

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 financial advice from your stockbroker, bank manager, solicitor, accountant or other independent financial adviser 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.

If you have sold or transferred, or subsequently sell or transfer, all of your shares in Dods (Group) plc, please send 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 or is effected for onward transmission to the purchaser or transferee.

The Directors, whose names appear on page 2 of this document, and the Company accept responsibility, collectively and individually, for the information contained in this document. To the best of the knowledge and belief of the Directors and the Company (each of whom 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.

Application will be made to the London Stock Exchange for the Placing Shares to be admitted to trading on AIM. It is expected that Admission will become effective and that dealings in the Placing Shares will commence on 21 August 2012. The Placing Shares will, on Admission, rank *pari passu* in all respects with the Existing Ordinary Shares.

Dods (Group) plc

(Incorporated and registered in England and Wales under the Companies Act 1985 with company number 04267888)

Placing of 110,821,556 new Ordinary Shares of 1p each at a Placing Price of 5.5p per share

Waiver of Rule 9 of the City Code

and

Notice of Extraordinary General Meeting

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 and which recommends Shareholders to vote in favour of the Resolutions to be proposed at the Extraordinary General Meeting referred to below.

Cenkos Securities plc, which is authorised and regulated in the United Kingdom by the Financial Services Authority, is acting as nominated adviser, broker and financial adviser to the Company in connection with the matters described in this document. Persons receiving this document should note that Cenkos Securities plc will not be responsible to anyone other than the Company for providing the protections afforded to customers of Cenkos Securities plc or for advising any other person on the arrangements described in this document. Cenkos Securities plc has not authorised the contents of, or any part of, this document and no liability whatsoever is accepted by Cenkos Securities plc for the accuracy of any information or opinions contained in this document or for the omission of any information. Cenkos Securities plc as nominated adviser and broker to the Company, owes certain responsibilities to the London Stock Exchange which are not owed to the Company or the Directors.

Cenkos has given and not withdrawn its consent to the issue of this document and the references to its name in the form and context in which they appear. Lord Ashcroft KCMG has given and not withdrawn his consent to the issue of this document and the references to his name in the form and context in which they appear.

The Placing Shares will not be registered under the United States Securities Act of 1933 (as amended) or under the securities laws of any state of the United States of America or qualify for distribution under any of the relevant securities laws of Canada, Australia or Japan, nor has any prospectus in relation to the Placing Shares been lodged with, or registered by, the Australian Securities and Investments Commission or the Japanese Ministry of Finance. Accordingly, subject to certain exceptions, the Placing Shares may not be, directly or indirectly, offered, sold, taken up, delivered or transferred in or into the United States of America, Canada, Australia or Japan or to or by any US Person (as such term is defined in Regulation S promulgated under the Securities Act) or any national resident or citizen of Canada, Japan or Australia or any corporation, partnership or other entity created or organised under the laws thereof. Overseas Shareholders and any person (including, without limitation, custodians, nominees and trustees) who have a contractual or other legal obligation to forward this document to a jurisdiction outside the UK should seek appropriate advice before taking any action. This document does not constitute an offer, or its solicitation, to subscribe for or buy any of the Placing Shares to any person in any jurisdiction to whom it is unlawful to make such offer or solicitation in such jurisdiction. The Placing Shares are not being made available to the public in conjunction with the Placing and the information concerning the proposed Placing set out in this document is being provided for information purposes only to existing shareholders.

Notice of an Extraordinary General Meeting of the Company, to be held at the offices of Cenkos Securities plc, 6.7.8 Tokenhouse Yard, London EC2R 7AS at 11.00 am on 20 August 2012, is set out at the end of this document. To be valid the accompanying Form of Proxy for use in connection with the Extraordinary General Meeting should be completed, signed and returned in accordance with the instructions printed on it as soon as possible and, in any event, so as to reach the Company's registrars, Equiniti, Aspect House, Spencer Road, Lancing, West Sussex BN99 6DA by 11.00 am on 16 August 2012 or two working days before any adjourned meeting. Completion and return of a Form of Proxy will not preclude Shareholders from attending and voting at the Extraordinary General Meeting in person should they so wish.

