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If you sell or have sold or otherwise transferred all of your registered holding of Ordinary Shares, please immediately forward this Document and the accompanying Form of Proxy to the purchaser or transferee or to the stockbroker, bank or other agent through whom the sale or transfer was effected for delivery to the purchaser or transferee. If you sell or have sold or transferred only part of your registered holding of Ordinary Shares, you should retain this Document and immediately consult the stockbroker, bank or other agent through whom the sale or transfer was effected as to what action you should take.

The Directors accept responsibility, both individually and collectively, for the information contained in this Document. To the best of the knowledge of the Directors, who have taken all reasonable care to ensure that such is the case, the information contained in this Document is in accordance with the facts and does not omit anything likely to affect the import of such information.

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# THE CONYGAR INVESTMENT COMPANY PLC

*(incorporated in England and Wales with registered number 04907617)*

## **Proposed disposal of the Investment Property Portfolio and Notice of General Meeting**

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Your attention is drawn to the letter from the Chairman of the Company which is set out on pages 7 to 10 of this Document, which contains the unanimous recommendation of your Board that you vote in favour of the Resolution to be proposed at the General Meeting referred to below.

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

This Document does not constitute or form part of any offer or invitation to sell or issue, or any solicitation of any offer to purchase, acquire or subscribe for any securities.

The General Meeting to consider the Resolution will be held at the offices of the Company, Fourth Floor, 110 Wigmore Street, London W1U 3RW on 23 March 2017 at 9.00 a.m. The notice convening the General Meeting is set out on pages 11 to 13 of this Document. Shareholders will find enclosed with this Document, a Form of Proxy for use in connection with the General Meeting. To be valid, the Form of Proxy should be completed, signed and returned in accordance with the instructions printed thereon as soon as possible and, in any event, so as to reach the Company's Registrars, Share Registrars Limited, by no later than 9.00 a.m. on 21 March 2017. The Form of Proxy can be delivered by post or by hand to Share Registrars Limited, The Courtyard, 17 West Street, Farnham, Surrey GU9 7DR. Completion and return of a Form of Proxy will not preclude Shareholders from attending and voting in person at the General Meeting, should they choose to do so and be eligible to vote.

Copies of this Document will be available free of charge during normal business hours on any week day (except Saturdays, Sundays and public holidays) at the offices of Gowling WLG (UK) LLP from the date of this Document until the conclusion of the General Meeting. A copy of this Document will also be available from the Company's website: [www.conygar.com](http://www.conygar.com).

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## EXPECTED TIMETABLE OF PRINCIPAL EVENTS

Publication of this Document	3 March 2017
Latest time and date for receipt of Forms of Proxy for the General Meeting	9.00 a.m. on 21 March 2017
General Meeting	9.00 a.m. on 23 March 2017
ZDP Class Meeting	9.30 a.m. on 23 March 2017
Completion Date	24 March 2017
Admission of the Consideration Shares to listing on the premium segment of the Official List and to trading on the London Stock Exchange's main market for listed securities	28 March 2017

*The dates and times specified are subject to change and will be notified by the Company through a RIS. All references to times in this Document are to London time unless otherwise stated.*

