

THIS DOCUMENT IS IMPORTANT.

If you are in any doubt about its contents, or the action you should take, you should immediately consult your stockbroker, bank manager, solicitor, accountant or other independent professional adviser authorised pursuant to the Financial Services and Markets Act 2000.

If you have sold or transferred all your shares in Falkland Islands Holdings plc, you should pass this document but not the accompanying form of proxy or form of election to the purchaser or transferee or to the person through whom the sale or transfer was effected, for onward transmission to the purchaser or transferee.

Falkland Islands Holdings plc

(Incorporated in England and Wales with registered number 03416346)

Annual General Meeting

Tuesday 20 August 2013

To Shareholders and, for information only, to the holders of options under the Company's share option schemes.



Falkland Islands Holdings plc

(Incorporated in England and Wales with registered number 03416346)

Directors:

David Hudd (Chairman)
John Foster
Mike Killingley
Jeremy Brade
Edmund Rowland

Registered Office:

Kenburgh Court
133-137 South Street
Bishop's Stortford
Hertfordshire CM23 3HX

28 June 2013

Dear Shareholder

The 2013 Annual General Meeting is to be held at the London offices of FTI Consulting, Holborn Gate, 26 Southampton Buildings, WC2 1PB on Tuesday 20 August 2013 at 2.30pm. The formal Notice convening the meeting is set out on pages 6 to 7 of this document. In addition to the ordinary business set out in items 1 to 5 of the Notice, you will find Resolutions numbered 6 to 9 which will be proposed in order to renew or replace authorities and powers given by shareholders at the last Annual General Meeting. You will also find Resolutions numbered 10 to 12 which seek approval for a capital reorganisation involving the consolidation and then sub-division of the Company's share capital and authority for the Company to buy back certain fractional entitlements arising on the consolidation of the Company's share capital. This Circular provides you with an explanation of those items of business and explains the action you should take.

Resolution 6 – Authority to allot relevant securities

This resolution would give the Directors the general authority to allot shares and/or grant rights to subscribe for or to convert into shares in the Company up to a maximum nominal amount of £414,387 (representing a maximum number of 4,143,870 ordinary shares of 10p each) being approximately one third of the issued share capital at 28 June 2013. This general authority is at approximately the same level as last year in percentage terms in order to continue to afford the Company the flexibility to raise further funds in order, for example, to finance future acquisitions without incurring the costs of convening an additional shareholder meeting. This authority would expire on 30 September 2014 or, if earlier, at the conclusion of the Annual General Meeting in 2014.

Resolution 7 – Disapplication of statutory pre-emption rights

This special resolution seeks to give the Directors the power to allot a limited quantity of equity securities (such as ordinary shares in the Company) for cash without first offering them to existing shareholders. The authority is limited to the allotment (otherwise than pursuant to a rights or similar issue) of equity securities of a maximum nominal amount of £124,316 representing a maximum number of 1,243,162 ordinary shares of 10p each or approximately 10% of the Company's issued ordinary share capital at 28 June 2013. This power would afford the Company the flexibility to raise further funds in order, for example, to finance future acquisitions through a placing of new ordinary shares without incurring the cost and delay entailed by convening an additional shareholder meeting. This power would expire on 30 September 2014 or, if earlier, at the conclusion of the Annual General Meeting in 2014.

Resolution 8 – Purchase of own shares

This special resolution would give shareholders' authority for the Company to make market purchases of its own ordinary shares. The Directors have no present intention of exercising this authority but would wish to have the flexibility to do so in the future. Purchases of own shares would only be made through the London Stock Exchange. Any shares purchased would be cancelled and the number of shares in issue would thereby be reduced. Accordingly, the Directors will only exercise the authority to make purchases of shares granted by this resolution if they believe that to do so would result in an increase in earnings per share and is in the best interests of the shareholders generally. The maximum number of shares which may be purchased is 1,243,162 representing approximately 10% of the Company's issued ordinary share capital at 28 June 2013. The authority would, again, expire on 30 September 2014 or, if earlier, at the conclusion of the Annual General Meeting in 2014. The minimum price that could be paid for an ordinary share would be 10p and the maximum price would be equal to 105 per cent of the average of the middle market quotations for an ordinary share as derived from The Daily Official List for the five business days immediately preceding the day on which the share is contracted to be purchased in each case excluding expenses. The Directors expect that, if the authority were to be exercised, the consideration for such purchases would be defrayed by utilising the distributable reserves of the Company.