This document does not constitute an offer of securities and is accordingly not an approved prospectus for the purposes of, and as defined in, section 85 of the Financial Services and Markets Act 2000 (as amended) and has not been prepared in accordance with the Prospectus Rules, nor has it been approved by, or filed with, the FSA or by any other authority which could be a competent authority for the purpose of the Prospectus Rules. In addition, this document does not constitute an admission document drawn up in accordance with the AIM Rules.

DIRECTORS AND ADVISERS

Directors	Kevin Hand Keith Sadler Lord Adonis Richard Flaye Henrietta Marsh Sir William Wells Andrew Wilson	<i>(Non-executive Chairman)</i> <i>(Chief Financial Officer)</i> <i>(Non-executive Director)</i> <i>(Non-executive Director)</i> <i>(Non-executive Director)</i> <i>(Non-executive Director)</i> <i>(Non-executive Director)</i>
Registered Office	21 Dartmouth Street Westminster London SW1H 9BP	
Nominated Adviser and Broker	Cenkos Securities plc 6.7.8. Tokenhouse Yard London EC2R 7AS	
Solicitors to the Company	Brabners Chaffe Street LLP 55 King Street Manchester M2 4LQ	
Registrars	Equiniti Aspect House Spencer Road Lancing West Sussex BN99 6DA	

CONTENTS

	Page
PLACING STATISTICS	4
EXPECTED TIMETABLE OF PRINCIPAL EVENTS	4
DEFINITIONS.....	5
LETTER FROM THE CHAIRMAN OF DODS (GROUP) PLC.....	7
NOTICE OF EXTRAORDINARY GENERAL MEETING.....	11

PLACING STATISTICS

Placing Price	5.5 pence
Number of Existing Ordinary Shares	228,949,397
Number of Placing Shares	110,821,556
Estimated gross proceeds of the Placing	£6.1 million
Number of Ordinary Shares in issue following the Placing	339,770,953
Placing Shares as a percentage of the Enlarged Ordinary Share Capital	32.6 per cent

EXPECTED TIMETABLE OF PRINCIPAL EVENTS

This document posted to Shareholders	25 July 2012
Latest time and date for receipt of Forms of Proxy	11.00 am on 16 August 2012
Extraordinary General Meeting	11.00 am on 20 August 2012
Admission and dealings in the Placing Shares expected to commence on AIM	8:00 am on 21 August 2012
CREST accounts credited in respect of the Placing Shares (CREST shareholders only)	by 21 August 2012

If any of the details contained in the timetable above should change, the revised times and dates will be notified to Shareholders by means of an announcement through a Regulatory Information Service. All events listed in the above timetable following the Extraordinary General Meeting are conditional on the passing, at the Extraordinary General Meeting, of the Resolutions contained in the Notice of Extraordinary General Meeting.

DEFINITIONS

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

“Accelerated Panel Waiver”	the approval by the Takeover Panel of a waiver from the obligations that would otherwise apply to Lord Ashcroft KCMG to make a general offer for the Company pursuant to Rule 9 of the Code as a result of his subscription for Placing Shares pursuant to the Placing, the Takeover Panel having received written confirmation from Independent Shareholders holding, in aggregate, in excess of 50 per cent. of the existing voting rights in the Company consenting to this waiver without the requirement for the waiver to be approved by Independent Shareholders at a general meeting;
“Admission”	admission of the Placing Shares to trading on AIM becoming effective in accordance with Rule 6 of the AIM Rules;
“AIM”	a market operated by the London Stock Exchange;
“AIM Rules”	the rules for AIM companies and their nominated advisers published by the London Stock Exchange from time to time;
“Board” or “Directors”	the directors of the Company whose names are set out on page 2 of this document;
“Cenkos Securities”	Cenkos Securities plc;
“Code”	the City Code on Takeovers and Mergers;
“CREST”	the relevant system (as defined in the Uncertificated Securities Regulations 2001 SI 2001: No.3755 (as amended)) in respect of which Euroclear UK & Ireland Limited is the operator (as defined in those regulations);
“Company” or “Dods”	Dods (Group) plc;
“Enlarged Ordinary Share Capital”	the entire issued ordinary share capital of the Company immediately following the issue and allotment of the Placing Shares;
“Existing Ordinary Shares”	the Ordinary Shares in issue as at the date of this document;
“Extraordinary General Meeting”	the general meeting of the Company to be held at the offices of Cenkos Securities plc, 6.7.8 Tokenhouse Yard, London EC2R 7AS at 11.00 am on 20 August 2012 or any adjournment thereof, notice of which is set out at the end of this document;
“FSA”	the UK Financial Services Authority;
“Form of Proxy”	the form of proxy for use at the Extraordinary General Meeting, which accompanies this document;
“Group” or “Dods Group”	the Company and its subsidiaries;
“Independent Directors”	in relation to the Placing, the Directors other than Sir William Wells and Andrew Wilson;
“Independent Shareholders”	the Shareholders other than Lord Ashcroft KCMG and any party deemed to be acting in concert with Lord Ashcroft KCMG;
“London Stock Exchange”	London Stock Exchange plc;
“Notice of Extraordinary General Meeting”	the notice convening the Extraordinary General Meeting, which is set out at the end of this document;
“Ordinary Shares”	ordinary shares of 1p each in the capital of the Company;
“Panel” or “Takeover Panel”	the Panel on Takeovers and Mergers;

