

THIS DOCUMENT AND THE ENCLOSED FORM OF PROXY ARE IMPORTANT AND REQUIRE YOUR IMMEDIATE ATTENTION. If you are in any doubt about the contents of this document or as to the action you should take, you are recommended to seek your own personal independent financial advice immediately 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 resident in the United Kingdom, or, if not, from another appropriately authorised independent financial adviser in a territory outside the United Kingdom.

If you have sold or transferred all of your Ordinary Shares in the Company, please send this document and the accompanying Form of Proxy as soon as possible to the purchaser or transferee or to the stockbroker, bank or other agent through whom the sale or transfer was effected for onward transmission to the purchaser or transferee. Such documents should not, however, be forwarded or transmitted in or into any jurisdiction in which such act would constitute a violation of the relevant laws in such jurisdiction. If you have sold or transferred only part of your holding of Ordinary Shares, you should retain these documents and contact your stockbroker, bank manager or other agent through whom the sale or transfer was effected immediately.

CRADLE ARC PLC

(Incorporated under the Companies Act 1985 and registered in England and Wales with company number 05315922)

Proposed Authority to Allot Ordinary Shares Proposed Disapplication of Pre-Emption Rights and Notice of General Meeting

Your attention is drawn, in particular, to the letter from the Non-Executive Chairman of the Company, which is set out in Part I of this document, which contains the unanimous recommendation of the Board that you vote in favour of the Resolutions to be proposed at the General Meeting.

Notice of a General Meeting of the Company, to be held at the offices of Stephenson Harwood LLP, 1 Finsbury Circus, London EC2M 7SH at 11.00 a.m. on 14 March 2018, is set out at the end of this document. If you are unable to attend and vote at the General Meeting, a Form of Proxy for use at the meeting is enclosed. To be valid, Forms of Proxy should be completed, signed and returned so as to be received by the Company's registrars, Share Registrars Limited, at The Courtyard, 17 West Street, Farnham, Surrey GU9 7DR as soon as possible, but in any event so as to be received not later than 48 hours (excluding non-working days) before the time of the General Meeting, being 11.00 a.m. on 12 March 2018. Completion and return of a Form of Proxy will not preclude Shareholders from attending and voting in person at the General Meeting should they so wish. Please refer to the detailed notes contained in the Notice of General Meeting and the Form of Proxy.

If you hold your Ordinary Shares in uncertificated form (i.e. in CREST) you may appoint a proxy by completing and transmitting a CREST Proxy Instruction in accordance with the procedures set out in the CREST Manual so that it is received by the Registrar (under CREST Participation ID 7RA36) by no later than 11.00 a.m. on 12 March 2018. The time of receipt will be taken to be the time from which the Registrar is able to retrieve the message by enquiry to CREST in the manner prescribed by CREST.

Copies of this document will be available free of charge during normal business hours on any weekday (except Saturdays, Sundays and UK public holidays) at the offices of Stephenson Harwood LLP, 1 Finsbury Circus, London, EC2M 7SH, from the date of this document to the date of the General Meeting, and on the Company's website: www.cradlearc.com.

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

PART I

LETTER FROM THE NON-EXECUTIVE CHAIRMAN OF THE COMPANY

CRADLE ARC PLC

(Incorporated and registered in England and Wales with company number 05315922)

Directors:

Toby Howell *(Non-Executive Chairman)*
Kevin van Wouw *(Chief Executive Officer)*
Mark Jones *(Chief Operations Officer)*
Roger Williams *(Non-Executive Director)*

Registered office:

7-9 Swallow Street
London W1B 4DE

26 February 2018

To the holders of Existing Ordinary Shares and, for information purposes only, to holders of options, warrants and convertible loan notes over Ordinary Shares

Dear Shareholder,

**Proposed Authority to Allot Ordinary Shares
Proposed Disapplication of Pre-emption Rights
and
Notice of General Meeting**

1. Introduction

On 18 January 2018, the Company published its Admission Document in connection with its admission to trading on AIM, which included details of a Placing of 24 million new Ordinary Shares at a price of 10 pence per share to certain existing and new institutional and other investors to raise £2.4 million (before expenses). The Company's ordinary share capital was admitted to trading on AIM on 24 January 2018.

