and reasonable insofar as Shareholders are concerned.

7.2 **EP&F Capital plc**

Lance O'Neill, the Company's Chairman, is one of two directors on the board of EP&F Capital plc ("**EP&F**") which is to be repaid £40,000 of the Company's existing indebtedness to it from the net proceeds of the Placing (the "**EP&F Transaction**"). The EP&F Transaction is deemed to constitute a related party transaction, under the AIM Rules.

The Directors (apart from Lance O'Neill, who is not regarded as independent for this purpose), having consulted with the Company's nominated adviser, Northland, consider that the terms of the EP&F Transaction are fair and reasonable insofar as Shareholders are concerned.

7.3 **Lance O'Neill**

Lance O'Neill, the Company's Chairman, has conditionally agreed to subscribe for 2,000,000 Placing Shares at the Placing Price. By virtue of Lance O'Neill being a Director, he is a related party of the Company and his participation in the Placing constitutes a related party transaction under the AIM Rules.

The Directors (apart from Lance O'Neill who is not regarded as independent for this purpose), having consulted with the Company's nominated adviser, Northland, consider that the terms on which Lance O'Neill is participating in the Placing to be fair and reasonable insofar as Shareholders are concerned.

8. General Meeting

Set out on page 12 of this document is a notice convening a General Meeting of the Company to be held at the offices of Nabarro LLP at Lacon House, 84 Theobald's Road, London WC1X 8RW at 10.00 a.m. on 5 July 2013, at which resolutions (the "Resolutions") authorising the Directors to allot the Placing Shares on a non-pre-emptive basis will be proposed.

The Placing is conditional, *inter alia*, on the passing of these Resolutions.

9. Admission, Settlement and CREST

Application will be made to the London Stock Exchange for the Admission of the Placing Shares to trading on AIM. It is expected that Admission will become effective on 8 July 2013 and that dealings in the Placing Shares will commence at 8.00 a.m. on that date.

The Articles permit the Company to issue shares in uncertificated form. CREST is a computerised paperless share transfer and settlement system which allows shares and other securities to be held in electronic rather than paper form. The Ordinary Shares are already admitted to CREST and therefore the Placing Shares will also be eligible for settlement in CREST. CREST is a voluntary system and Shareholders who wish to retain certificates will be able to do so on request. The Placing Shares due to uncertificated holders are expected to be delivered in CREST on 8 July 2013.

10. Action to be taken by Shareholders in respect of the General Meeting

Shareholders will find enclosed with this document a Form of Proxy for use at the General Meeting. Whether or not you propose to attend the General Meeting in person, you are strongly encouraged to complete, sign and return your Form of Proxy in accordance with the instructions printed on it as soon as possible, but in any event so as to be received, by post or, during normal business hours only, by hand, at Share Registrars Limited, Suite E, First Floor, 9 Lion & Lamb Yard, Farnham, Surrey GU9 7LL by no later than 10.00 a.m. on 3 July 2013 (or, in the case of an adjournment, not later than 48 hours before the time fixed for the holding of the adjourned meeting (excluding any part of a day that is not a working day)).

The appointment of proxies or the giving of any instruction by the CREST system will not be accepted for the purposes of the General Meeting.

Appointing a proxy in accordance with the instructions set out above will enable your vote to be counted at the General Meeting in the event of your absence. The completion and return of the Form of Proxy will not prevent you from attending and voting at the General Meeting, or any adjournment thereof, in person should you wish to do so.

11. Recommendation

The Directors believe that the Resolutions to be proposed at the General Meeting are in the best interests of the Company and Shareholders as a whole and unanimously recommend that you vote in favour of the Resolutions as they intend to do (or procure be done) in respect of their own beneficial holdings totalling 36,743,059 Ordinary Shares, representing approximately 7.71 per cent. of the Existing Ordinary Shares.

