

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION. IT CONTAINS PROPOSALS RELATING TO EKF DIAGNOSTICS HOLDINGS PLC (THE "COMPANY") ON WHICH YOU ARE BEING ASKED TO VOTE. If you are in any doubt about the contents of this document or the action you should take, you are recommended to seek immediately your own personal financial advice from your stockbroker, bank manager, solicitor, accountant or other independent financial advisor authorised under the UK Financial Services and Markets Act 2000 or, if you are in a territory outside the United Kingdom, from an appropriately authorised independent financial adviser.

If you have sold or otherwise transferred all of your Ordinary Shares in the Company (the "**Ordinary Shares**"), please send this document, together with the accompanying form of proxy (the "**Form of Proxy**"), at once to the purchaser or transferee of such Ordinary Shares, or to the stockbroker, banker or other agent through whom the sale or transfer was effected, for onward transmission to the purchaser or transferee. However, such documents should not be distributed, forwarded or transmitted in or into any jurisdiction if to do so would constitute a violation of the relevant laws and regulations in such other jurisdiction. If you have sold or transferred only part of your holding of Ordinary Shares, please consult the bank, stockbroker or other agent through which the sale or transfer was effected.

This document does not constitute an offer to buy, acquire or subscribe for, or the solicitation of any offer to buy, acquire or subscribe for, any securities or an invitation to buy, acquire or subscribe for, any securities.

EKF DIAGNOSTICS HOLDINGS PLC

(Incorporated and registered in England and Wales with registered number 04347937)

Proposed cancellation of Share Premium Account,

Authority for the purchase of Ordinary Shares by the Company

and

Notice of General Meeting

Notice of a General Meeting of the Company to be held at the offices of Harwood Capital LLP, 6 Stratton Street, Mayfair, London W1J 8LD at 11:00 a.m. on Thursday, 27 July 2017 (the "**General Meeting**") is set out at the end of this document. The Capital Reduction described in this document is conditional, *inter alia*, upon Shareholder approval of the Capital Reduction Resolution at the General Meeting. Shareholders are requested to complete and return their Form(s) of Proxy.

To be valid, Forms of Proxy for use at the General Meeting must be completed and returned in accordance with the instructions printed thereon to Capita Asset Services, The Registry, 34 Beckenham Road, Beckenham, Kent, BR3 4TU as soon as possible and in any event so as to arrive by no later than 11:00 a.m. on Tuesday, 25 July 2017.

This document should be read as a whole. Nevertheless, your attention is drawn to the letter from your Chairman which contains a recommendation from the Board that you vote in favour of the Resolutions to be proposed at the General Meeting. Shareholders should make their own investigations in relation to the Capital Reduction, including the merits and risks involved. Nothing in this document constitutes legal, tax, financial or other advice, and if they are in any doubt about the contents of this document, Shareholders should consult their own professional advisers.

EXPECTED TIMETABLE OF PRINCIPAL EVENTS

Publication of this document	26 June 2017
Latest time and date for receipt of Forms of Proxy	11:00 a.m. on Tuesday, 25 July 2017
General Meeting	11:00 a.m. on Thursday, 27 July 2017
Expected dates of High Court Hearings	During August and September 2017
Expected effective date for the Capital Reduction	During September 2017

Notes:

These dates (except for those for the receipt of Forms of Proxy and of the General Meeting) are estimates only, being subject to agreement of hearing dates with the High Court. The timetable assumes that the General Meeting will not be adjourned as a result of there being no quorum, or for any other reason. If there is an adjournment, all subsequent dates are likely to be later than those shown.

Any changes to the expected timetable will be notified to Shareholders by an announcement through a Regulatory Information Service.

All references to time in this document are to London time.