Following the admission to trading on AIM, the Company has almost fully utilised both the Directors' existing general authorities to allot Ordinary Shares and existing authorities to allot Ordinary Shares for cash on a non pre-emptive basis that were granted at the last general meeting of the Company, held on 13 November 2017. It is now proposed to convene a General Meeting to seek shareholder approval to update the relevant Board authorities to allot Ordinary Shares. In addition, the Company intends to seek Shareholder approval to grant the Directors the necessary share capital authorities in relation to the potential future exercise of the 21,666,666 warrants granted in connection with the unsecured convertible loan notes in October 2017, all of such loan notes having been converted into Ordinary Shares on admission to trading on AIM, and the 480,000 warrants granted to certain advisers in connection with the Placing.

The purpose of this document is to provide Shareholders with details of the Resolutions to be proposed at the General Meeting. The Board considers that the Resolutions are in the best interests of the Company and its Shareholders taken as a whole and unanimously recommends that Shareholders vote in favour of these Resolutions. The formal Notice of General Meeting is set out at the end of this document and a Form of Proxy is also enclosed for Shareholders to complete sign and return.

2. Current trading

Mowana continues to operate in line with management's expectations with ramp-up to the name plate, pre-DMS installation, processing rate of 1.2Mtpa ongoing. In aggregate, approximately 10,500 tonnes of copper concentrate has been produced, from recommencement of the mine in March 2017 to the date of this document. As announced on 31 January 2018, the Company continues to assess a proposed DMS

installation at Mowana following receipt of an independent test report from SGS. Accordingly, it remains the Board's intention to pursue a DMS installation in due course and further updates will be provided as appropriate as the development plan for the upgrades to the existing Mowana processing plant progresses. The Board believes that such upgrades could potentially increase the Mowana mine's nameplate capacity from 12,000 tonnes Cu per annum to more than 20,000 tonnes Cu per annum. Such an increase would significantly improve cash flows and the net present value of the Mowana Project. The Company currently anticipates that the initial phase of the DMS preparatory work will be completed by the end of Q1 2018.

In addition, Wardell Armstrong has been appointed to re-model Mowana's mineral resource. Such modelling exercise includes the re-logging of drill core and confirmatory assay on selected samples enabling a fuller interpretation of the data base. As a result of this re-modelling and the abovementioned SGS test work, the Company anticipates that it will then be able to update the existing mineral resource statement for Mowana.

Since its admission to trading on AIM on 24 January 2018, the Company has issued, in aggregate, 4,536,379 new Ordinary Shares to the holders of, in aggregate, £400,000 of the convertible loan notes issued by the Company on 2 June 2017 (the "**June 2017 Notes**") with the balance of £400,000 of such notes remaining outstanding. In addition, since its admission to trading on AIM, the Company has issued, in aggregate, 1,403,509 new Ordinary Shares to the holders of, in aggregate, £75,000 of the convertible loan notes issued by the Company on 16 January 2017 (the "**January 2017 Notes**") with the balance of £925,000 of such notes remaining outstanding.

Offer to Shareholders

As previously announced and as set out in the Admission Document, in recognition of Shareholders' continued loyalty and valuable support, the Board was intending to offer those Shareholders (save for restricted overseas Shareholders) who held shares as at the date of the Company's suspension from trading on AIM in December 2016 and who continue to hold their Ordinary Shares, the opportunity in Q1 2018 to participate in an equity fundraising, at the price of 10 pence per share, being the same price as the Placing.

However, in light of the disappointing performance of the Company's share price since Admission, as at 23 February 2018 (being the latest practicable date prior to the date of this document) the prevailing mid-market price of an Ordinary Shares was 6.62 pence, representing a significant discount to the Placing price of 10 pence per share. Accordingly, the Board is cognisant of the fact that Shareholders have had the opportunity to purchase Ordinary Shares in the market below 10 pence per share, and it is highly unlikely that any Shareholders would be minded to take up an offer at 10 pence per share if it were to be made at the current time. In addition, the costs associated with implementing such an offer would, in the Board's view, likely exceed any amount raised. As a consequence, the Board has decided not to proceed with the proposed offer.