Resolution 9 – Political donations

Neither the Company nor any of its subsidiaries have made any donations to political parties in the European Union (EU) in 2013 and it is Company policy not to do so. However, the relevant legislation, which is the Companies Act 2006 (the Act), defines EU political organisations very widely and, as a result, in certain circumstances donations intended for charitable or similar purposes may be regarded as political in nature.

In order to comply with these obligations and to avoid any inadvertent infringement of the Act, the Directors consider it prudent to seek shareholder approval for a general level of donation. Resolution 9 seeks authority for the Company and its trading subsidiaries to make donations to EU political organisations or to incur EU political expenditure not exceeding £50,000 in total during the period from 20 August 2013, the date of the 2013 Annual General Meeting, and ending at the end of the next Annual General Meeting of the Company to be held in 2014, or, if earlier on 30 September 2014.

Resolutions 10 and 11 – Capital Reorganisation

Background

The Company currently has over 6,200 Shareholders. Of these over 4,300 Shareholders have registered holdings of less than 100 Ordinary Shares, representing some 69 per cent. of the total number of Shareholders but less than 1 per cent. of the Ordinary Shares in issue. The majority of these shareholdings date back to 1998, when shareholders in Anglo United plc received 1 share in Falkland Islands Holdings plc for every 300 shares they held in Anglo United. As a result, the Company has a disproportionately large number of shareholders holding very few shares. Indeed 1,400 shareholders own 5 or less shares in the Company.

The large number of shareholders results in significant costs to the Company as the annual cost of maintaining the register including dealing with two dividend payments is approximately £10 per shareholder. The Board believes that it is not in the Company's best interests to continue to bear these costs.

Accordingly the Board proposes to buy back the fractional entitlement to a Consolidated Share which will accrue to the Small Shareholders without any transaction cost being charged to the shareholder. This will benefit small shareholders who may have considered selling their Ordinary Shares but decided not to do so due to the disproportionate dealing and administration costs relating to such a sale.

However any Small Shareholders wishing to retain their shareholding may do so, by completing the enclosed Form of Election.

As at the close of business on 25 June 2013 being the last practicable date prior to the publication of this document, a shareholding of 100 Ordinary Shares was worth £362.50 at the mid-market price.

It is important to note that the buy back of Fractional Entitlements will only apply to registered holdings, so if you hold less than 100 shares through a nominee, the buy back will only apply if the total holding of the nominee shareholder is less than 100 shares.

Consolidation

The Board is therefore proposing to undertake a capital reorganisation of the Ordinary Shares and the buy back of the Fractional Entitlements, which will reduce the number of Shareholders, achieving cost savings for the Company, whilst at the same time returning value, free from transaction costs, to the Small Shareholders. It is proposed to achieve this by first undertaking the Consolidation, consolidating every 100 Ordinary Shares into one Consolidated Share.

As a consequence of the Consolidation, if you hold less than 100 Ordinary Shares at the Record Time, then, unless you complete the Form of Election stating that you elect to retain all of your fractional entitlement to a Consolidated Share, such "Fractional Entitlement" will be purchased by the Company. With a view to maximising the sale price of the Fractional Entitlements, the Company itself intends to purchase those Fractional Entitlements, pursuant to the Off Market Share Purchase Authority as detailed on page 4 and set out in resolution 12.

The Share Purchase Agreement provides that the Company will buy the Fractional Entitlements of Small Shareholders. Further details of the Share Purchase Agreement and the price at which the Fractional Entitlements will be bought back are given on page 4 of this document.

If your shareholding is 100 Ordinary Shares or higher at the Record Time, then unless your holding is divisible by 100 you will be left with a whole number of Consolidated Shares together with a Fractional Entitlement, all of which will be converted into New Ordinary Shares in the Sub-division. If you hold less than 100 Ordinary Shares at the Record Time, but complete the Form of Election stating that you elect to retain all of your fractional entitlement to a Consolidated Share then your Fractional Entitlement will be converted into New Ordinary Shares in the Sub-Division.

Resolution 10, a special resolution, deals with the Consolidation and authorises the Directors to implement the sale of the Fractional Entitlements of Small Shareholders. It is intended that the sale of the Fractional Entitlements will then be effected by means of the Share Purchase Agreement and resolution 10 authorises any Director, as attorney for the Small Shareholders, to execute the Sale and Purchase Agreement on their behalf.