DEFINITIONS

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

Act	the Companies Act 2006 and any statutory modification or re-enactment thereof for the time being in force;
AIM	the AIM market of the London Stock Exchange;
AIM Rules for Companies	the rules of AIM as set out in the publication entitled 'AIM Rules for Companies' published by the London Stock Exchange from time to time;
Articles	the articles of association of the Company as adopted by special resolution passed on 2 July 2010;
Board	the board of directors of the Company as at the date of this document;
Buyback Authority	resolution no. 2 to be proposed at the General Meeting, which is set out in full in the Notice of General Meeting;
Capital Reduction	the proposed cancellation of the Share Premium Account as described in sections 2 to 4 of the letter from the Chairman in this document;
Capital Reduction Resolution	resolution no. 1 to be proposed at the General Meeting, which is set out in full in the Notice of General Meeting;
Circular or this document	this document;
Company or EKF	EKF Diagnostics Holdings Plc;
CREST	the computerised settlement system operated by Euroclear which facilitates the transfer of title to shares in uncertificated form;
Euroclear	Euroclear UK & Ireland Limited;
Form of Proxy	the form of proxy provided with this document for use by Shareholders in connection with the General Meeting;
Issued Share Capital	the issued share capital of the Company, being 464,262,781 Ordinary Shares as at the date of this document;
General Meeting	the general meeting of the Company to consider the Resolutions, convened for Thursday, 27 July 2017 at 11:00 a.m. or any adjournment thereof, notice of which is set out on pages 9 to 12 of this document;
High Court	the High Court of England and Wales;
London Stock Exchange	London Stock Exchange plc;
Notice of General Meeting	the notice of the General Meeting as set out on pages 9 to 12 of this document;
Ordinary Shares	ordinary shares of £0.01 each in the capital of the Company;
Registrar	Capita Asset Services, The Registry, 34 Beckenham Road, Beckenham, Kent, BR3 4TU;
Regulatory Information Service	has the meaning given in the AIM Rules for Companies;

Resolutions	the resolutions to be proposed at the General Meeting which are set out in full in the Notice of General Meeting;
Shareholder(s)	holder(s) of Ordinary Shares;
Share Premium Account	the share premium account of the Company; and
UK or United Kingdom	the United Kingdom of England, Scotland, Wales and Northern Ireland.

LETTER FROM THE CHAIRMAN

EKF DIAGNOSTICS HOLDINGS PLC

(Incorporated and registered in England and Wales with registered number 04347937)

Directors:

Christopher Mills *(Non-Executive Chairman)*
Julian Baines *(Chief Executive Officer)*
Richard Evans *(Finance Director & Chief Operating Officer)*
Adam Reynolds *(Non-Executive Director)*
Carl Contadini *(Non-Executive Director)*

Registered office:

Avon House
19 Stanwell Road
Penarth
Cardiff
CF64 2EZ

To Shareholders and, for information only, to the holders of options and awards over Ordinary Shares

Dear Shareholder

1. Introduction

The purpose of this document is to provide you with information about the background to, and reasons for, the Capital Reduction and the Buyback Authority, to explain why the Board considers that the Capital Reduction and the Buyback Authority are likely to promote the success of the Company for the benefit of the Shareholders as a whole and why the Board unanimously recommends 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 should note that, unless the Capital Reduction Resolution is approved at the General Meeting (and the High Court approves the Capital Reduction), the Capital Reduction will not take place.

2. Background to and reasons for the Capital Reduction

The Company has previously announced that it was contemplating the buy back of up to 15% of its entire issued share capital to provide a potential exit and return to Shareholders. The Board considers it desirable that the Company has the maximum flexibility to return value to Shareholders. However, the Company is generally precluded from the payment of dividends or other distributions or the redemption or buy back of its Ordinary Shares in the absence of sufficient distributable reserves (and the Share Premium Account can only be applied by the Company for limited purposes).

The Company's Issued Share Capital currently consists of 464,262,781 Ordinary Shares.

The Share Premium Account currently stands at approximately £95,393,000.

The purpose of the Capital Reduction is to create distributable reserves in the Company to allow the buy back of Ordinary Shares, or to facilitate the future consideration of payment of dividends to Shareholders, where justified by the profits of the Company. In order for the Company to have the ability to return money to Shareholders including by way of dividends or carrying out buy backs of Ordinary Shares (if considered appropriate), it is necessary to effect the Capital Reduction.

If the Capital Reduction is approved by Shareholders at the General Meeting, it will be subject to the scrutiny of, and confirmation by, the High Court and, subject to that confirmation and registration by the Registrar of Companies of the order of the High Court, is expected to take effect during September 2017. Assuming that there is no material change in the financial position or prospects of the Company, and subject to any undertakings which the Company may be required to offer the High Court for the protection of creditors, the board anticipates that the Capital Reduction will result in the creation of distributable reserves of approximately £49,100,000. The sum of up to £49,100,000 will be potentially available for the purposes set out in the paragraph above.