3. General Meeting

A General Meeting of the Company, notice of which is set out at the end of this document, is to be held at 11.00 a.m. on 14 March 2018 at the offices of Stephenson Harwood LLP, 1 Finsbury Circus, EC2M 7SH. The General Meeting is being held for the purpose of considering and, if thought fit, passing the Resolutions which are summarised below:

1. Resolution 1 is to be proposed as an ordinary resolution, to authorise the Directors under section 551 of the Act to allot (i) equity securities in connection with the Warrants and (ii) equity securities generally up to a maximum nominal amount of £6,839.89 (representing approximately one third of the Company's issued ordinary share capital) and, to be passed, more than half of the votes cast must be in favour of the resolution; and
2. Resolution 2 is to be proposed as a special resolution to authorise the Directors, under section 570(1) of the Act to allot (i) equity securities in connection with the Warrants and (ii) equity securities generally up to a maximum nominal amount of £4,145.39 (representing approximately 20 per cent. of the Company's issued ordinary share capital) for cash on a non-pre-emptive basis and, to be passed, at least three quarters of the votes cast must be in favour of the resolution.

Save for the issue of shares pursuant to the potential future exercise of the Warrants and the allotment of Ordinary Shares arising from the potential exercise of convertible securities outstanding as at the date of this document, the Directors have no current intention to allot new Ordinary Shares, or rights to subscribe

for or convert into Ordinary Shares, in the capital of the Company. Further details of the convertible securities outstanding as at the date of this document are set out in paragraph 3 of Part VII of the Admission Document save that, as mentioned in paragraph 2 above, certain of the January 2017 Notes and the June 2017 Notes have been converted.

4. Action to be taken

You will find enclosed with this document a Form of Proxy for use by Shareholders at the General Meeting. Whether or not you intend to be present at the General Meeting, you are requested to complete, sign and return the Form of Proxy in accordance with the instructions printed thereon. To be valid, completed Forms of Proxy must be received by Share Registrars Limited at The Courtyard, 17 West Street, Farnham, Surrey, GU9 7DR as soon as possible and in any event not later than 11.00 a.m. on 12 March 2018, being 48 hours (excluding non-working days) before the time appointed for holding the General Meeting. Completion of a Form of Proxy will not preclude you from attending the meeting and voting in person if you so choose.

5. Recommendation

The Directors believe that the passing of the Resolutions is in the best interests of the Company and Shareholders, taken as a whole. Accordingly, the Directors unanimously recommend Shareholders to vote in favour of the Resolutions, as they intend so to do in respect of their holdings of Ordinary Shares in the Company, representing, in aggregate, approximately 55.9 per cent. of the Existing Ordinary Shares.