“Placing”	the proposed placing of the Placing Shares at the Placing Price;
“Placing Price”	5.5 pence per Placing Share;
“Placing Shares”	110,821,556 new Ordinary Shares to be issued by the Company pursuant to the Placing;
“Prospectus Rules”	the Prospectus Rules issued by the FSA;
“Resolutions”	the resolutions to be proposed at the Extraordinary General Meeting set out in the Notice of Extraordinary General Meeting;
“Rule 9 Offer”	the requirement for a general offer to be made in accordance with Rule 9 of the Code; and
“Shareholders”	persons who are registered as holders of Ordinary Shares from time to time.

LETTER FROM THE CHAIRMAN OF DODS (GROUP) PLC

(Registered and incorporated in England and Wales under the Companies Act 1985 with company number 04267888)

Directors:		Registered Office:
Kevin Hand	<i>(Non-executive Chairman)</i>	21 Dartmouth Street
Keith Sadler	<i>(Chief Financial Officer)</i>	Westminster
Lord Adonis	<i>(Non-executive Director)</i>	London
Richard Flaye	<i>(Non-executive Director)</i>	SW1H 9BP
Henrietta Marsh	<i>(Non-executive Director)</i>	
Sir William Wells	<i>(Non-executive Director)</i>	
Andrew Wilson	<i>(Non-executive Director)</i>	

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

24 July 2012

Dear Shareholder

Placing of Placing Shares at 5.5 pence each, waiver of rule 9 of the Code and Notice of Extraordinary General Meeting

Introduction

It was announced today that the Company proposes to raise approximately £6.1 million by the issue of 110,821,556 Placing Shares to Lord Ashcroft KCMG at a price of 5.5 pence per Placing Share

For the Placing to proceed, the Company requires Shareholders' approval to authorise the Directors to allot the Placing Shares and to disapply pre-emption rights. The Resolutions which propose these authorities are contained in the Notice of Extraordinary General Meeting which is set out at the end of this document. The Extraordinary General Meeting is being convened at the offices of Cenkos Securities plc, 6.7.8 Tokenhouse Yard, London EC2R 7AS at 11.00 a.m. on 20 August 2012.

Subject to the completion of the Placing, Lord Ashcroft KCMG is expected to hold 44.2 per cent. of the voting rights of the Company, which without an Accelerated Panel Waiver would require Lord Ashcroft KCMG to make a Rule 9 Offer for the Company. The Panel has, however, agreed to such a waiver following receipt of written confirmations from Independent Shareholders who hold, in aggregate, in excess of 50 per cent. of the Company's existing voting rights consenting to such waiver.

The purpose of this letter is to explain the background to and reasons for the Placing and to set out why the Board considers the Placing to be in the best interests of Shareholders as a whole and why the Independent Directors recommend that you vote in favour of the Resolutions.

Background to and reasons for the Placing

On 12 January 2012, Dods announced the acquisition of the business of the DeHavilland Political Intelligence division of Emap Limited. As part of that acquisition, Lord Aschroft KCMG had proposed to take part in a placing to fund the acquisition and other opportunities, which would have resulted in Lord Ashcroft KCMG owning up to approximately 42.9 per cent. of the enlarged issued share capital of the Company. Subsequently on 25 June 2012, the Company announced that, following the OFT's referral of the acquisition to the Competition Commission, it would not proceed with the acquisition.