Sub-division

In order to avoid the Consolidation having a detrimental effect on the market price of the Company's shares, and to avoid confusion that might arise from the Consolidation, the Board is proposing that, immediately following the Consolidation and the sale and purchase of the Fractional Entitlements of the Small Shareholders, the remaining Consolidated Shares and Fractional Entitlements will be sub-divided on the basis of 100 New Ordinary Shares for each Consolidated Share held and proportionately for any Fractional Entitlement.

Resolution 11, an ordinary resolution, seeks shareholder approval for the Sub-division.

Certificated and non-certificated holdings

If you hold a share certificate in respect of your Existing Ordinary Shares it will no longer be valid from the time the proposed Capital Reorganisation takes effect. You will be sent a new share certificate within 14 days of the Record Time and upon receipt thereof should destroy the old certificate(s). If you hold your Existing Ordinary Shares in uncertificated form (i.e. in CREST), you should expect to have your CREST account adjusted to reflect your entitlement to New Ordinary Shares on 21 August 2013 or as soon as practicable after the Capital Reorganisation takes effect. Existing Ordinary Shares credited to any stock account in CREST will be disabled and all Existing Ordinary Shares will be removed from CREST in due course.

Share rights

The New Ordinary Shares created by the Capital Reorganisation will have the same rights as the Existing Ordinary Shares. Immediately following the proposed Capital Reorganisation the Company will apply for the admission of the New Ordinary Shares to trading on the AIM Market. It is anticipated that dealings in the Existing Ordinary Shares will continue until the close of business on 20 August 2013 and that dealings in the New Ordinary Shares will commence at 8.00 a.m. on 21 August 2013, being the next Business Day.

Resolution 12 – Off Market Share Purchase Authority

This special resolution seeks authority to purchase the Fractional Entitlements of Small Shareholders pursuant to the Share Purchase Agreement, as explained below. Resolution 12 grants this authority and approves the Company entering into the Share Purchase Agreement.

Although Resolution 12 is not stated to be conditional upon the passing of any other resolution(s), the Directors will not be able to exercise this authority unless resolutions 10 and 11 are also passed.

The Share Purchase Agreement is to be made between the Small Shareholders (acting by a Director as their attorney in accordance with resolution 12) as sellers (1) and the Company as purchaser (2) and provides for the sale and purchase of the Fractional Entitlements of the Small Shareholder on the following basis:

- (i) The price payable for the Fractional Entitlements is to be calculated on the basis of a Consolidated Share having a value equal to one hundred times the value equal to 105 per cent. of the average mid-market price of an Ordinary Share for the five Business Days ending on the date of completion of the purchase or, if higher, the value stipulated by Article 5(1) of the Buy-back and Stabilisation Regulation being the higher of the price of the last independent trade and the highest current independent bid available in the market).
- (ii) Completion is to take place on 20 August 2013 and payment of the cash consideration is to be made to the Small Shareholders by cheque or through their CREST accounts (as appropriate) within 14 days of completion.
- (iii) The Share Purchase Agreement contains statements confirming that the Small Shareholders own the Fractional Entitlements, that they are to be sold free from encumbrances and that the Small Shareholders consent to the sale of the Fractional Entitlements.
- (iv) The Share Purchase Agreement provides that Small Shareholders will receive payment of the sale proceeds of their Fractional Entitlements by cheque if they hold their shares in certificated form, or if held through CREST their CREST accounts will be credited within 14 days of the Record Time, and all such Fractional Entitlements which are purchased by the Company will be included in the Sub-division and held as treasury shares by the Company.

The reasons for the Company proposing to purchase the Fractional Entitlements itself by way of an off market purchase through the Share Purchase Agreement is:

- to ensure that they are bought immediately after the Record Time; and
- to avoid incurring the cost of a market purchase of the Fractional Entitlements which would involve the admission of the Consolidated Shares to trading on AIM, and broker costs and charges for the sale and purchase.

Action to be taken

Shareholders will find enclosed a Form of Proxy for use in connection with the Annual General Meeting, together with a Form of Election for Small Shareholders wishing to opt out of the capital reorganisation and retain their shareholding. Whether or not you are able to attend the meeting, you are requested to complete the Form of Proxy and return it to Capita Registrars, FREEPOST RSBH-UXKS-LRBC, PXS, 34 Beckenham Road, Beckenham, Kent BR3 4TU as soon as possible and, in any event, so as to arrive no later than 2.30pm on 16 August 2013. Shareholders who hold their shares electronically in CREST can appoint a proxy using the CREST electronic proxy appointment service as described in note 4 to the Notice of Annual General Meeting.