Yours faithfully

Toby Howell

Non-Executive Chairman

PART II

DEFINITIONS

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

“Act”	the Companies Act 2006, as amended
“Admission Document”	the AIM admission document published by the Company on 18 January 2018 in connection with the admission to trading on AIM of the Company’s ordinary share capital
“AIM”	the market of that name operated by the London Stock Exchange
“AIM Rules”	the AIM Rules for Companies governing the admission to, and operation of, AIM published by the London Stock Exchange as amended from time to time
“Articles”	the articles of association of the Company in force at the date of this document
“Board” or the “Directors”	the directors of the Company, as at the date of this document, whose names are set out on page 2 of this document
“certificated” or “in certificated form”	an Ordinary Share recorded on the Company’s share register as being held in certificated form (namely, not in CREST)
“Circular” or “document”	this circular, dated 26 February 2018
“Company”	Cradle Arc plc, a company incorporated and registered in England and Wales with company number 05315922 whose registered office is at 7-9 Swallow Street, London, W1B 4DE
“CREST”	the relevant system (as defined in the CREST Regulations) for the paperless settlement of trades and the holding of uncertificated securities, operated by Euroclear, in accordance with the same regulations
“CREST Manual”	the rules governing the operation of CREST, as published by Euroclear
“CREST member”	a person who has been admitted by Euroclear as a system-member (as defined in the CREST Regulations)
“CREST participant”	a person who is, in relation to CREST, a system participant (as defined in the CREST Regulations)
“CREST Regulations”	the Uncertificated Securities Regulations 2001 (SI 2001 No. 3875), as amended
“CREST sponsor”	a CREST participant admitted to CREST as a CREST sponsor
“CREST sponsored member”	a CREST member admitted to CREST as a sponsored member (which includes all CREST Personal Members)
“Cu”	copper
“DMS”	dense media separation
“Euroclear”	Euroclear UK & Ireland Limited, the operator of CREST

“Existing Ordinary Shares”	the 207,269,370 Ordinary Shares in issue as at the date of this document being the entire issued ordinary share capital of the Company as at the date of this document
“FCA”	the Financial Conduct Authority of the UK
“Form of Proxy”	the form of proxy enclosed with this document for use in relation to the General Meeting
“FSMA”	the Financial Services and Markets Act 2000 (as amended)
“General Meeting”	the general meeting of the Company convened for 11.00 a.m. on 14 March 2018 at the offices of Stephenson Harwood LLP, 1 Finsbury Circus, London EC2M 7SH or any adjournment thereof
“Group”	together, the Company and its subsidiary undertakings
“London Stock Exchange”	London Stock Exchange plc
“mineral resource”	a concentration or occurrence of solid material of economic interest in or on the Earth’s crust in such form, grade (or quality), and quantity that there are reasonable prospects for eventual economic extraction. The location, quantity, grade (or quality), continuity and other geological characteristics of a mineral resource are known, estimated or interpreted from specific geological evidence and knowledge, including sampling. Mineral resources are sub-divided, in order of increasing geological confidence, into inferred, indicated and measured categories
“Mowana”, “Mowana Copper Mine” or “Mowana Project”	the producing copper mine located in north east Botswana in which the Company has a 60 per cent. interest
“Mtpa”	million tonnes per annum
“Notice of General Meeting”	the notice convening the General Meeting, as set out at the end of this document
“Official List”	the Official List of the UKLA
“Ordinary Shares”	ordinary shares of £0.0001 each in the capital of the Company having the rights, and being subject to the restrictions, contained in the Articles
“Participation ID”	the identification code or membership number used in CREST to identify a particular CREST member or other CREST participant
“Placing”	the placing of 24 million new Ordinary Shares at 10 pence per share carried out as part of the Company’s admission to trading on AIM which completed on 24 January 2018 as detailed in the Admission Document
“Registrar”	Share Registrars Limited, The Courtyard, 17 West Street, Farnham, Surrey GU9 7DR
“Resolutions”	the resolutions to be proposed at the General Meeting, as set out in the Notice of General Meeting at the end of this document
“SGS”	SGS South Africa (Pty) Ltd
“Shareholders”	registered holders of Ordinary Shares

“Strand Hanson”	Strand Hanson Limited, the Company’s nominated and financial adviser
“UK”	the United Kingdom of Great Britain and Northern Ireland
“UKLA”	the UK Listing Authority, being the FCA acting as the competent authority for the purposes of Part VI of FSMA
“uncertificated” or “in uncertificated form”	a share or other security recorded on the relevant register of the share or security concerned as being held in uncertificated form in CREST and title to which, by virtue of the CREST Regulations, may be transferred by means of CREST
“Wardell Armstrong”	Wardell Armstrong International Limited
“Warrants”	21,666,666 warrants over Ordinary Shares granted by the Company to certain institutional investors and high net worth individuals in connection with the unsecured convertible loan notes issued by the Company in October 2017 and 480,000 warrants over Ordinary Shares granted by the Company to Tamesis Partners LLP and Beaufort Securities Limited in connection with the Placing

A reference to £ is to pounds sterling, being the lawful currency of the UK.