## DEFINITIONS

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

<b>“AIM”</b>	the AIM Market operated by the London Stock Exchange;
<b>“AIM Rules”</b>	together the AIM Rules for Companies, the AIM Rules for Nominated Advisers and the AIM Disciplinary Procedures and Appeals Handbook as published by the London Stock Exchange from time to time;
<b>“Board” or “Directors”</b>	the directors of the Company, as at the date of this Document, whose names are set out on page 7 of this Document;
<b>“Class Meeting”</b>	the separate general meeting of the holders of the ZDP Shares to be held on 23 March 2017 at 9.30 a.m. at the offices of the Company, Fourth Floor, 110 Wigmore Street, London W1U 3RW;
<b>“Company” or “Conygar”</b>	The Conygar Investment Company PLC;
<b>“Completion”</b>	the completion of the sale and purchase of the SPV’s which hold the Investment Property Portfolio, pursuant to the terms of the Sale Agreement;
<b>“Completion Date”</b>	the date upon which Completion occurs, currently anticipated to be 24 March 2017;
<b>“Consideration Shares”</b>	26,326,644 Regional REIT Shares;
<b>“Contribution Agreement”</b>	the contribution agreement dated 7 January 2014 and entered into between the Company and ZDP Co;
<b>“CREST”</b>	the relevant system (as defined in the Uncertificated Securities Regulations 2001 (SI 2001 No 23755)) for the paperless settlement of trades and the holding of uncertificated securities, operated by Euroclear, in accordance with the same regulations;
<b>“Deeds of Novation”</b>	the proposed deeds of novation in respect of the Loan Agreement and the Contribution Agreement to be entered into between the Purchaser, Regional REIT (as guarantor), ZDP Co and the Company, under the terms of which, the Purchaser will assume all the obligations owed by the Company to ZDP Co under the terms of the Loan Agreement and the Contribution Agreement;
<b>“Disposal”</b>	the proposed sale of the SPV’s to the Purchaser on and subject to the terms of the Sale Agreement;
<b>“EPRA”</b>	European Public Real Estate Association;
<b>“Euroclear”</b>	Euroclear UK & Ireland Limited, the operator of CREST;
<b>“Form of Proxy”</b>	the form of proxy enclosed with this Document for use by Shareholders in connection with the General Meeting;
<b>“General Meeting”</b>	the general meeting of the Company to be held on 23 March 2017 at 9.00 a.m. at the offices of the Company, Fourth Floor, 110 Wigmore Street, London WIU 3RW;
<b>“Gross Redemption Yield”</b>	the annualised return from purchasing a ZDP at the Placing Price and holding it until the ZDP Repayment Date;

<b>“Investment Property Portfolio”</b> or <b>“Portfolio”</b>	the portfolio of investment properties held by the SPV's proposed to be sold to the Purchaser pursuant to the terms of the Sale Agreement;
<b>“London Stock Exchange”</b>	The London Stock Exchange PLC;
<b>“Loan Agreement”</b>	the loan agreement dated 7 January 2014 and entered into between the Company and ZDP Co;
<b>“New Articles”</b>	the proposed new articles of association of ZDP Co;
<b>“Notice of General Meeting”</b>	the notice of the General Meeting set out at the end of this Document;
<b>“Ordinary Shares”</b>	ordinary shares of £0.05 each in the capital of the Company;
<b>“Options”</b>	the outstanding options to purchase Ordinary Shares;
<b>“Placing Price”</b>	£1.00 per ZDP Share, being the price at which the ZDP Shares were issued in January 2014;
<b>“Purchaser”</b>	Regional Commercial Midco Limited, a wholly owned subsidiary of Regional REIT;
<b>“Regional REIT”</b>	Regional REIT Limited;
<b>“Regional REIT Shares”</b>	ordinary shares of nil par value in Regional REIT;
<b>“Revised ZDP Capital Entitlement”</b>	the revised accrued capital entitlement of a ZDP Share on the ZDP Repayment Date which will, for the purposes of the New Articles, be announced by ZDP Co on the Completion Date by way of an RIS;
<b>“Resolution”</b>	the ordinary resolution set out in the Notice of General Meeting;
<b>“RIS”</b>	regulatory information service;
<b>“Sale Agreement”</b>	the conditional sale and purchase agreement dated 23 February 2017 and made between the Company, the Purchaser, Regional REIT and the Vendors setting out the terms of the Disposal, certain details of which are set out in paragraph 3 of the Letter from the Chairman;
<b>“Shareholder”</b>	a holder of Ordinary Shares;
<b>“SPV's”</b>	the special purposes vehicles, which hold the Investment Property Portfolio, being: Conygar Hanover Street Limited, Conygar Strand Limited, Conygar Dundee Limited, Conygar Stafford Limited, Conygar St Helens Limited, TAPP Property Limited, TOPP Property Limited, TOPP Bletchley Limited, Lamont Property Acquisition (Jersey) I Limited, Lamont Property Acquisition (Jersey) II Limited and Lamont Property Acquisition (Jersey) IV Limited;
<b>“UK”</b>	the United Kingdom of Great Britain and Northern Ireland;
<b>“uncertificated”</b> or <b>“in uncertificated form”</b>	recorded on the relevant register of the share 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;
<b>“Vendors”</b>	Conygar Holdings Limited, Conygar Properties Limited, Topp Holdings Limited and The Advantage Property Income Trust Limited;

