

## THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt about the contents of this document and/or the action that you should take, you should immediately seek your own financial advice from your stockbroker, bank manager, solicitor, accountant or other independent financial adviser duly authorised under the Financial Services and Markets Act 2000 (as amended) if you are in the United Kingdom or, if not, another appropriately authorised independent financial adviser.

If you have sold or otherwise transferred all of your shares, please pass this document together with the enclosed Form of Proxy to the purchaser or transferee, or to the person who arranged the sale or transfer so they can pass these documents to the person who now holds the shares.

The Directors, whose names appear on page 4 of this document, and the Company accept responsibility for the information contained in this document. To the best of the knowledge of the Directors and the Company (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.

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# HAMBLEDON MINING PLC

*(Incorporated in England and Wales under the Companies Act 1985 with registered number 05048549)*

## Proposed increase of authority to allot shares and disapply pre-emption rights

### Proposed Change of Name to GoldBridges Global Resources plc

and

### Notice of General Meeting

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Your attention is drawn to the letter from the Chief Executive Officer of the Company set out in this document, which contains the unanimous recommendation of the Directors that Shareholders vote in favour of the Resolutions to be proposed at the General Meeting.

Strand Hanson Limited, which is authorised and regulated in the United Kingdom by the Financial Conduct Authority, is acting as nominated adviser and financial adviser to the Company in relation to the transaction referred to in this document. The responsibilities of Strand Hanson Limited as the Company's nominated adviser under the AIM Rules for Nominated Advisers are owed solely to the London Stock Exchange and are not owed to the Company or to any Director or to any person. Persons receiving this document should note that Strand Hanson Limited will not be responsible to anyone other than the Company for providing the protections afforded to its clients or for advising any other person on the arrangements described in this document. Strand Hanson Limited has not authorised the contents of, or any part of, this document and no liability whatsoever is accepted by it for the accuracy of any information or opinions contained in this document or for the omission of any information.

Notice of a General Meeting of the Company, to be held at the offices of Gowlings (UK) LLP at 125 Old Broad Street, London EC2N 1AR at 11.00 a.m. on Monday 13 January 2014, to propose the Resolutions, is set out at the end of this document. Shareholders will find enclosed a Form of Proxy for use at the General Meeting. Shareholders are urged to complete and return the enclosed Form of Proxy as soon as possible, whether or not they intend to be present at the General Meeting, which to be valid should be completed and returned to Neville Registrars Limited, 18 Laurel Lane, Halesowen, West Midlands B63 3DA in accordance with the instructions printed on it as soon as possible and, in any event, so as to be received by Neville Registrars Limited not later than 11.00 a.m. on Thursday 9 January 2014. Completion and return of Forms of Proxy will not preclude Shareholders from attending and voting in person at the General Meeting should they so wish. In accordance with the AIM Rules for Companies, this document will be available free of charge on the Company's web site at [www.hambledon-mining.com](http://www.hambledon-mining.com).

### CAUTIONARY NOTE REGARDING FORWARD-LOOKING STATEMENTS

This document contains certain forward-looking statements with respect to the financial condition, results of operations and business of Hambledon Mining plc, and certain plans and objectives of the Board of the Company. These forward-looking statements can be identified by the fact that they do not relate only to historical or current facts. Forward-looking statements often use words such as "anticipate", "target", "expect", "estimate", "intend", "plan", "goal", "believe", "will", "may", "should", "would", "could" or other words of similar meaning. These statements are based on assumptions and assessments made by the Board of the Company in light of their experience and their perception of historical trends, current conditions, expected future developments and other factors they believe appropriate. By their nature, forward-looking statements involve risk and uncertainty and the factors described in the context of such forward-looking statements in this document could cause actual results and developments to differ materially from those expressed in or implied by such forward-looking statements.