NOTICE OF GENERAL MEETING

CRADLE ARC PLC

(Incorporated and registered in England and Wales with company number 05315922)

NOTICE IS HEREBY GIVEN that a General Meeting of Cradle Arc plc (the “**Company**”) will be held at the offices of Stephenson Harwood LLP, 1 Finsbury Circus, London, EC2M 7SH at 11.00 a.m. on 14 March 2018 for the purpose of considering and, if thought fit, passing the following Resolutions, of which Resolution 1 will be proposed as an ordinary resolution and Resolution 2 will be proposed as a special resolution.

Unless otherwise defined in this notice, capitalised terms used in this notice will have the same meanings given to them in the circular dated 26 February 2018 (the “**Circular**”) as circulated to the shareholders of the Company to which this notice is attached.

ORDINARY RESOLUTION

1. THAT, in substitution for any existing authority granted pursuant to section 551 of the Companies Act 2006 (the “**Act**”), the Directors be and are hereby generally and unconditionally authorised for the purpose of section 551 of the Act to exercise all the powers of the Company to allot shares in the Company and grant rights to subscribe for or to convert any equity securities (within the meaning of Section 560 of the Act) into shares in the Company subject to the following conditions:
 - A. the maximum aggregate nominal amount of shares to be allotted and/or rights granted in connection with the issue of (i) 21,666,666 warrants over Ordinary Shares granted by the Company to certain institutional investors and high net worth individuals; and (ii) 480,000 warrants over Ordinary Shares granted by the Company to Tamesis Partners LLP and Beaufort Securities Limited (together, the “**Warrant Issue**”) shall be £2,214.67; and
 - B. otherwise than pursuant to paragraph (A) above, the maximum aggregate nominal amount of shares to be allotted shall be £6,839.89,

provided that this authority shall, unless previously revoked or varied by the Company in general meeting, expire on the earlier of the conclusion of the next annual general meeting of the Company or 15 months after the passing of this Resolution, except that the Directors of the Company may before the expiry of such period make an offer or agreement which would or might require equity securities to be allotted after the expiry of such period and the Directors of the Company may allot relevant securities in pursuance of such offer or agreement as if the authority conferred hereby had not expired.

SPECIAL RESOLUTION

2. THAT, subject to and conditional upon the passing of Resolution 1 above and in substitution for any existing authority granted pursuant to section 570(1) of the Act, the Directors be and are hereby generally and unconditionally 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 upon them by Resolution 1 above, as if section 561(1) of the Act did not apply to any such allotment, provided that such power shall be limited to the allotment of equity securities in respect of:
 - A. the allotment of equity securities for cash in connection with an offer of, or invitation to apply for, equity securities (i) to ordinary shareholders in proportion (as nearly as may be practicable) to their existing holdings; and (ii) to holders of other equity securities, as required by the rights of those securities, or as the Board otherwise considers necessary; and so that the Board may impose any limits or restrictions and make any arrangements which it considers necessary or appropriate to deal with treasury shares, fractional entitlements, record dates, legal, regulatory or practical problems in, or under the laws of, any territory or any other matter;
 - B. the allotment of equity securities in connection with the Warrant Issue pursuant to the authority conferred by Resolution 1 (A) above up to a maximum nominal amount of £2,214.67; and
 - C. the allotment (otherwise than pursuant to paragraphs (A) and (B) (above) of equity securities up to a maximum aggregate nominal amount of £4,145.39.

provided that this authority shall, unless previously revoked or varied by the Company in general meeting, expire on the earlier of the date of the next annual general meeting of the Company or 15 months from the date of the passing of this Resolution 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 such offer or agreement as if the power conferred hereby had not expired.