<b>“ZDP Capital Entitlement”</b>	the accrued capital entitlement of a ZDP Share on the ZDP Repayment Date;
<b>“ZDP Class Consent”</b>	the consent of ZDP Shareholders, given as a class, at the Class Meeting to the passing by the Company (as the holder of the ZDP Co Ordinary Shares) of a resolution to adopt the New Articles, approve the entering into by ZDP Co of the Deeds of Novation and the sale by the Company to the Purchaser of the ZDP Co Ordinary Shares and also approving those matters itself;
<b>“ZDP Class Meeting”</b>	the separate general meeting of the ZDP Shareholders at which the ZDP Class Consent will be sought, convened to be held at 9.30 a.m. on 23 March 2017;
<b>“ZDP Co”</b>	Conygar ZDP PLC;
<b>“ZDP Co Ordinary Shares”</b>	the 50,000 ordinary shares of £1 each in the capital of ZDP Co, comprising the entire ordinary issued share capital of ZDP Co;
<b>“ZDP Repayment Date”</b>	9 January 2019;
<b>“ZDP Share”</b>	zero dividend preference shares of £0.01 each issued by ZDP Co;
<b>“ZDP Shareholder”</b>	a holder of ZDP Shares; and
<b>“£”</b>	the legal currency of the UK.

## LETTER FROM THE CHAIRMAN

# THE CONYGAR INVESTMENT COMPANY PLC

(incorporated in England and Wales with registered number 04907617)

*Directors:*

Nigel Hamway (*Non-Executive Chairman*)  
Robert Ware (*Chief Executive*)  
Ross McCaskill (*Finance Director*)  
Preston Rabl (*Director*)  
Michael Wigley (*Non-Executive Director*)

*Registered Office:*

Fourth Floor,  
110 Wigmore Street  
London  
W1U 3RW

3 March 2017

*Dear Shareholder*

### **Proposed Disposal of the Investment Property Portfolio**

#### **1. Introduction**

On 23 February 2017, the Company announced that it had entered into the conditional Sale Agreement for the disposal of its Investment Property Portfolio to Regional Commercial Midco Limited (a wholly owned subsidiary of Regional REIT) for the consideration of (i) £27,997,578 to be satisfied by the issue of 26,326,644 Consideration Shares (at an issue price of 106.347p per Consideration Share) which will represent 8.8 per cent. of the enlarged share capital of Regional REIT and (ii) the assumption of the Company's obligations (pursuant to the terms of the Loan Agreement and the Contribution Agreement) to fund the Revised ZDP Capital Entitlement (approximately £39.9 million) as explained below. The Purchaser is also purchasing the SPV's which own the Investment Property Portfolio with the benefit of their existing debt facilities (approximately £69.5 million).

The Disposal constitutes a fundamental change of business for the purposes of the AIM Rules. Accordingly, Completion is conditional on, *inter alia*, the approval of Shareholders at the General Meeting, notice of which is set out at the end of this Document. Completion is also subject to the satisfaction of other conditions, details of which are set out below.

The purpose of this Document is to give Shareholders reasons for, and details of, the Disposal (including information on Regional REIT) and to explain why the Directors consider that it is in the best interests of the Company and Shareholders, as a whole, and to recommend that Shareholders vote in favour of the Resolution at the General Meeting.

#### **2. Background to and reasons for the Disposal**

Conygar was originally admitted to trading on AIM on 23 October 2003. Since that time, the Company's stated strategy has been, and will continue to be following Completion of the Disposal, to invest in property assets and companies where it can add value by utilising its property management, development and transaction structuring skills and realise capital growth and create value for Shareholders.

Since its admission to trading on AIM, the Company's management has consistently sought to acquire or dispose of assets within its property portfolio, often on an opportunistic basis, where the Board considers to do so would generate returns for Shareholders. Whilst the Board believes that holding the Investment Property Portfolio to provide a stable flow of cash remains a credible strategy, the Board also believes that the Disposal represents a significantly compelling opportunity for the following reasons:

- the Disposal is being completed at a modest premium to the most recent valuation of the Investment Property Portfolio, which the Board believes is an acceptable valuation when considered in light of the current political and economic uncertainty;

- as the SPV's that hold the Investment Property Portfolio are being sold with their existing loan facilities in place and the Purchaser is assuming the Company's obligations to fund the Revised ZDP Capital Entitlement, this will result in the Company being debt free following Completion of the Disposal; and
- the proceeds recognised from the Disposal can be utilised to accelerate the progress of the Company's existing development asset portfolio and also enable the Company to seek new investment opportunities.