Nevertheless, the Board continues to believe that there are significant opportunities for growth through the acquisition of other businesses which will complement the existing business proposition and offer synergy benefits. In addition, the Board recognises that Dods needs to upgrade its technology platforms which will allow it to develop new products and to invest in sales and business processes to ensure it can deliver long term growth.

Consequently, the Board have decided that the Placing will be beneficial to the Company and in the interest of Shareholders and that the funds provided by Lord Ashcroft KCMG, as initially envisaged in the announcement of the placing on 12 January 2012, will provide the Company with the funding required to execute on its investment and growth strategy.

Current trading and prospects

On 28 June 2012, the Company released an AGM statement commenting on its trading performance. The Board has nothing further to update since this announcement and will be providing a full trading update in the Company's Interim Results, to be published in September.

The Placing

The Company proposes to raise gross proceeds of £6.1 million through the issue of the Placing Shares. The Placing Price represents a premium of approximately 18.8 per cent. to the closing mid-market price of 4.63 pence on 24 July 2012, being the latest practicable date prior to the publication of this document. The Placing Shares will represent approximately 32.6 per cent. of the Enlarged Share Capital.

The Placing is conditional, *inter alia*, upon:

- the Resolutions being passed at the Extraordinary General Meeting; and
- Admission.

The Placing Shares will be issued credited as fully paid and will rank in full for all dividends and other distributions declared, made or paid in respect of the Ordinary Shares after the date of Admission and will otherwise rank *pari passu* in all respects with the Existing Ordinary Shares.

Dealings

Application will be made to the London Stock Exchange for the Placing Shares to be admitted to trading on AIM. It is expected that Admission will become effective, and dealings in the Placing Shares will commence, at 8:00 am on 21 August 2012.

Related Party Transaction

As at 24 July 2012 (the latest practicable date prior to the publication of this document), Lord Ashcroft KCMG held Ordinary Shares representing approximately 17.2 per cent of the Existing Ordinary Shares. As stated above, Lord Ashcroft KCMG has agreed to subscribe for 110,821,556 Placing Shares. Under the AIM Rules, as a Shareholder holding more than 10 per cent of the Existing Ordinary Shares, Lord Ashcroft KCMG is a related party of the Company and the subscription by Lord Ashcroft KCMG for Placing Shares constitutes a related party transaction. Where a company enters into a related party transaction, under the AIM Rules the independent directors of the company are required, after consulting with the company's nominated adviser, to state whether, in their opinion, the transaction is fair and reasonable in so far as its shareholders are concerned. Having consulted with Cenkos Securities, the Company's nominated adviser, the Independent Directors believe that the participation by Lord Ashcroft KCMG in the Placing is fair and reasonable in so far as Shareholders are concerned.

The AIM Rules do not prohibit Lord Ashcroft KCMG from exercising the voting rights attached to his holding of Ordinary Shares at the Extraordinary General Meeting.

Dispensation from a Rule 9 Offer

Under Rule 9 of the Code, if any person acquires an interest in shares which, when taken together with shares in which he and persons acting in concert with him are already interested, carry 30 per cent or more of the voting rights of a company which is subject to the Code, that person is normally required to make a general offer in cash to all shareholders in the company at the highest price paid by him or any person acting in concert with him for an interest in such shares within the preceding 12 months.

Rule 9 also provides that if any person, together with persons acting in concert with him, is interested in shares which in the aggregate carry not less than 30 per cent of the voting rights of a company which is subject to the Code but does not hold shares carrying more than 50 per cent of such voting rights, and such person, or any person acting in concert with him, acquires an interest in any other shares which increases

the percentage of shares carrying voting rights in such company in which he is interested, that person is normally required to make a general offer in cash to all shareholders in the company at the highest price paid by him or any person acting in concert with him for an interest in such shares within the preceding 12 months.

Following completion of the Placing, Lord Ashcroft KCMG will have acquired interests in shares carrying approximately 44.2 per cent. of the voting rights of the Company which without a waiver of the obligations under Rule 9 would oblige Lord Ashcroft KCMG to make a general offer to Shareholders under Rule 9.