Yours faithfully

Lance O'Neill

Non-executive Chairman

DEFINITIONS

The following definitions apply throughout this document (including the Notice of General Meeting) and the Form of Proxy unless the context requires otherwise:

“Act”	the Companies Act 2006;
“Admission”	the admission of the Placing Shares to trading on AIM and such admission becoming effective in accordance with the AIM Rules;
“Admission Date”	8 July 2013;
“AIM”	the AIM market of the London Stock Exchange;
“AIM Rules”	the AIM rules for companies published by the London Stock Exchange;
“Business Day”	any day on which banks are generally open in England and Wales for the transaction of business, other than a Saturday, Sunday or public holiday;
“Company” or “MediaZest”	MediaZest plc;
“CREST”	a relevant system (as defined in the CREST Regulations) in respect of which Euroclear is the Operator (as defined in the CREST Regulations);
“CREST Regulations”	the Uncertificated Securities Regulations 2001 (SI 2001/3755), as amended from time to time;
“Directors” or “Board”	the existing directors of the Company whose names are set out on page 5 of this document;
“Enlarged Share Capital”	the 619,992,227 Ordinary Shares in issue immediately following Admission (assuming completion of the Placing but assuming no other Ordinary Shares are issued between the date of this document and Admission);
“Euroclear”	Euroclear UK & Ireland Limited;
“Existing Ordinary Shares”	the 476,792,227 Ordinary Shares in issue at the date of this document;
“Form of Proxy”	the form of proxy for use in connection with the General Meeting;
“General Meeting”	the general meeting of the Company to be held at 10.00 a.m. on 5 July 2013 at the offices of Nabarro LLP at Lacon House, 84 Theobald’s Road, London WC1X 8RW or any adjournment thereof, notice of which is set out in the Notice of General Meeting;
“Group”	the Company and its subsidiary;
“HMRC”	Her Majesty’s Revenue & Customs;
“Hybridan”	Hybridan LLP;
“London Stock Exchange”	London Stock Exchange plc;
“Long Stop Date”	31 July 2013;

“Northland”	Northland Capital Partners Limited;
“Notice of General Meeting”	the notice convening the General Meeting which is set out at the end of this document;
“Ordinary Shares”	ordinary shares of 0.1 pence each in the share capital of the Company;
“Placing Price”	0.25 pence per Placing Share;
“Placing”	the conditional placing of the Placing Shares at the Placing Price pursuant to the engagement letter dated 30 May 2013 between (1) the Company and (2) Hybridan relating to the Placing;
“Placing Shares”	the 143,200,000 new Ordinary Shares to be issued pursuant to the Placing;
“Regulatory Information Service”	the regulatory information services approved by the London Stock Exchange for the distribution of AIM announcements;
“Resolutions”	the resolutions to be proposed at the General Meeting, details of which are set out in the Notice of General Meeting; and
“Shareholders”	the holders of Ordinary Shares from time to time.

MediaZest plc

(Incorporated and registered in England and Wales with registered number 5151799)

NOTICE OF A GENERAL MEETING

NOTICE IS HEREBY GIVEN that a general meeting of MediaZest plc (the “**Company**”) will be held at the offices of Nabarro LLP at Lacon House, 84 Theobald’s Road, London WC1X 8RW at 10.00 a.m. on 5 July 2013 for the purposes of considering and, if thought fit, passing the following resolutions with resolution 1 being proposed as an ordinary resolution and resolution 2 being proposed as a special resolution (in which capitalised terms shall have the meanings given in the circular to shareholders issued by the Company dated 19 June 2013, containing this Notice of General Meeting, save where otherwise specified):

ORDINARY RESOLUTION

1. THAT, in accordance with section 551 of the Companies Act 2006 (the “**Act**”), the directors of the Company (“**Directors**”) be generally and unconditionally authorised to allot shares in the Company or grant rights to subscribe for or to convert any security into shares in the Company (“**Relevant Securities**”) up to an aggregate nominal amount of £143,200, provided that this authority shall, unless renewed, varied or revoked by the Company, expire on the date which is 15 months after the date of the Company’s annual general meeting to be held in 2013, save that the Company may, before such expiry, make an offer or agreement which would or might require Relevant Securities or equity securities as the case may be to be allotted after such expiry and the Directors may allot Relevant Securities or equity securities in pursuance of such offer or agreement notwithstanding that the authority conferred by this resolution has expired. This authority is in addition to any previous authority conferred on the Directors in accordance with section 551 of the Act.