The Consideration Shares will be held by the Company subject to lock-in arrangements, described below, and the Company may look to dispose of them in the future, if or when attractive liquidity opportunities arise. Cash raised from the sale of any Consideration Shares will be used to execute the Company's investment strategy.

### 3. Summary of the terms of the Disposal and the Sale Agreement

The Sale Agreement provides that subject, *inter alia*, to the passing of the Resolution, the obtaining of the ZDP Class Consent at the ZDP Class Meeting and the consent of the banks, who have provided finance to the Vendors, the Purchaser has agreed to purchase from the Vendors the entire issued share capital of the SPV's for the consideration described above.

The consideration payable is subject to adjustment by reference to completion accounts to be prepared as at the Completion Date. To the extent that the net assets of the SPV's have decreased, the Company is obliged to pay the shortfall in cash and to the extent that the net assets of the SPV's have increased, Regional REIT is obliged to issue further Regional REIT Shares (at an issue price of 106.347p per Regional REIT Share) or pay the amount of the increase in cash at its election. The Consideration Shares will rank *pari passu* with the Regional REIT Shares currently in issue, save that they will be subject to lock-in arrangements described below and the Consideration Shares will not be entitled to the dividend of 2.40p per Regional REIT Share declared by Regional REIT on 23 February 2017 for the period from 1 October 2016 to 31 December 2016.

Under the terms of the Sale Agreement, the Purchaser will, upon Completion, acquire all the ZDP Co Ordinary Shares and will (by virtue of the Novation Deeds) assume the obligations owed by the Company to ZDP Co, pursuant to the terms of the Loan Agreement and the Contribution Agreement. Regional REIT is a party to the Novation Deeds to, *inter alia*, guarantee the performance of the Purchaser's obligations thereunder. It has also been agreed that, subject to Completion taking place, the Gross Redemption Yield on the ZDP Shares will, for the period from Completion to the ZDP Repayment Date, increase to 6.5 per cent. Thus, by way of illustration, should Completion take place on 24 March 2017 (as is currently anticipated) the amount payable in respect of a ZDP Share on the ZDP Repayment Date will increase from 130.7p to 132.9p on the Completion Date. ZDP Co will, via an RIS announcement, notify ZDP Shareholders of the actual Revised ZDP Capital Entitlement for the purposes of the New Articles.

Under the terms of the Sale Agreement, the Company has agreed lock-in arrangements in respect of the Consideration Shares. Specifically, the Company will not be permitted to dispose (directly or indirectly) of the legal or beneficial ownership of:

- one-third of the Consideration Shares until the date falling 6 months after Completion;
- one-third of the Consideration Shares until the date falling 12 months after Completion; and
- one-third of the Consideration Shares until the date falling 18 months after Completion

(in each case a "Lock-in Period").

The Company has also agreed that for a period of 12 months following expiry of the relevant Lock-in Period, it will only dispose of Consideration Shares through Regional REIT's brokers.

The above lock-in arrangements are subject to standard "carve-outs", including the ability to accept a takeover offer or tender offer and to dispose of Consideration Shares pursuant to a court order, or to fund any liabilities or obligations arising under the terms of the Sale Agreement.

Completion is, subject to satisfaction or (where appropriate) waiver of the conditions set out in the Sale Agreement, due to occur on 24 March 2017 or such later date as the parties to the Sale Agreement shall



agree being not later than 14 April 2017. In the event that the Sale Agreement fails to become unconditional by virtue of Shareholders failing to pass the Resolution or the ZDP Shareholders failing to give the ZDP Class Consent, then the Company has agreed to meet the Purchaser's reasonable costs and expenses incurred in respect of the Disposal, up to a cap of £667,000.