However, under Note 1 on the Notes on the Dispensations from Rule 9, the Panel will normally waive the requirement for a general offer to be made in accordance with Rule 9 (a “Rule 9 offer”) if, *inter alia*, the shareholders of the company who are independent of the person who would otherwise be required to make an offer and any person acting in concert with him (“the Independent Shareholders”) pass an ordinary resolution on a poll at a general meeting (“a Whitewash Resolution”) approving such a waiver. The Panel may waive the requirement for a Whitewash Resolution to be considered at a general meeting (and for a circular to be prepared in accordance with Section 4 of Appendix 1 to the Code) if Independent Shareholders holding more than 50 per cent of the company’s shares capable of being voted on such a resolution confirm in writing that they would vote in favour of the Whitewash Resolution were one to be put to the shareholders of the company at a general meeting. **The Company has received such confirmations from Independent Shareholders holding a total of 104,538,550 Ordinary Shares, representing 55.1 per cent. of Ordinary Shares capable of being voted at a general meeting and the Panel has accordingly waived the requirement for a Whitewash Resolution. Accordingly, by voting in favour of the Resolutions, the Placing will be effected without the requirement for Lord Ashcroft KCMG to make a Rule 9 Offer.**

Extraordinary General Meeting

Set out at the end of this document is a notice convening the Extraordinary General Meeting to be held at the offices of Cenkos Securities plc, 6.7.8 Tokenhouse Yard, London EC2R 7AS at 11.00 am on 20 August 2012 for the purposes of considering and, if thought fit, passing the Resolutions.

The Resolutions deal with the following matters:

- (i) Resolution 1, which will be proposed as an ordinary resolution, is to authorise the Directors (conditionally upon Admission) to allot the Placing Shares up to an aggregate nominal value of £1,108,215.56, such authority to expire at the conclusion of the next annual general meeting of the Company; and
- (ii) Resolution 2, which will be proposed as a special resolution, is to disapply Shareholders’ statutory pre-emption rights (which would otherwise require the Company to offer all cash allotments of Shares first to existing Shareholders in proportion to their holdings) in relation to the issue of the Placing Shares up to an aggregate nominal value of £1,108,215.56, such authority also to expire at the conclusion of the next annual general meeting of the Company.

The attention of Shareholders is also drawn to the voting intentions of the Directors as set out in the paragraph entitled “Recommendation” below.

Action to be taken

A Form of Proxy for use at the Extraordinary General Meeting accompanies this document. The Form of Proxy should be completed and signed in accordance with the instructions printed on it and returned to the Company’s registrars, Equiniti, Aspect House, Spencer Road, Lancing, West Sussex BN99 6DA as soon as possible and, in any event, so as to be received by no later than 11.00 am on 16 August 2012. The completion and return of a Form of Proxy will not preclude Shareholders from attending the Extraordinary General Meeting and voting in person should they so wish.

Recommendation

The Independent Directors consider that the Placing is in the best interests of the Company and the Shareholders as a whole. In addition, the Independent Directors having consulted Cenkos Securities, the nominated advisers to the Company, consider that the participation in the Placing by Lord Ashcroft KCMG is fair and reasonable in so far as Shareholders are concerned.

The Independent Directors unanimously recommend Shareholders to vote in favour of the Resolutions to be proposed at the Extraordinary General Meeting as they intend to do so in respect of their own beneficial holdings amounting, in aggregate, to 614,094 Existing Ordinary Shares representing approximately 0.3 per cent. of the Existing Ordinary Shares.

Kevin Hand

Non-Executive Chairman

DODS (GROUP) PLC

(Registered and incorporated in England and Wales under the Companies Act 1985 with company number 04267888)

Notice of Extraordinary General Meeting

Notice is hereby given that a general meeting (the “**Extraordinary General Meeting**” or the “**Meeting**”) of Dods (Group) plc (the “**Company**”) will be held at the offices of Cenkos Securities plc, 6.7.8 Tokenhouse Yard, London EC2R 7AS on 20 August 2012 at 11.00 am 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.

Ordinary Resolution:

- 1 That the directors of the Company be and are generally and unconditionally authorised (in addition to all existing authorities under section 551 of the Act) for the purposes of section 551 of the Companies Act 2006 (the “**Act**”) to exercise all the powers of the Company to allot equity securities (as defined in section 560 of the Act) in the Company, provided that this authority shall be conditional upon Admission (as that expression is defined in a Circular from the Company to its shareholders dated 25 July 2012 (the “**Circular**”) of which this notice of general meeting forms part) becoming effective on or before 8:00 am on 21 August 2012 (or such later time and/or date as the Company and Cenkos Securities plc may agree, but in any event not later than 8:00 am on 4 September 2012) and shall be limited to the allotment of the Placing Shares (as that expression is defined in the Circular) up to a maximum aggregate nominal amount of £1,108,215.56 and further provided that this authority shall expire at the conclusion of the next annual general meeting of the Company.