Should one or more of these risks or uncertainties materialise, or should underlying assumptions prove incorrect, actual results may vary materially from those described in this document. The Board of the Company assumes no obligation to update or correct the information contained in this document, whether as a result of new information, future events or otherwise, except to the extent legally required. The statements contained in this document are made as at the date of this document, unless some other time is specified in relation to them, and service of this document shall not give rise to any implication that there has been no change in the facts set out in this document since such date. Nothing contained in this document shall be deemed to be a forecast, projection or estimate of the future financial performance of the Company or any of its operations except where expressly stated. **An investment in the Company involves a high degree of risk and could lead to some or the whole of the investment being lost.**

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## EXPECTED TIMETABLE OF PRINCIPAL EVENTS

Latest time and date for receipt of completed Forms of Proxy 11.00 a.m. on Thursday 9 January 2014

General Meeting 11.00 a.m. on Monday 13 January 2014

The results of General Meeting announced through a  
Regulatory Information Service Monday 13 January 2014

If you have any questions on how to complete the Form of Proxy, please contact Neville Registrars on telephone number 0121 585 1131 or +44 121 585 1131 from outside the UK. This helpline is open from 9.00 a.m. to 5.00 p.m. on Business Days (i.e. Monday to Friday). Please note that calls to the helpline cost 10 pence per minute (including VAT) plus your service provider's network extras. Calls to the helpline from outside of the UK will be charged at applicable international rates. Different charges may apply to calls from mobile telephones. Please note that calls to the helpline may be monitored or recorded and that the helpline is not able to advise on the merits of the matters set out in this document or provide any legal, financial or taxation advice.

## DIRECTORS, COMPANY SECRETARY AND ADVISERS

<b>Directors</b>	Kanat Assaubayev ( <i>Chairman</i> ) Aidar Assaubayev ( <i>Chief Executive Officer</i> ) Ashar Qureshi ( <i>Non-Executive Director</i> ) Bill Trew ( <i>Non-Executive Director</i> ) Ken Crichton ( <i>Non-Executive Director</i> ) Alain Balian ( <i>Non-Executive Director</i> )
<b>Company secretary</b>	Rajinder Basra
<b>Registered office</b>	28 Eccleston Square London SW1V 1NZ
<b>Kazakhstan office</b>	10 Novostroyevskaya Sekisovskoye Village Kazakhstan
<b>Nominated adviser and joint broker</b>	Strand Hanson Limited 26 Mount Row London W1K 3SQ
<b>Joint broker</b>	Peat & Co. 118 Piccadilly London W1J 7NW
<b>Solicitors to the Company</b>	Gowlings (UK) LLP 15th Floor 125 Old Broad Street London EC2N 1AR
<b>Registrars</b>	Neville Registrars 18 Laurel Lane Halesowen West Midlands B63 3DA
<b>ISIN Code</b>	GB00B015PT76

## DEFINITIONS

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

<b>“Act”</b>	the Companies Act 2006 (as amended from time to time)
<b>“AIM”</b>	a market operated by London Stock Exchange
<b>“AIM Rules”</b>	the rules for companies with a class of securities admitted to AIM and their nominated advisers governing the admission to and operation of AIM as published by the London Stock Exchange from time to time
<b>“African Resources”</b>	African Resources Limited, a company registered in British Virgin Islands
<b>“Business Day”</b>	a day not being a Saturday or a Sunday or a bank or public holiday in England on which clearing banks are open for business in the City of London
<b>“Change of Name”</b>	the proposed change of the name of the Company to GoldBridges Global Resources plc
<b>“Convertible Loan Notes”</b>	the £17,250,000 unsecured convertible loan notes of the Company created and constituted on the terms of a loan note instrument dated 4 October 2013, all of which have been converted into Ordinary Shares held by African Resources
<b>“Company”</b>	Hambledon Mining plc, a company incorporated in England and Wales with registered number 05048549, whose registered office is at 28 Eccleston Square, London, SW1V 1NZ
<b>“Directors” or “Board”</b>	the directors of the Company whose names are set out on page 4 of this document, or any duly authorised committee thereof
<b>“Existing Ordinary Shares”</b>	the 1,563,370,130 Ordinary Shares in issue as at the date of this document
<b>“Excluded Territories”</b>	Australia, New Zealand, the United States, Canada, the Republic of Ireland, Japan and the Republic of South Africa, and/or their respective territories or possessions
<b>“Form(s) of Proxy”</b>	the form(s) of proxy for use in connection with the General Meeting accompanying this document
<b>“General Meeting”</b>	the general meeting of the Company to be held at the offices of Gowlings (UK) LLP at 125 Old Broad Street, London EC2N 1AR at 11.00 a.m. on Monday 13 January 2014 (or any adjournment thereof) to approve the Resolutions, notice of which is set out at the end of this document
<b>“Group”</b>	the Company, its subsidiaries and its subsidiary undertakings
<b>“London Stock Exchange”</b>	London Stock Exchange plc, its subsidiaries and its subsidiary undertakings
<b>“Notice of General Meeting”</b>	the notice convening the General Meeting, a copy of which is set out at the end of this document
<b>“Ordinary Shares”</b>	ordinary shares of 0.1 pence each in the capital of the Company