#### **4. Information on the Investment Property Portfolio**

The disposal of the Investment Property Portfolio excludes the development site held by the Company at Ashby-de-la-Zouch. The Investment Property Portfolio (including the Ashby-de-la-Zouch development site) was valued at £130.7 million (as at 30 September 2016) and had a contracted annual rent roll of £9.7 million for the financial year ended 30 September 2016. As at 30 September 2016, the overall vacancy rate in the Investment Property Portfolio was 17.1 per cent. which, whilst an increase from 14.1 per cent. as at 30 September 2015, reflected significant refurbishment at the Company's assets at Farnborough and the Links, Warrington. If one excludes these assets and the Company's asset at Mochdre, the vacancy rate was 6.9 per cent. The unexpired lease length rose from 4.8 years to 5.8 years as at 30 September 2016, which reflected a number of new leases and renewals at Mochdre Commerce Park, Kelvin Close, Warrington, Watt Place, Hamilton and Kingscourt Leisure Centre, Dundee. Further information on the Investment Property Portfolio can be found on the Company's website at [www.conygar.com](http://www.conygar.com).

#### **5. Information on Regional REIT**

Regional REIT is a United Kingdom based real estate investment trust whose shares were admitted to the premium segment of the Official List and to trading on the main market of the London Stock Exchange on 6 November 2015. Regional REIT is managed by London & Scottish Investments Limited, as asset manager, and Toscafund Asset Management LLP, as investment manager, and was formed from the combination of the existing property funds previously created by Toscafund Asset Management LLP and London & Scottish Investments Limited.

Regional REIT pursues its investment objective by investing in, actively managing and disposing of regional property assets. Regional REIT seeks to offer investors a differentiated play on the recovery prospects of UK regional property. It aims to deliver an attractive total return to its shareholders, targeting (10 – 15 per cent. per annum) with a strong focus on income and good capital growth prospects.

Regional REIT's commercial property portfolio is wholly in the UK and comprises, predominantly, quality office and industrial units located in the regional centres of the UK outside the M25 motorway.

On 20 September 2016, Regional REIT announced its half-year report for the six month period ended 30 June 2016, which set out:

- Gross value of property assets of £501.3 million, a net initial yield of 7.1 per cent. and an EPRA NAV of 108.0p per share;
- Operating profit (before gains/losses on property assets and other investments) of £13.436 million and profit before tax of £5.947 million, with declared dividends of 3.50p per share for the half-year;
- A diversified portfolio of 128 properties, 974 units and 719 tenants, with the portfolio split between offices (62.5 per cent. by value) and industrial sites (29.1 per cent.) across the UK; and
- The weighted average unexpired lease term to first break was approximately 3.6 years.

On 23 February 2017, Regional REIT declared a Q4 dividend of 2.40 pence per share which equated to aggregate dividends paid of 7.65 pence per share paid for the 12 month period ended 31 December 2016.

Further information on Regional REIT can be found on its website at [www.regionalreit.com](http://www.regionalreit.com).

#### **6. The Company's operations following the Disposal**

Following the Disposal, the Company will continue to operate as an AIM quoted property investment and development group dealing primarily in UK property. The existing management of the Company will be retained to focus on its existing strategy to invest in property assets and companies to add significant value using its property management, development and transaction structuring skills.

The Board believes that the Company's development projects will provide further Shareholder value in the medium term and as such, following Completion, the Company will continue to progress its development projects and, in addition to ongoing works at several of its existing sites, anticipates commencing construction work at a number of other sites during 2017. The Company has also identified a pipeline of attractive investment and development projects throughout the UK which, provided attractive terms can be agreed, it anticipates acquiring and maximising returns over the medium term.

Following Completion, the Company will continue to consider buying back Ordinary Shares where the Board deems it appropriate to do so and if surplus cash is available. Accordingly, the Company renewed its buy back authority at its recent Annual General Meeting to provide effective capital management and potential cash returns to Shareholders.

## **7. Action to be taken**

At the end of this Document, Shareholders will find a Notice of General Meeting to be held on 23 March 2017 at 9.00 a.m. at the offices of the Company, Fourth Floor, 110 Wigmore Street, London W1U 3RW at which the Resolution will be proposed as an ordinary resolution.

A Form of Proxy for use by Shareholders in connection with the General Meeting is enclosed. Whether or not you propose to attend the General Meeting, you are requested to complete the Form of Proxy in accordance with the instructions printed thereon and return it to Share Registrars Limited, The Courtyard, 17 West Street, Farnham Surrey GU9 7DR as soon as possible, but in any event, to arrive no later than 9.00 a.m. on 21 March 2017.

The return of a Form of Proxy will not prevent a Shareholder from attending the General Meeting and voting in person if they so wish.

## **8. Recommendation**

The Directors unanimously recommend Shareholders to vote in favour of the Resolution as they intend to do in respect of their aggregate holding of 7,447,180 Ordinary Shares, representing 10.32 per cent. of the issued share capital of the Company.