3. Share Premium Account

Share premium arises on the issue by the Company of shares at a premium to their nominal value. The share premium is treated as part of the capital of the Company and is credited to the Share Premium Account. Currently the Share Premium Account stands at a sum of approximately £95,393,000 which arose on the issue of Ordinary Shares at a premium to their nominal value.

In accordance with applicable law and accounting standards, the Share Premium Account is a non-distributable capital reserve and, pursuant to relevant provisions of the Act, the Share Premium Account is treated for most purposes as part of the permanent capital of the Company. However, the Company may reduce or cancel its Share Premium Account and in certain circumstances credit some or all of such sum arising to its profit and loss account.

To the extent that the release of such a sum from the Share Premium Account creates or increases a credit on the profit and loss account, that sum represents distributable reserves of the Company.

4. Procedure

In order to effect the Capital Reduction, the Company first requires the authority of the Shareholders by the passing of the Capital Reduction Resolution, as a special resolution, at the General Meeting. The Capital Reduction Resolution is proposed in this regard to cancel and extinguish the entire amount standing to the credit of the Share Premium Account to enable such reserves to be treated as distributable.

Secondly, the Capital Reduction must be confirmed by the High Court, to which the Company will make an application if the Capital Reduction Resolution is passed.

The Company is in the process of provisionally scheduling two High Court hearings, at which, subject to the discretion of the High Court, the Capital Reduction will be confirmed. The date of the High Court hearing to confirm the Capital Reduction will be advertised in a national newspaper, as directed by the High Court, at least seven days prior to the second of the High Court hearings.

The Capital Reduction will take effect when an order of the High Court confirming it and a statement of capital approved by the High Court have been registered with the Registrar of Companies. The effective date of the Capital Reduction is currently expected to be during September 2017. The date is likely to be within a few

working days of the hearing at which the Capital Reduction is confirmed by the High Court, which is currently expected to be during September 2017.

In order to approve the Capital Reduction, the High Court will need to be satisfied that the interests of the creditors of the Company will not be prejudiced. In order to provide this satisfaction, the Company may need to offer undertakings to the High Court, including an undertaking not to treat all or part of the reserve arising on the Capital Reduction as distributable until all current creditors of the Company have been paid or have consented to the Capital Reduction.

The Board reserves the right (where necessary by application to the High Court) to abandon, discontinue or adjourn any application to the High Court for confirmation of the Capital Reduction, and hence the Capital Reduction itself, if the Board believes that the terms required to obtain confirmation are unsatisfactory to the Company or if as the result of a material unforeseen event the Board considers that to continue with the Capital Reduction is inappropriate or inadvisable.

5. **The Buyback Authority**

The Directors believe that it is also in the interests of Shareholders to grant to the Company a share Buyback Authority. The Directors therefore request that the Company be and is generally and unconditionally authorised for the purposes of section 701(1) of the Act to make one or more market purchases (within the meaning of section 693(4) of the Act) on the London Stock Exchange of Ordinary Shares provided that:

- a. the maximum aggregate number of Ordinary Shares authorised to be purchased is 69,639,417 (representing approximately 15 per cent. of the Company's issued ordinary share capital);
- b. the minimum price (excluding expenses) which may be paid for such shares is £0.01 per Ordinary Share;
- c. the maximum price (excluding expenses) which may be paid for an Ordinary Share shall not be more than 5 per cent. above the average of the middle market quotations for an Ordinary Share as derived from The London Stock Exchange Daily Official List for the five business days immediately preceding the date on which the Ordinary Share is purchased;
- d. unless previously renewed, varied or revoked, the authority conferred shall expire at the conclusion of the Company's next annual general meeting or 30 June 2018, if earlier; and
- e. the Company may make a contract or contracts to purchase Ordinary Shares under the authority conferred prior to the expiry of such authority which will or may be executed wholly or partly after the expiry of such authority and may make a purchase of Ordinary Shares in pursuance of any such contract or contracts.

6. **General Meeting**

The Capital Reduction is conditional upon, *inter alia*, Shareholder approval of the Capital Reduction Resolution being obtained at the General Meeting.