<b>“Resolutions”</b>	the resolutions set out in the Notice of General Meeting and <b>“Resolution”</b> shall mean any one of them
<b>“Shareholders”</b>	the holders of Ordinary Shares from time to time
<b>“Share Authorities Renewal”</b>	the proposed increase of authority to allot shares and to disapply pre-emption rights
<b>“Strand”</b>	Strand Hanson Limited, the Company’s nominated adviser
<b>“Substantial Shareholder”</b>	has the meaning set out in the AIM Rules
<b>“subsidiaries” and “subsidiary undertakings”</b>	have the meaning set out in section 1162 of the Act
<b>“UK” or “United Kingdom”</b>	the United Kingdom of Great Britain and Northern Ireland
<b>“£” and “p”</b>	respectively pounds and pence sterling, the lawful currency of the United Kingdom

# LETTER FROM THE CHIEF EXECUTIVE OFFICER

## HAMBLEDON MINING PLC

(incorporated in England and Wales with registered number 05048549)

*Directors:*

Kanat Assaubayev (*Chairman*)  
Aidar Assaubayev (*Chief Executive Officer*)  
Ashar Qureshi (*Non-Executive Director*)  
Bill Trew (*Non-Executive Director*)  
Ken Crichton (*Non-Executive Director*)  
Alain Balian (*Non-Executive Director*)

*Registered office:*

28 Eccleston Square  
London  
SW1V 1NZ

24 December 2013

Dear Shareholder,

### **Proposed increase of authority to allot shares and disapply pre-emption rights**

### **Proposed Change of Name to GoldBridges Global Resources plc**

**and**

### **Notice of General Meeting**

#### **1. Introduction**

I am writing to you with details of a General Meeting which we are holding at the offices of Gowlings (UK) LLP at 125 Old Broad Street, London EC2N 1AR at 11.00 a.m. on Monday 13 January 2014. The formal notice of General Meeting is set out at the end of this document.

The Company is proposing an increase of the Director's authority to allot shares and disapply pre-emption rights. The Share Authorities Renewal is subject to Shareholder approval and therefore the passing of Resolutions 1 and 2.

It is also proposed that the Company change its name to GoldBridges Global Resources plc. The Change of Name is subject to Shareholder approval and therefore the passing of Resolution 3.

The purpose of this document is to provide you with information about the background to and the reasons for both the Share Authorities Renewal and Change of Name, to explain why the Board considers the Share Authorities Renewal and Change of Name to be in the best interests of the Company and its Shareholders as a whole, and why the Directors recommend that you vote in favour of the Resolutions to be proposed at the General Meeting, notice of which is set out at the end of this document. **Shareholders are advised to read this document in its entirety.**

If you would like to vote on the resolutions but cannot attend the General Meeting, please fill in the Form of Proxy enclosed with this document and return it as soon as possible to Neville Registrars Limited, 18 Laurel Lane, Halesowen, West Midlands B63 3DA in the prepaid envelope provided. Neville Registrars must receive the completed Form of Proxy by 11.00 a.m. on Thursday 9 January 2014.

#### **2. Information on Hambledon Mining plc**

The Company was incorporated in February 2004 as a UK company and in June 2004 was admitted to trading on AIM. The Company's principal activity is the development of the Sekisovskoye gold and silver deposit in the Glubokovsky region of East Kazakhstan under the terms of a licence expiring on 18 July 2020.

Mining, initially mostly of waste, commenced from the Sekisovskoye open pit in June 2006 with the first gold pour occurring in 2008. Today, mining continues from the open pit, in addition to the underground deposit which became operational on time and within budget in mid-June 2013. For the three month period

ended 30 June 2013, the Company produced 7,589 ounces of gold, representing a 30 per cent. increase in production year on year and a 50 per cent. increase over the previous quarter.