Alternatively, shareholders can register their proxy votes online, as indicated in note 5 to the Notice of Annual General Meeting.

The completion and return of a Form of Proxy, the appointment of a proxy through CREST or registering your proxy votes online, will not preclude you from attending and voting in person, if you wish to do so.

Recommendation

The Directors consider that the resolutions numbered 6 to 12 inclusive set out in the Notice of Annual General Meeting on pages 6 and 7 of this document are in the best interests of and most likely to promote the success of the Company for the benefit of its members as a whole and the Directors recommend that you vote in favour of them, as each of the Directors intends to do in respect of his own beneficial holding of shares in the Company.

Yours faithfully

David Hudd
Chairman

Definitions

The following definitions apply throughout this document and the accompanying Form of Proxy unless the context requires otherwise.

Annual General Meeting or AGM	the annual general meeting of the Company which is due to be held at FTI Consulting, Holborn Gate, 26 Southampton Buildings, London WC2 1PB on 20 August 2013 at 2.30pm and notice of which is given at the end of this document.
Board or Directors	the directors of the Company, whose names appear on page 2 of this document.
Business Day	a day (other than a Saturday, Sunday or public holiday) when clearing banks are open for business in the City of London).
Buy-back and Stabilisation Regulation	Commission Regulation (EC) of 22 December 2003 (No. 2273/2003) implementing the Market Abuse Directive as regards exemptions for buy-back programmes and stabilisation of financial instructions.
Capital Reorganisation	the reorganisation of the existing share capital of the Company pursuant to the Consolidation and the Sub-division, as described in this document.
Consolidated Shares	the ordinary shares of £10 each in the capital of the Company arising from the Consolidation.
Consolidation	the proposed consolidation of the Existing Ordinary Shares into Consolidated Shares, as described in this document on the basis of one Consolidated share for every 100 Existing Ordinary Shares.
CREST	the relevant system (as defined in the CREST Regulations) in respect of which Euroclear UK & Ireland Limited is Operator (as defined in the CREST Regulations).
CREST Regulations	the Uncertificated Securities Regulations 2001 (SI 2000 No.3755).
Existing Ordinary Shares	the existing ordinary shares of 10p each in the capital of the Company currently in issue.
Form of Election	the form of election enclosed with this document to be used by Small Shareholders.
Form of Proxy	the form of proxy to be used by Shareholders at the Annual General Meeting.
Fractional Entitlement	a fractional entitlement to a Consolidated Share following the Consolidation.
FSMA	The Financial Services and Markets Act 2000, as amended.
New Ordinary Shares	the new ordinary shares of 10p each in the capital of the Company following the Capital Reorganisation.
Off Market Share Purchase Authority	the authority to acquire the Fractional Entitlements of Small Shareholders in an off-market purchase to be sought by the Company pursuant to Resolution 12.
Ordinary Shares or Shares	Existing Ordinary Shares and/or New Ordinary Shares as the context so requires.
Record Time	6.00pm on 20 August 2013 in relation to the Consolidation and Sub-division.
Shareholders	holders of Ordinary Shares.
Share Purchase Agreement	the agreement to be entered into between the Small Shareholders (acting by a Director as their attorney) and the Company for the sale and purchase of the Fractional Entitlements of the Small Shareholders, details of which are given on page 4 of this document.
Small Shareholders	Shareholders who hold less than 100 Existing Ordinary Shares at the Record Time, but excluding any such Shareholder who validly completes the Form of Election stating that they wish to retain all of their Fractional Entitlement.
Sub-division	the proposed sub-division of each Consolidated Share into New Ordinary Shares, as described in this document on the basis of 100 New Ordinary Shares for every one Consolidated Share.

Falkland Islands Holdings plc

Notice of Annual General Meeting

Notice is hereby given that the 2013 Annual General Meeting of Falkland Islands Holdings plc will be held at the London offices of FTI Consulting, Holborn Gate, 26 Southampton Buildings, WC2 1PB on Tuesday 20 August 2013 at 2.30pm.

To consider and, if thought fit, pass the following resolutions which will be proposed as ordinary resolutions or special resolutions as indicated below:

1. As an ordinary resolution:

To receive the audited financial statements for the year ended 31 March 2013 together with the Directors' and Auditor's reports thereon.

2. As an ordinary resolution:

To declare a final dividend of 7.5p per share.

3. As an ordinary resolution:

To re-appoint Edmund Rowland, who was appointed since the last Annual General Meeting, as a Director.