Yours faithfully

**Nigel Hamway**

*Chairman*

# THE CONYGAR INVESTMENT COMPANY PLC

## NOTICE OF GENERAL MEETING

NOTICE IS HEREBY GIVEN that a General Meeting of The Conygar Investment Company PLC (the "Company") will be held at 9.00 a.m. on 23 March 2017 at the offices of the Company, Fourth Floor, 110 Wigmore Street, London W1U 3RW to consider and, if thought fit, pass the following resolution which will be proposed as an ordinary resolution:

### ORDINARY RESOLUTION

**THAT** the Disposal by the Vendors of the SPV's that own the Investment Property Portfolio on the terms set out in the Sale Agreement (as such terms are defined in the Circular to Shareholders in the Company dated 3 March 2017) and related documentation to be entered into pursuant to the Sale Agreement, be and are hereby approved with such minor amendments as the Directors may approve, and the Directors or any duly authorised committee of the Directors, be hereby authorised to take all steps necessary or desirable to complete the Disposal.

### BY ORDER OF THE BOARD

Ross McCaskill

#### *Registered Office:*

The Conygar Investment Company PLC  
Fourth Floor  
110 Wigmore Street  
London W1U 3RW

#### *Notes:*

- (a) In the case of joint holders, the vote of the senior who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the votes of other joint holders. For this purpose, seniority will be determined by the order in which the names stand in the register of members in respect of the joint holding.
- (b) A member of the Company entitled to attend, speak and vote at the General Meeting is entitled to appoint one or more proxies. A proxy need not be a member of the Company but must attend the meeting in person. 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 enclosed with the Form of Proxy.
- (c) A Form of Proxy is enclosed with this notice for members who are unable to attend the General Meeting. Instructions for use are shown on the form. Lodging a Form of Proxy will not prevent the shareholder from attending and voting in person (in substitution for their proxy) at the General Meeting or any adjournment thereof.

In order to revoke a proxy appointment, a member must sign and date a notice clearly stating his intention to revoke his proxy appointment and deposit it at the office of the Company's registrar, Share Registrars Limited, The Courtyard, 17 West Street, Farnham, Surrey GU9 7DR, by 9.00 a.m. on 21 March 2017.

- (d) To be valid, the Form of Proxy (together with any power of attorney or authority under which it is signed, or a notarially certified copy of such power of authority) must be received by post, or during normal business hours, by hand at the offices of the company's registrar, Share Registrars Limited, The Courtyard, 17 West Street, Farnham, Surrey GU9 7DR, by 9.00 a.m. on 21 March 2017. CREST members should use the CREST electronic proxy appointment and refer to note (e) below in relation to the submission of a proxy appointment via CREST. The CREST electronic proxy appointment must be received by the latest time for receipt of proxy appointments specified above.
- (e) CREST members who wish to appoint a proxy or proxies through the CREST electronic proxy appointment services should use ID 7RA36 and may do so for the General Meeting to be held on the above date and any adjournment(s) thereof by using the procedures described in the CREST Manual, CREST personal members or other CREST sponsored members, and those CREST members who have appointed a voting services 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 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 CRESTCo's 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 (Share Registrars Limited, The Courtyard, 17 West Street, Farnham, Surrey GU9 7DR) 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 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 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 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 this 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 Uncertificated Securities Regulations 2001.