Following conversion of the Convertible Loan Notes on 15 December 2013, the Company is 74.9 per cent. owned by African Resources and its concert parties. African Resources, which holds 69.2 per cent., is beneficially owned by certain members of the Assaubayev family, including Aidar Assaubayev, who is a director and the Chief Executive Officer of Hambleton. Blackwill Trade Limited, a New Zealand registered company, holds 5.7 per cent. and is judged as acting in concert with African Resources.

### **3. Background to and reasons for the Share Authorities Renewal and Change of Name**

As part of the strategic update announced by the Company on 6 December 2013, Hambleton stated that it expected capital expenditure over the life of the Sekisevskoye mine to be approximately USD 130 million. At the same time the Board announced that it expects to fund this capital requirement principally through funds generated from operations. The Board believes that the balance of finance that will be required from external sources is approximately USD 50 million and is pleased to confirm that the Company is in advanced discussions with a number of banks and other debt providers with a view to meeting further funding requirements in a way that incurs the lowest possible cost of capital and results in least dilution to Shareholders.

During the recent discussions regarding debt financing, it became clear that the recent volatility in the gold price will impact the cost, timing and extent of available debt and the Board is mindful that it needs to maximise the Company's flexibility in securing its funding requirements. As such, the Board is seeking authority from its Shareholders to approve the Share Authorities Renewal, which will enable shares to be issued which the Board believes will be sufficient to raise equity to bridge and shortfall in available debt and ensure that the Company's expanded operations will not be impacted.

**The Board confirms that any Ordinary Shares agreed to be allotted and issued pursuant to the Share Authorities Renewal, which increases the amount of shares the Board is currently authorised to allot on a non pre-emptive basis to up to approximately 35 per cent. of the current issued share capital of the Company for up to six months following the date of the General Meeting (thereafter reducing to 10 per cent.), shall not be allotted and issued to existing Substantial Shareholders (which shall include African Resources and its concert parties) within such six month timeframe if to do so would increase their current percentage holdings in the Company.**

### **4. Background to and reasons for the Change of Name**

The Directors take the view that the Change of Name would be beneficial to the business of the Company as it embarks on a new stage in its development and will reflect its continued evolution and its growing ambitions.

### **5. General Meeting**

Set out at the end of this document is a notice convening the General Meeting to be held at the offices of Gowlings (UK) LLP at 125 Old Broad Street, London EC2N 1AR at 11.00 a.m. on Monday 13 January 2014, at which the following Resolutions will be proposed:

- Resolution 1 – to authorise the Directors, for the purposes of section 551 of the Act, to allot shares in the Company or grant rights to subscribe for or convert any security into shares in the Company up to a maximum aggregate nominal amount of: (a) £550,000 (being approximately thirty five per cent. of the existing share capital of the Company); and (b) further equity securities of the Company in connection with an offer of such securities by way of rights issue up to an aggregate nominal amount of £1,042,247 (being approximately two thirds of the existing share capital of the Company);
- Resolution 2 – to disapply statutory pre-emption rights: (a) in connection with an offer of such securities by way of rights issue; and (b) otherwise up to a maximum aggregate nominal amount of £550,000 (being approximately thirty five per cent. of the existing share capital of the Company), reducing to £156,337 (being approximately ten per cent. of the existing share capital of the Company)

if the larger authority is not used with six months of the passing of the Resolution) in accordance with section 571 of the Act; and

- Resolution 3 – to change the name of the Company to GoldBridges Global Resources plc.

Resolutions 1 and 2 seek Shareholder authority for the issue and allotment on a non pre-emptive basis of (a) such securities in connection with a rights issue and (b) to otherwise issue up to a maximum aggregate nominal amount of £550,000, reducing to £156,337 if the larger authority is not used within six months from the date of the relevant Resolution.

Resolution 3 seeks shareholder authority to change the name of the Company to GoldBridges Global Resources plc.

Resolution 1 requires, in order to be passed, a majority of in excess of 50 per cent. of those attending and voting at the General Meeting (whether in person or by proxy) to vote in favour of it.

Resolutions 2 and 3 require, in order to be passed, a majority of at least 75 per cent. of those attending and voting at the General Meeting (whether in person or by proxy) to vote in favour of it.

## **6. Irrevocable Undertakings**

The Company has received irrevocable undertakings from African Resources to vote (or procure the voting) in favour of the Resolutions in respect of a total of 1,081,903,593 Existing Ordinary Shares, representing 69.2 per cent. of the existing issued ordinary share capital of the Company.