By order of the Board

Toby Howell

Non-Executive Chairman

Dated: 26 February 2018

Registered office of the Company:

7-9 Swallow Street

London

W1B 4DE

Notes:

1. Only persons entered on the register of members of the Company at 11.00 a.m. on 12 March 2018 (or, in the event of any adjournment, on the date which is two days before the time of the adjourned meeting (excluding weekends and UK public holidays)) are entitled to attend and vote at the meeting either in person or by proxy and the number of ordinary shares then registered in their respective names shall determine the number of votes such persons are entitled to cast at the meeting. Changes to the register of members after the relevant deadline shall be disregarded in determining the rights of any person to attend and vote at the meeting.
2. A member is entitled to appoint a proxy to exercise all or any of his/her rights to attend and to speak and vote instead of him/her at the meeting. A member may appoint more than one proxy in relation to a meeting provided that each proxy is appointed to exercise the rights attached to a different share or shares held by him/her. A proxy need not be a member of the Company. A proxy form which may be used to make such appointment and give proxy instructions accompanies this notice.
3. The form of proxy and power of attorney or other authority, if any, under which it is signed or a notarially certified or office copy of such power or authority must be received by the Company's registrars, Share Registrars Limited, The Courtyard, 17 West Street, Farnham, Surrey GU9 7DR, United Kingdom not later than 48 hours (excluding weekends and UK public holidays) before the time appointed for the meeting (or any adjournment of it). Completion and return of the form of proxy will not prevent you from attending and voting at the meeting instead of the proxy, if you so wish. You must inform the Company's registrars in writing of any termination of the authority of a proxy not later than six hours before the time appointed for the meeting.
4. CREST members who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service may do so 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 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.
5. In order for a proxy appointment or instruction made using the CREST service 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 instruction, as described in the CREST Manual (available by logging in at www.euroclear.com). 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 issuer's agent (ID 7RA36) by 11.00 a.m. on 12 March 2018. 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 issuer'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.
6. CREST members and, where applicable, their CREST sponsors, or voting service providers should note that Euroclear UK & Ireland Limited does not make available special procedures in CREST for any particular message. 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/her 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 system providers are referred, in particular, to those sections of the CREST Manual concerning practical limitations of the CREST system and timings.
7. 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.
8. A person to whom this notice is sent who is a person nominated under section 146 of the Companies Act to enjoy information rights (a Nominated Person) may, under an agreement between him/her and the shareholder by whom he/she was nominated, have a right to be appointed (or to have someone else appointed) as a proxy for the general meeting. If a Nominated Person has no such proxy appointment right or does not wish to exercise it, he/she may, under any such agreement, have a right to give instructions to the shareholder as to the exercise of voting rights.
9. The statement of the rights of members in relation to the appointment of proxies in paragraphs 2 and 4 above do not apply to a Nominated Person. The rights described in these paragraphs can only be exercised by registered members of the Company.
10. Nominated Persons are reminded that they should contact the registered holder of their shares (and not the Company) on matters relating to their investments in the Company.
11. As at 23 February 2018 (being the latest practicable date prior to the publication of this notice), the Company's issued share capital consisted of 207,269,370 Ordinary Shares, carrying one vote per share. Therefore, the total voting rights in the Company as at 23 February 2018 (being the latest practicable date prior to the posting of this document) were 207,269,370.
12. Any corporation which is a member can appoint one or more corporate representatives who may exercise on its behalf all of its powers as a member provided that they do not do so in relation to the same shares.
13. A member attending the meeting has the right to ask questions relating to the business of the meeting. The Company must cause to be answered any such question relating to the business being dealt with at the meeting but no such answer need be given if: (a) to do so would interfere unduly with the preparation for the meeting or involve the disclosure of confidential information; (b) the answer has already been given on a website in the form of an answer to a question; or (c) it is undesirable in the interests of the Company or the good order of the meeting that the question be answered.
14. A copy of this notice, and other information required by section 311A of the Companies Act can be found at the Company's registered office at 7-9 Swallow Street, London W1B 4DE.

You may not use any electronic address (within the meaning of section 353(4) of the Companies Act) provided in this Notice of General Meeting (or in any related documents including the Non-Executive Chairman's Letter and proxy form) to communicate with the Company.