At the end of this document is a notice convening the General Meeting to be held at the offices of Harwood Capital LLP, 6 Stratton Street, Mayfair, London W1J 8LD at 11:00 a.m. on Thursday, 27 July 2017 at which the Resolutions will be proposed. The Resolutions are both special resolutions, meaning that for them to be passed, 75 per cent. or more of votes cast must be in favour.

7. Action to be taken

A Form of Proxy for use at the General Meeting is enclosed. Whether or not you intend to attend the General Meeting in person, you are requested to complete and sign the Form of Proxy in accordance with the instructions printed on it and then to return it to The Registrar, Capita Asset Services, The Registry, 34 Beckenham Road, Beckenham, Kent, BR3 4TU. Completed Forms of Proxy should be returned to the Registrar so as to be received by no later than 11:00 a.m. on Tuesday, 25 July 2017. The completion and return of a Form of Proxy will not preclude you from attending the General Meeting and voting in person should you so wish.

8. Recommendation

The Directors consider the Capital Reduction and the Buyback Authority are likely to promote the success of the Company for the benefit of the Shareholders as a whole. Accordingly, the Directors unanimously recommend that you vote in favour of the Resolutions, as the Directors intend to do in respect of their own beneficial shareholdings totalling 143,352,743 Ordinary Shares, representing approximately 30.88 per cent. of the Company's issued share capital as at the date of this document.

Yours faithfully

Christopher Mills

Chairman

NOTICE OF A GENERAL MEETING
EKF DIAGNOSTICS HOLDINGS PLC

(Incorporated and registered in England and Wales with registered number 4347937)

NOTICE IS HEREBY GIVEN that a General Meeting of EKF Diagnostics Holdings PLC (the "Company") will be held at the offices of Harwood Capital LLP, 6 Stratton Street, Mayfair, London W1J 8LD at 11.00am on 27 July 2017 for the purpose of considering and, if thought fit, passing the following resolutions as special resolutions:-

SPECIAL RESOLUTIONS

1. **THAT**, subject to the confirmation of the Court, the share premium account of the Company be cancelled and extinguished and the amount of the share premium account so cancelled be credited to a distributable reserve.

2. **THAT** the Company be and is generally and unconditionally authorised for the purposes of section 701(1) of the Companies Act 2006 (the "Act") to make one or more market purchases (within the meaning of section 693(4) of the Act) on the London Stock Exchange of ordinary shares of £0.01 each in the capital of the Company ("Ordinary Shares") provided that:
 - a) the maximum aggregate number of Ordinary Shares authorised to be purchased is 69,639,417 (representing approximately 15 per cent. of the Company's issued ordinary share capital);
 - b) the minimum price (excluding expenses) which may be paid for such Ordinary Shares is £0.01 per share;
 - c) the maximum price (excluding expenses) which may be paid for an Ordinary Share shall not be more than 5 per cent. above the average of the middle market quotations for an Ordinary Share as derived from The London Stock Exchange Daily Official List for the five business days immediately preceding the date on which the Ordinary Share is purchased;
 - d) unless previously renewed, varied or revoked, the authority conferred shall expire at the conclusion of the Company's next annual general meeting or 30 June 2018, if earlier; and
 - e) the Company may make a contract or contracts to purchase Ordinary Shares under the authority conferred prior to the expiry of such authority which will or may be executed wholly or partly after the expiry of such authority and may make a purchase of Ordinary Shares in pursuance of any such contract or contracts.

Dated: 26 June 2017
By Order of the Board
Salim Hamir
Company Secretary

Registered Office:
Avon House
19 Stanwell Road
Penarth
Cardiff
CF64 2EZ

NOTES TO THE NOTICE OF GENERAL MEETING

Entitlement to attend and vote

1. Pursuant to Regulation 41 of the Uncertificated Securities Regulations 2001, the Company specifies that only those members registered on the Company's register of members:

- at close of business 48 hours prior to the General Meeting; or,
- if this General Meeting is adjourned, at close of business 48 hours prior to the adjourned meeting,

shall be entitled to attend and vote at the General Meeting.

Appointment of proxies

2. If you are a member of the Company at the time set out in note 1 above, you are entitled to appoint a proxy to exercise all or any of your rights to attend, speak and vote at the General Meeting and you should have received a proxy form with this notice of meeting. You can only appoint a proxy using the procedures set out in these notes and the notes to the proxy form.