## **7. Recommendation**

The Directors unanimously recommend that Shareholders vote in favour of the Resolutions as they intend to do in respect of their own beneficial holdings of Ordinary Shares amounting, in aggregate, to 1,081,903,593 Existing Ordinary Shares, representing approximately 69.2 per cent. of the Existing Ordinary Shares.

## **8. Action to be taken**

**A Form of Proxy for use at the General Meeting accompanies this document. Whether or not you intend to be present at the General Meeting, you are asked to complete the Form of Proxy in accordance with the instructions thereon and to return it by post to the Company's registrars, Neville Registrars, 18 Laurel Lane, Halesowen, West Midlands, B63 3DA so as to be received as soon as possible, but in any event no later than 11.00 a.m. on Thursday 9 January 2014. The completion and return of a Form of Proxy will not preclude Shareholders from attending the General Meeting and voting in person should they so wish.**

Yours faithfully

**Aidar Assaubayev**  
*Chief Executive Officer*

# NOTICE OF GENERAL MEETING

## Hambledon Mining plc

*(incorporated in England and Wales under the Companies Act 1985 with registered number 05048549)*

NOTICE IS HEREBY GIVEN that a General Meeting of the Company will be held at the offices of Gowlings (UK) LLP at 125 Old Broad Street, London EC2N 1AR at 11.00 a.m. on Monday 13 January 2014 for the purpose of considering and, if thought fit, passing the resolutions below, of which resolution 1 will be proposed as an ordinary resolution and resolutions 2 and 3 will be proposed as special resolutions (each a “**Resolution**”).

### ORDINARY RESOLUTION

1. That the Directors be and are hereby generally and unconditionally authorised, in accordance with section 551 of the Companies Act 2006 (the “**Act**”), to allot:
  - (a) shares in the Company or grant rights to subscribe for or to convert any security into shares in the Company up to a maximum aggregate nominal amount of £550,000, being approximately thirty five per cent. of the existing share capital of the Company; and, in addition
  - (b) further equity securities of the Company (within the meaning of section 560 of the Act) in connection with an offer of such securities by way of Rights Issue (as defined below) up to an aggregate nominal amount of £1,042,247 (being approximately two thirds of the existing share capital of the Company);

such authority to replace any and all existing authorities granted to the Directors provided that this authority shall expire 18 months hereafter or, if earlier, at the conclusion of the next annual general meeting of the Company, but so that the Company may, before such expiry, make an offer or agreement which would or might require shares to be allotted or rights to subscribe for or convert securities into shares to be granted after such expiry and the Directors may allot shares or grant rights to subscribe for or convert securities into shares pursuant to such an offer or agreement as if this authority had not expired.

“**Rights Issue**” means an offer of equity securities open for acceptance for a period fixed by the Directors to holders of ordinary shares in the capital of the Company on the register on a record date fixed by the Directors in proportion as nearly as may be to the respective numbers of ordinary shares held by them, but subject to such exclusions or other arrangements as the Directors may deem necessary or expedient to deal with any treasury shares, fractional entitlements or legal or practical issues arising under the laws of, or the requirements of any recognised regulatory body or any stock exchange in, any territory or any other matter.

### SPECIAL RESOLUTIONS

2. That, in substitution for any and all existing authorities granted to the Directors and subject to and conditional on the passing of Resolution 1 above, the Directors be empowered, pursuant to section 570 of the Act, to allot equity securities (within the meaning of section 560 of the Act) for cash pursuant to the authority conferred by Resolution 1 above as if section 561(1) of the Act did not apply to any such allotment, provided that this power shall be limited to the allotment of equity securities:
  - (a) in connection with an offer of such securities by way of a Rights Issue (as defined in Resolution 1 above) and shall expire 18 months hereafter or, if earlier, at the conclusion of the next annual general meeting of the Company, 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 as if this power had not expired; and

- (b) otherwise than pursuant to paragraph 2(a) above, up to a maximum aggregate nominal amount of £550,000 (being approximately thirty five per cent. of the existing share capital of the Company) which shall reduce to £156,337 (being approximately ten per cent. of the existing share capital of the Company) 6 months hereafter and shall expire 12 months thereafter or, if earlier, at the conclusion of the next annual general meeting of the Company, save that the Company may, before such reduction or expiry, make an offer or agreement which would or might require equity securities to be allotted after such reduction or expiry and the Directors may allot equity securities in pursuance of any such offer or agreement as if this power had not reduced or expired.