SPECIAL RESOLUTION

2. THAT, subject to the passing of resolution 1 and in accordance with section 570 of the Act, the Directors be generally empowered to allot equity securities (as defined in section 560 of the Act) for cash pursuant to the authority conferred by resolution 1 or by way of a sale of treasury shares, as if section 561(1) of the Act did not apply to any such allotment, provided that this power shall:
 - a. be limited to the allotment of equity securities up to an aggregate nominal amount of £143,200; and
 - b. expire upon the expiry of the general authority conferred by resolution 1 above (unless renewed, varied or revoked by the Company prior to or on that date) save that the Company may, before such expiry make an offer or agreement which would or might require equity securities to be allotted after such expiry and the Directors may allot equity securities in pursuance of any such offer or agreement notwithstanding that the power conferred by this resolution has expired.

By order of the Board
Cargil Management Services Ltd
Company Secretary

19 June 2013

Registered Office:
27/28 Eastcastle Street
London
W1W 8DH

Notes:

- (i) A member entitled to attend and vote at the meeting is entitled to appoint another person(s) (who need not be a member of the Company) as his proxy to exercise all or any of his rights to attend, speak and vote at the meeting. A member can appoint more than one proxy in relation to the meeting, provided that each proxy is appointed to exercise the rights attaching to different shares held by him.
- (ii) Your proxy could be the chairman, another director of the Company or another person who has agreed to attend to represent you. Your proxy will vote as you instruct and must attend the meeting for your vote to be counted. Details of how to appoint the chairman or another person as your proxy using the proxy form are set out in the notes to the proxy form. Appointing a proxy does not preclude you from attending the meeting and voting in person. If you attend the meeting in person, your proxy appointment will automatically be terminated.
- (iii) A form of proxy is enclosed with this notice and instructions are shown on the form. To be valid, completed proxies must be received (together with the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of such power of attorney) by the Company's registrar, Share Registrars Limited, no later than 48 hours (excluding any part of a day that is not a working day) before the time for holding the meeting in one of the following ways:
 - a. hard copy form by post, by courier or by hand to the Company's registrar at Share Registrars Limited, Proxy Department, Suite E, First Floor, 9 Lion and Lamb Yard, Farnham, Surrey GU9 7LL;
 - b. by fax to the Company's registrar on fax number +44 (0)1252 719232; or
 - c. scanned and emailed to the Company's registrar using the email address proxies@shareregistrars.uk.com.
- (iv) We apologise but the appointment of proxies or the giving of any instruction by the CREST system will not be accepted for the purposes of this General Meeting.
- (v) The Company specifies, pursuant to Regulation 41 of the Uncertified Securities Regulations 2001, that only those shareholders registered in the register of members of the Company as at 6.00 p.m. on 3 July 2013 (or, if the meeting is adjourned, at 6.00 p.m. on the date which is two days prior to the adjourned meeting) shall be entitled to attend and vote at the meeting or adjourned meeting in respect of the number of shares registered in their respective names at that time. Changes to entries on the register of members after that time shall be disregarded in determining the rights of any person to attend or vote at the meeting.
- (vi) 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).
- (vii) To change your proxy instructions you may return a new proxy appointment using the methods set out above. 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 Share Registrars on +44 (0)1252 821390. The deadline for receipt of proxy appointments (see above) also applies in relation to amended instructions. Any attempt to terminate or amend a proxy appointment received after the relevant deadline will be disregarded. Where two or more valid separate appointments of proxy are received in respect of the same share in respect of the same meeting, the one which is last sent shall be treated as replacing and revoking the other or others.
- (viii) Any member or his proxy attending the meeting has the right to ask any question at the meeting relating to the business of the meeting.
- (ix) As at 18 June 2013 (being the last Business Day prior to the publication of this Notice of General Meeting) the Company's issued share capital consists of 476,792,227 Ordinary Shares, carrying one vote each. Therefore, the total voting rights in the Company as at 18 June 2013 are 476,792,227.