3. If you are not a member of the Company but you have been nominated by a member of the Company to enjoy information rights, you do not have a right to appoint any proxies under the procedures set out in this "Appointment of proxies" section.

4. A proxy does not need to be a member of the Company but must attend the General Meeting to represent you. Details of how to appoint the Chairman of the General Meeting or another person as your proxy using the proxy form are set out in the notes to the proxy form. If you wish your proxy to speak on your behalf at the General Meeting you will need to appoint your own choice of proxy (not the Chairman) and give your instructions directly to them.

5. You may appoint more than one proxy provided each proxy is appointed to exercise rights attached to different shares. You may not appoint more than one proxy to exercise rights attached to any one share. To appoint more than one proxy, you may photocopy the proxy form. Please indicate the proxy holder's name and the number of shares in relation to which they are authorised to act as your proxy (which, in aggregate, should not exceed the number of shares held by you). Please also indicate if the proxy instruction is one of multiple instructions being given. All forms must be signed and should be returned together in the same envelope. Failure to specify the number of shares to which each proxy appointment relates or specifying more shares than the number of shares held by you at the time set out in note 1 above will result in the proxy appointments being invalid.

6. A vote withheld is not a vote in law, which means that the vote will not be counted in the calculation of votes for or against the resolution. If no voting indication is given, your proxy will vote or abstain from voting at his or her discretion. Your proxy will vote (or abstain from voting) as he or she thinks fit in relation to any other matter which is put before the General Meeting.

Appointment of proxies using hard copy form

7. The notes to the proxy form explain how to direct your proxy as to your voting intentions with regard to each resolution (including how your proxy may withhold their vote, if applicable).

To appoint a proxy using the proxy form, the form must be:

- completed and signed;
- sent or delivered to the Company's Registrar, Capita Asset Services, The Registry, 34 Beckenham Road, Beckenham, Kent, BR3 4TU; and
- received by the Company's Registrar, Capita Asset Services by no later than 48 hours prior to the time set for the start of the General Meeting.

CREST members should use the CREST electronic proxy appointment service and refer to note 8 below in relation to the submission of a proxy appointment via CREST.

In the case of a member which is a company, the proxy form must be executed under its common seal or signed on its behalf by an officer of the company or an attorney for the company.

Any power of attorney or any other authority under which the proxy form is signed (or a duly certified copy of such power or authority) must be included with the proxy form.

In each case the proxy appointment must be received not less than 48 hours before the time for the holding of the General Meeting or adjourned meeting together (except in the case of appointments made electronically) with any authority (or notarially certified copy of such authority) under which it is signed.

Appointment of proxies through CREST

8. As an alternative to completing the hard copy proxy form, CREST members who wish to appoint a proxy or proxies by utilising the CREST electronic proxy appointment service may do so for the General Meeting and any adjournment(s) of it by using the procedures described in the CREST manual. CREST personal members or other CREST sponsored members, and those CREST members who have appointed a voting service provider(s), should refer to their CREST sponsor or voting service provider(s), who will be able to take the appropriate action on their behalf.

In order for a proxy appointment made by means of CREST to be valid, the appropriate CREST message (a "CREST Proxy Instruction") must be properly authenticated in accordance with Euroclear specifications and must contain the information required for such instructions, as described in the CREST manual. The message, regardless of whether it constitutes the appointment of a proxy or 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 by not later than 48 hours prior to the time appointed for the General Meeting or adjourned 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 Company's agent is able to retrieve the message by enquiry to CREST in the manner prescribed by CREST. After this time any change of instructions to proxies appointed through CREST should be communicated to the appointee through other means.

CREST members and, where applicable, their CREST sponsors or voting service providers should note that Euroclear 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 provider(s) 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.

Appointment of proxy by joint holders

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

Changing proxy instructions

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

Where you have appointed a proxy using the hard copy proxy form and would like to change the instructions using another hard copy proxy form, please contact the Company's Registrar, Capita Asset Services, The Registry, 34 Beckenham Road, Beckenham, Kent, BR3 4TU.

If you submit more than one valid proxy appointment, the appointment received last before the latest time for the receipt of proxies will take precedence.