4. As an ordinary resolution:

To appoint KPMG LLP as Auditor.

5. As an ordinary resolution:

To authorise the Directors to determine the remuneration of the Auditor.

6. As an ordinary resolution:

That the Directors be and they are hereby generally and unconditionally authorised for the purposes of section 551 of the Companies Act 2006 (the Act) to exercise all powers of the Company to allot shares or grant rights to subscribe for or to convert any security into shares in the Company up to a maximum aggregate nominal amount of £414,387. This authority shall expire on the earlier of 30 September 2014 and the conclusion of the Annual General Meeting of the Company to be held in 2014, save that the Company may, before such expiry, make any offer or agreement which would or might require shares to be allotted after such expiry and the Directors may allot shares in pursuance of such an offer or agreement as if the authority conferred hereby had not expired.

7. As a special resolution:

That the Directors be and they are hereby empowered pursuant to Section 571 of the Companies Act 2006 (the Act) to allot equity securities (within the meaning of Section 560 of the Act) pursuant to the general authority conferred by resolution 7 in the Notice of Annual General Meeting accompanying the circular to the shareholders of the Company dated 28 June 2013, as if Section 561 of the Act did not apply to any such allotment, provided that this power shall be limited:

- (a) to the allotment of equity securities in connection with a rights issue or other issue in favour of holders of ordinary shares where the equity securities respectively attributable to the interests of all holders of ordinary shares are proportionate (as nearly as practicable) to the respective numbers of ordinary shares held or deemed to be held by them, subject only to such exclusions or other arrangements as the Directors may deem necessary or expedient to deal with fractional entitlements, legal or practical problems arising in any overseas territory, or by virtue of shares being represented by depositary receipts, the requirements of any regulatory body or stock exchange, or any other matter; and
- (b) to the allotment (otherwise than pursuant to sub-paragraph (a) above) of equity securities for cash up to an aggregate nominal value of £124,316; and this power shall, unless renewed, varied or revoked, expire on the earlier of 30 September 2014 or the conclusion of the Annual General Meeting of the Company to be held in 2014, save that the Company may, before such expiry, make any 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 such an offer or agreement as if the power hereby conferred had not expired.

8. As a special resolution:

That, in accordance with Chapter 4 of Part 18 of the Companies Act 2006 (the Act) or otherwise as permitted by law and by the Company's Articles of Association, the Company be generally and unconditionally authorised to make market purchases (as defined in Section 693(4) of the Act) of its own ordinary shares on such terms, and in such manner as the Directors may, from time to time, determine, provided that:

- a) the maximum number of ordinary shares hereby authorised to be purchased is 1,243,162;
- b) the minimum price which may be paid for an ordinary share is 10p (excluding expenses);
- c) the maximum price (excluding expenses) which may be paid for an ordinary share is an amount equal to 105 per cent of the average of the middle market quotations for an ordinary share as derived from The Daily Official List for the five business days immediately preceding the day on which the share is contracted to be purchased; and
- d) the authority hereby conferred shall expire on the earlier of 30 September 2014 or the conclusion of the Annual General Meeting of the Company to be held in 2014, but a contract of purchase may be made before such expiry which will or may be executed wholly or partly thereafter and a purchase of shares may be made in pursuance of any such contract.

9. As an ordinary resolution:

That the Company and all companies that are its subsidiaries at any time during the period for which this resolution is effective are authorised, in aggregate, to make donations to EU political organisations and to incur EU political expenditure (such terms having meanings set out in sections 363 to 365 of the Companies Act 2006) not exceeding £50,000 in total during the period beginning 20 August 2013, the date of the Company's 2013 Annual General Meeting, and expiring at the end of the Annual General Meeting to be held in 2014, or, if earlier, on 30 September 2014.

10. As a special resolution:

That, subject to and conditional upon the passing of resolution 11 and resolution 12, all of the existing issued ordinary shares of 10p each in the capital of the Company (Existing Ordinary Shares) be and are hereby consolidated into ordinary shares of £10 each (Consolidated Shares) on the basis of one Consolidated Share for each 100 Existing Ordinary Shares and the Directors be and are hereby authorised in accordance with their powers conferred under article 48 of the Company's Articles of Association and this resolution, to effect the sale of the fractional entitlements to a Consolidated Share to which Small Shareholders (as defined in the Circular) are entitled to the Company on the terms of the Share Purchase Agreement and any Director be and is hereby authorised, as attorney for an on behalf of each of the Small Shareholders (as defined below), to sign or execute the Share Purchase Agreement (as defined below) and any stock transfer form required to be executed on completion of the Share Purchase Agreement on their behalf.