- (f) Any amendments you make to the Form of Proxy must be initialled by you.
- (g) The Company, pursuant to Regulation 41 of the Uncertificated Securities Regulations 2001, specifies that entitlement to attend and vote at the General Meeting or any adjournment thereof and the number of votes which may be cast thereat, will be determined by reference to the register of the Company at 9.00 a.m. on the date two days before the date set for the General Meeting or any adjourned General Meeting (excluding non-working days). Changes to the register after 9.00 a.m. on 21 March 2017, or if the General Meeting is adjourned, 9.00 a.m. on the date two days before the time appointed for the adjourned General Meeting (excluding non-working days) will be disregarded in determining the rights of any person to attend or vote at the General Meeting.
- (h) Any terms used but not defined in this notice of General Meeting are as defined in the document of which this notice forms part.
- (i) If you are a Shareholder of the Company, you may appoint a proxy to attend and vote at the General Meeting instead of you and may appoint more than one proxy to attend on the same occasion. You may appoint more than one proxy in relation to the General Meeting, provided that each proxy is appointed to exercise the rights attached to a different share or shares held by you. All forms must be signed and should be returned to Share Registrars Limited. The following principles shall apply in relation to the appointment of multiple proxies.
  - (i) The Company will give effect to the intentions of Shareholders and include votes wherever and to the fullest extent possible.
  - (ii) Where a proxy does not state the number of shares to which it applies (a "blank proxy") then, subject to the following principles where more than one proxy is appointed, that proxy is deemed to have been appointed in relation to the total number of shares registered in the name of the appointing Shareholder (the "Shareholder's entire holding"). In the event of a conflict between a blank proxy and a proxy which does state the number of shares to which it applies (a "specific proxy"), the specific proxy shall be counted first, regardless of the time it was sent or received (on the basis that as far as possible, the conflicting forms of proxy should be judged to be in respect of different shares) and remaining shares will be apportioned to the blank proxy (*pro rata* if there is more than one).
  - (iii) Where there is more than one proxy appointed and the total number of shares in respect of which proxies are appointed is no greater than the Shareholder's entire holding, it is assumed that proxies are appointed in relation to different shares, rather than that conflicting appointments have been made in relation to the same shares. That is, there is only assumed to be a conflict where the aggregate number of shares in respect of which proxies have been appointed exceeds the Shareholder's entire holding.
  - (iv) When considering conflicting proxies, later proxies will prevail over earlier proxies, and which proxy is later will be determined on the basis of which proxy is last sent (or, if the Company is unable to determine which is last sent, last received). Proxies in the same envelope will be treated as sent and received at the same time, to minimise the number of conflicting proxies.
  - (v) If conflicting proxies are sent or received at the same time in respect of (or deemed to be in respect of) an entire holding, none of them shall be treated as valid.
  - (vi) Where the aggregate number of shares in respect of which proxies are appointed exceeds a Shareholder's entire holding and it is not possible to determine the order in which they were sent or received (or they were all sent or received at the same time), the number of votes attributed to each proxy will be reduced *pro rata*.
  - (vii) Where the application of paragraph (vi) above gives rise to fractions of shares, such fractions will be rounded down.
  - (viii) If a Shareholder appoints a proxy or proxies and then decides to attend the General Meeting in person and vote, on a poll, using his poll card, then the vote in person will override the proxy vote(s). If the vote in person is in respect of the Shareholder's entire holding then all proxy votes will be disregarded. If, however, the Shareholder votes at the General Meeting in respect of less than the Shareholder's entire holding, then if the Shareholder indicates on his polling card that all proxies are to be disregarded, that shall be the case; but if the Shareholder does not specifically revoke proxies, then the vote in person will be treated in the same way as if it were the last received proxy and earlier proxies will only be disregarded to the extent that to count them would result in the number of votes being cast exceeding the Shareholder's entire holding.
  - (ix) In relation to paragraph (viii) above, in the event that a Shareholder does not specifically revoke proxies, it will not be possible for the Company to determine the intentions of the Shareholder in this regard. However, in light of the aim to include votes wherever and to the fullest extent possible, it will be assumed that earlier proxies should continue to apply to the fullest extent possible.

- (x) In order to facilitate voting by corporate representatives at the General Meeting, arrangements will be put in place at the General Meeting so that:
  - (A) if a corporate Shareholder has appointed the chairman of the General Meeting as its corporate representative with instructions to vote on a poll in accordance with the directions of all of the other corporate representatives for that Shareholder at the General Meeting, then on a poll those corporate representatives will give voting directions to the chairman and the chairman will vote (or withhold a vote) as corporate representative in accordance with those directions; and
  - (B) if more than one corporate representative for the same corporate Shareholder attends the General Meeting but the corporate Shareholder has not appointed the chairman of the General Meeting as its corporate representative, a designated corporate representative will be nominated, from those corporate representatives who attend, who will vote on a poll and the other corporate representatives will give voting directions to that designated corporate representative.

Corporate Shareholders are referred to the guidance issued by the Institute of Chartered Secretaries and Administrators on proxies and corporate representatives – [www.icsa.org.uk](http://www.icsa.org.uk) – for further details of this procedure. The guidance includes a sample form of representation letter if the chairman is being appointed as described in (i) above.