Termination of proxy appointments

11. In order to revoke a proxy instruction you will need to inform the Company by sending a signed hard copy notice clearly stating your intention to revoke your proxy appointment to the Company's Registrar, Capita Asset Services, The Registry, 34 Beckenham Road, Beckenham, Kent, BR3 4TU. In the case of a member which is a company, the revocation notice must be executed under its common seal or signed on its behalf by an officer of the company or an attorney for the company. Any power of attorney or any other authority under which the revocation notice is signed (or a duly certified copy of such power or authority) must be included with the revocation notice.

The revocation notice must be received by the Company's Registrar, Capita Asset Services, The Registry, 34 Beckenham Road, Beckenham, Kent, BR3 4TU not less than 48 hours before the time for holding the General Meeting or adjourned meeting.

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

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

Corporate representatives

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

Issued shares and total voting rights

13. As at 5.00 p.m. on the date before the date of this notice, the Company's issued share capital comprised 464,262,781 ordinary shares of £0.01 each. Each ordinary share carries the right to one vote at a general meeting.

EKF DIAGNOSTICS HOLDINGS PLC

(Company Number 4347937)

(the "Company")

General Meeting

FORM OF PROXY

Before completing this form, please read the explanatory notes below

I/We
of.....
.....

Being (a) member(s) of the Company, hereby appoint
of.....

or failing him the Chairman of the Meeting (see note 3) as my/our proxy to vote on my/our behalf as directed below at the General Meeting of the Company to be held at the offices of Harwood Capital LLP, 6 Stratton Street, Mayfair, London W1J 8LD on 27 July 2017 at 11.00am and at any adjournment thereof. I/We request such proxy to vote on the following resolutions as indicated below. If no indication is given, my/our proxy will vote or abstain from voting at his or her discretion and I/we authorise my/our proxy to vote (or abstain from voting) as he or she thinks fit in relation to any other matter which is put before the meeting:

Resolution Number	Resolution	For	Against	Vote Withheld
Special Resolutions				
1.	That the share premium account of the Company be cancelled.			
2.	That the Company be authorised to make market purchases of up to a maximum aggregate number of 69,639,417 ordinary shares.			

Names of joint holders (if any)
Date
Signed

Notes to the proxy form

1. As a member of the Company you are entitled to appoint a proxy to exercise all or any of your rights to attend, speak and vote at a general meeting of the Company. You can only appoint a proxy using the procedures set out in these notes.

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

3. A proxy does not need to be a member of the Company but must attend the meeting to represent you. To appoint as your proxy a person other than the Chairman of the meeting, insert their full name where indicated in the first paragraph of this form of proxy. If you sign and return this proxy form with no name inserted, the Chairman of the meeting will be deemed to be your proxy. Where you appoint as your proxy someone other than the Chairman, you are responsible for ensuring that they attend the meeting and are aware of your voting intentions. If you wish your proxy to make any comments on your behalf, you will need to appoint someone other than the Chairman and give them the relevant instructions directly.

4. To direct your proxy how to vote on the resolutions, mark the appropriate box 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. To appoint a proxy using this form, the form must be:

- completed and signed;
- sent or delivered to the Company's Registrar, Capita Asset Services, The Registry, 34 Beckenham Road, Beckenham, Kent, BR3 4TU; and
- received by the Company's Registrar, Capita Asset Services, The Registry, 34 Beckenham Road, Beckenham, Kent, BR3 4TU no later than 48 hours before the time fixed for the general meeting.

6. In the case of a member which is a company, this proxy form must be executed under its common seal or signed on its behalf by an officer of the company or an attorney for the company.

7. Any power of attorney or any other authority under which this proxy form is signed (or a duly certified copy of such power or authority) must be included with the proxy form.

8. 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).

9. 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.

10. For details of how to change your proxy instructions or revoke your proxy appointment see the notes to the notice of meeting.

11. CREST members who wish to appoint a proxy or proxies by using the CREST electronic appointment service may do so by using the procedures described in the CREST manual. To be valid, the appropriate CREST message, regardless of whether it constitutes the appointment of a proxy or an amendment to the instructions given to a previously appointed proxy, must be transmitted so as to be received by our agent Capita Asset Services, The Registry, 34 Beckenham Road, Beckenham, Kent, BR3 4TU not less than 48 hours before the time for holding the General Meeting or adjourned meeting. See the notes to the notice of meeting for further information on proxy appointment through CREST.