11. As an ordinary resolution:

That, subject to and conditional upon the passing of resolution 10 and resolution 12 immediately after completion of the sale and purchase of the fractional entitlements of Small Shareholders pursuant to the Share Purchase Agreement referred to in Resolution 10 above, the Consolidated Shares be and are hereby sub-divided into ordinary shares of 10p each (New Ordinary Shares) on the basis of 100 New Ordinary Shares for each Consolidated Share held and in the same proportion in respect of any fractional entitlements to Consolidated Shares (including all such Consolidated Shares and fractional entitlements to Consolidated Shares purchased pursuant to the Share Purchase Agreement), such New Ordinary Shares to rank *pari passu* in all respects with the unissued ordinary shares of 10p each in the capital of the Company.

12. As a special resolution:

THAT the Company be and is hereby specifically and unconditionally authorised in accordance with the articles of association of the Company and the Act to purchase Fractional Entitlements of Small Shareholders (as both expressions are defined in the circular sent by the Company to Shareholders on 28 June 2013 (the Circular), a copy of which marked "A" is produced to the meeting and signed by the Chairman of the meeting for the purpose of identification), on and subject to the terms of the Share Purchase Agreement the principal terms of which are summarised in the Circular and a copy of which marked "B" is produced to the meeting and signed by the Chairman of the meeting for the purpose of identification, and that the terms of the Share Purchase Agreement be approved and any Director be authorised to execute the same on behalf of the Company and to fulfil all obligations of the Company thereunder, provided that this authority shall expire on 30 September 2013.

By order of the Board

Carol Bishop
Secretary

28 June 2013

Registered office:
Kenburgh Court
133-137 South Street
Bishop's Stortford
Hertfordshire CM23 3HX

Important notes for Shareholders

1. A Form of Proxy is enclosed. You may appoint one or more persons of your choice to act as your proxy. A proxy may attend the meeting and, on a poll, vote in respect of the shares you hold. A proxy need not be a shareholder of the Company. You may use the enclosed Form of Proxy to nominate your proxy. To be valid, Forms of Proxy must reach the Company's Registrar, Capita Registrars, PXS, The Registry, 34 Beckenham Road, Beckenham, Kent BR3 4TU, no later than 2.30pm on 16 August 2013. Completing and returning a Form of Proxy to the Registrar will not preclude you from attending and voting at the meeting in person.
2. Pursuant to Regulation 41 of the CREST Regulations, the Company specifies that only those shareholders registered in the Company's register of members at 6.00pm on 16 August 2013 (or if the meeting is adjourned, in the Company's register of members at 6.00pm on the day two days before the day fixed for the adjourned meeting) shall be entitled to attend or vote at this Annual General Meeting in respect of the number of shares registered in their names at that time. Changes to entries on the register after 6.00pm on 16 August 2013 will be disregarded in determining the rights of any person to attend or vote at the meeting.
3. Copies of the service contracts of the Directors will be available for inspection at the registered office of the Company during normal business hours on each business day from the date of this document until the date of the Annual General Meeting and will be available for inspection at the place of the Annual General Meeting from 15 minutes prior to its commencement until its conclusion.
4. CREST members who wish to appoint a proxy or proxies by utilising the CREST electronic proxy appointment service may do so for the Annual General Meeting to be held on 20 August 2013 and any adjournment(s) thereof by utilising the procedures described in the CREST Manual. CREST Personal Members or other CREST sponsored members, and those CREST members who have appointed a voting service provider(s), should refer to their CREST sponsor or voting service provider(s), who will be able to take the appropriate action on their behalf.

In order for a proxy appointment made by means of CREST to be valid, the appropriate CREST message (a CREST Proxy Instruction) must be properly authenticated in accordance with CRESTCo's specifications and must contain the information required for such instructions, as described in the CREST Manual. The message must be transmitted so as to be received by the issuer's agent (ID: RA10) by the latest time(s) for receipt of proxy appointments specified in the notice of meeting. For this purpose, the time of receipt will be taken to be the time (as determined by the timestamp applied to the message by the CREST Applications Host) from which the issuer's agent is able to retrieve the message by enquiry to CREST in the manner prescribed by CREST.

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

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

5. To register your vote online, please log on to www.capitashareportal.com and follow the on-screen instructions.