3. That the name of the Company be changed to GoldBridges Global Resources plc.

By order of the board  
**Aidar Assaubayev**  
(*Chief Executive Officer*)

*Registered office:*  
28 Eccleston Square  
London  
SW1V 1NZ

Dated: 24 December 2013

## NOTES TO THE NOTICE OF GENERAL MEETING

1. Members entitled to attend, speak and vote at the general meeting may appoint a proxy or proxies to exercise these rights in their place at the general meeting. A proxy does not need to be a member of the Company but must attend the meeting to represent you. To appoint a person other than the Chairman of the meeting as your proxy, insert their full name in the box on your form of proxy. If you sign and return your form of proxy 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 general 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.
2. You may appoint more than one proxy provided each proxy is appointed to exercise rights attached to different shares. In the event of a conflict between a blank form of proxy and a form of proxy which states the number of shares to which it applies, the specific form of proxy shall be counted first, regardless of whether it was sent or received before or after the blank form of proxy, and any remaining shares in respect of which you are the registered holder will be apportioned to the blank form of proxy. To appoint more than one proxy you must complete a separate form of proxy for each proxy. Members can copy their original form of proxy.
3. The return of a completed form of proxy or any CREST proxy instruction (as described in paragraph 9 below) 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. To be valid, the form of proxy should be completed and returned to Neville Registrars, 18 Laurel Lane, Halesowen, West Midlands, B63 3DA in accordance with the instructions printed on it as soon as possible and, in any event, so as to be received by not later than 11.00 a.m. on Thursday 9 January 2014.
4. To direct your proxy how to vote on the resolutions mark the appropriate box on your form of proxy with an 'X'. To abstain from voting on a resolution, select the relevant "Vote 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 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 meeting.
5. In the case of joint holders, the signature of only one of the joint holders is required on the form of proxy and where more than one joint holder has signed the form of proxy or where more than one of the joint holders purports to appoint a proxy, only the signature of or the appointment submitted by the most senior holder will be accepted to the exclusion of other joint holders. 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).
6. In the case of a member which is a company, your form of proxy must be executed under its common seal or signed on its behalf by a duly authorised officer of the company or an attorney for the company.
7. Any power of attorney or any other authority under which your form of proxy is signed (or a duly certified copy of such power or authority) must be included with your form of proxy.
8. 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.
9. CREST members who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service may do so for this general meeting to be held at 11.00 a.m. on Monday 13 January 2014 and any adjournment(s) thereof 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 should refer to their CREST sponsors or voting service provider(s), who will be able to take the appropriate action on their behalf. In order for a proxy appointment or instruction 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 specifications, and must contain the information required for such instructions, as described in the CREST Manual (available via [www.euroclear.com/CREST](http://www.euroclear.com/CREST)). The message, regardless of whether it constitutes the appointment of a proxy or is an amendment to the instruction given to a previously appointed proxy must, in order to be valid, be transmitted so as to be received by the Company's agent, Neville Registrars Limited (CREST Participant ID: 7RA11), no later 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 time stamp applied to the message by the CREST Application Host) from which the Company's agent is able to retrieve the message by enquiry to CREST in the manner prescribed by CREST. CREST members and, where applicable, their CREST sponsor or voting service provider should note that Euroclear UK & Ireland Limited 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, to procure that his CREST sponsor or voting service provider takes) 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 sponsor or voting service provider are referred in particular to those sections of the CREST Manual concerning practical limitations of the CREST system and timings. The Company may treat as invalid a CREST Proxy Instruction in the circumstances set out in Regulation 35(5)(a) of the Uncertificated Securities Regulations 2001.

10. Only those members entered on the register of members of the Company at 6.00 p.m. on Thursday 9 January 2014 or, in the event that the general meeting is adjourned, in the register of members as at 6.00 p.m. on the day two days before the date of any adjourned meeting, shall be entitled to attend and vote at the general meeting in respect of the number of shares registered in their names at that time. Changes to the entries on the register of members after 6.00 p.m. on Thursday 9 January 2014 or, in the event that the general meeting is adjourned, in the register of members after 6.00 p.m. on the day two days before the date of the adjourned meeting, shall be disregarded in determining the rights of any person to attend or vote at the general meeting.