The authority granted by this resolution is in addition to all subsisting authorities granted under section 551 of the Act.

Special Resolution

- 2 That, subject to and conditional upon the passing of resolution 1 above, the directors of the Company be given power pursuant to section 570 of the Act to allot equity securities (as defined in section 560 of the Act) of the Company for cash pursuant to the authority conferred by resolution 1 above as if section 561 of the Act did not apply to any such allotment up to a maximum aggregate nominal amount of £1,108,215.56 for the purposes of the allotment of the Placing Shares and further provided that this authority shall expire on the conclusion of the next annual general meeting of the Company.

The authority granted by this resolution is in addition to all subsisting authorities granted under section 570 of the Act.

Dated: 25 July 2012

By order of the Board

*Registered office:
21 Dartmouth Street
Westminster
London
SW1H 9BP*

*Keith Sadler
Company Secretary*

NOTES:

1. A shareholder entitled to attend and vote at the Extraordinary General Meeting ('EGM or 'Meeting') is entitled to appoint a proxy or proxies to attend, speak and vote instead of him/her. A proxy need not be a shareholder of the company. A shareholder may appoint more than one proxy in relation to the EGM provided that each proxy is appointed to exercise the rights attached to a different share or shares held by that shareholder.
2. To be valid, a Form or Proxy must be completed and any power of attorney or other authority under which it is executed (or a duly certified copy thereof) must be received by Equiniti, Aspect House, Spencer Road, Lancing, West Sussex BN99 6DA no later than 11.00 a.m. on 16 August 2012 (or 48 hours (excluding any part of a day which is a non-working day) before the time appointed for any adjourned Meeting at which it is to be used). Completion and return of a Form of Proxy will not preclude a shareholder subsequently from personally attending and voting at the EGM (in substitution for their proxy vote) if the shareholder decides to do so.
3. The Form of Proxy must be executed by or on behalf of the shareholder making the appointment. A corporation may execute the Form of Proxy either under its common seal or under hand of a duly authorised officer.
4. 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 the other joint holders and for this purpose seniority will be determined by the order in which the names stand on the Register of Members in respect of the relevant joint holdings.
5. Pursuant to regulation 41 of the Uncertified Securities Regulations 2001, the Company specifies that only those members registered on the Register of Members of the Company as at 6.00 p.m. on 16 August 2012 or, if the Meeting is adjourned, on the Company's Register of Members two days (excluding any part of a day which is a non-working day) prior to the time fixed for the adjourned meeting, shall be entitled to attend and/or vote at the Meeting in respect of the number of shares registered in their names at that time. Changes to entries on the Register of Members after 6.00 p.m. on 16 August 2012 or, if the Meeting is adjourned 6:00pm on the day 2 days prior to the adjourned Meeting, shall be disregarded in determining the rights of any person to attend or vote at the Meeting, notwithstanding any provisions in any enactment, the Company's Articles of Association or other instrument to the contrary.
6. CREST members who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service may do so for the Extraordinary General Meeting to be held on 20 August 2012 and any adjournment(s) thereof by using the procedures described in the CREST Manual, which can be viewed at www.euroclear.com/ CREST CREST Personal Members or other CREST sponsored members, and those CREST members who have been 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 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 CREST Co'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 to 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 RA19) by the latest time(s) for receipt of proxy appointments specified in the notice of meeting. For this purpose, the time of receipt will be taken to be the time (as determined by the timestamp applied to the message by the CREST Applications Host) from which the issuer's agent is able to retrieve the message by enquiry to CREST in the manner prescribed by CREST. 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) take(s)) such an 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 a invalid a CREST Proxy Instruction in the circumstances set out in Regulation 35(5)(a) of the Uncertified Securities Regulations 2001.

7. The quorum for the EGM will be two persons entitled to vote upon the business to be transacted, each being a shareholder or a proxy for a shareholder or a duly authorised representative of a corporation which is a shareholder.
8. The total number of ordinary shares of 1p in issue as at 24 July 2012, the last practicable day before printing this document, was 228,949,397 ordinary shares. Each ordinary share carries one vote and therefore the total voting rights in the Company are 228,949,397.
9. 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.

