

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 the action you should take, you are recommended to seek your own personal financial advice immediately from your stockbroker, bank manager, solicitor, accountant or other independent financial adviser authorised under the Financial Services and Markets Act 2000 (as amended) (“FSMA”) if you are resident in the United Kingdom or, if not, from another appropriately authorised independent financial adviser. The Company accepts responsibility for the information contained in this Circular. To the best of the knowledge of the Company (which has taken all reasonable care to ensure that such is the case) the information contained in the Circular is in accordance with the facts and does not omit anything likely to affect the import of such information.

If you have sold or transferred all of your Ordinary Shares, 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.

This document does not constitute an offer to buy, acquire or subscribe for (or the solicitation of an offer to buy, acquire or subscribe for) Ordinary Shares or an offer to buy, acquire or subscribe for (or the solicitation of an offer to buy, acquire or subscribe for) the Placing Shares. This document does not contain an offer of transferrable securities within the meaning of section 102B of FSMA and does not constitute a prospectus within the meaning of section 85 of FSMA. This document has not been examined or approved by the Financial Conduct Authority or the London Stock Exchange or any other regulatory authority.

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 of the Placing Shares will become effective and that dealings will commence on 17 October 2017. The Placing Shares will, when issued, rank in full for all dividends and other distributions declared, made or paid on the Ordinary Shares and otherwise rank *pari passu* in all respects with the Existing Ordinary Shares.

Comptoir Group plc

(Incorporated and registered in England and Wales with registered no. 07741283)

Placing of 26,666,667 New Ordinary Shares at 15 pence per share

and

Notice of General Meeting

Your attention is drawn to the letter from the Chairman of the Company which is set out on pages 5 to 7 (inclusive) of this document and which recommends that you vote in favour of the Resolutions to be proposed at the General Meeting. The Notice of General Meeting to be held at 73, Cornhill, London EC3V 3QQ, at 10.00 a.m. on 16 October 2017, is set out at the end of this document. The accompanying Form of Proxy for use in connection with the General Meeting should be completed by Shareholders and returned as soon as possible but, in any event, so as to be received by the Registrars at Capita Asset Services, PXS1, 34 Beckenham Road, Beckenham, Kent BR3 4ZF by no later than 10.00 a.m. on 14 October 2017 (or, in the case of an adjournment of the General Meeting, not later than 48 hours before the time fixed for the holding of the adjourned meeting). The completion and return of a Form of Proxy will not preclude Shareholders from attending and voting at the General Meeting should they so wish.

Cenkos Securities plc, which is authorised and regulated in the United Kingdom by the Financial Conduct Authority, is acting as nominated adviser and broker to the Company in connection with the Placing. 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.

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 or qualify for distribution under any of the relevant securities laws of Canada, Australia, the Republic of South Africa, the Republic of Ireland or Japan. 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, Canada, Australia, the Republic of South Africa, the Republic of Ireland or Japan. Shareholders who are residents or citizens of any country other than the United Kingdom 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 United Kingdom should seek appropriate advice before taking any action.

Copies of this document will be available free of charge to the public during normal business hours on any day (Saturdays, Sundays and public holidays excepted) at the offices of the Cenkos Securities plc at 6.7.8 Tokenhouse Yard, London EC2R 7AS for a period of one month from the date of this document.

FORWARD LOOKING STATEMENTS

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.

DIRECTORS AND ADVISERS

Directors	Chaker Hanna <i>Chief Executive Officer</i> Ahmed (Tony) Kitous <i>Founder and Creative Director</i> Richard Howard Kleiner <i>Non-Executive Chairman</i> Jonathan Samuel Kaye <i>Non-Executive Director</i>
Company Secretary	AIS Secretarial Services Limited
Registered Office	Suite 4 Strata House 34a Waterloo Road London NW2 7UH
Nominated Adviser and Broker	Cenkos Securities plc 6.7.8 Tokenhouse Yard London EC2R 7AS
Solicitors to the Company	Howard Kennedy LLP No.1 London Bridge London SE1 9BG
Registrars	Capita Asset Services The Registry 34 Beckenham Road Beckenham Kent BR3 4TU

PLACING STATISTICS

Placing Price	15 pence
Number of Placing Shares	26,666,667
Number of Ordinary Shares in issue following Admission	122,666,667
Percentage of the Enlarged Share Capital represented by the Placing Shares	21.7%
Gross Proceeds of the Placing	£4.0 million
Estimated net proceeds of the Placing	Approximately £3.9 million

EXPECTED TIMETABLE OF PRINCIPAL EVENTS

This document posted to Shareholders	28 September 2017
Latest time and date for receipt of Forms of Proxy	10.00 a.m. on 14 October 2017
General Meeting	10.00 a.m. on 16 October 2017
Admission and dealings in the Placing Shares expected to commence on AIM	17 October 2017
Expected date for CREST accounts to be credited for Placing Shares to be held in uncertificated form	17 October 2017
Despatch of definitive share certificates in respect of the Placing Shares to be held in certificated form, if applicable	By 31 October 2017

Notes:

Each of the times and dates above are indicative only and 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 of the above times refer to London time unless otherwise stated.

All events listed in the above timetable following the General Meeting are conditional on the passing of the Resolutions at the General Meeting.

LETTER FROM THE CHAIRMAN OF Comptoir Group plc

(Incorporated and registered in England and Wales with registered no. 07741283)

Directors:

Chaker Hanna – *Chief Executive Officer*
Ahmed (Tony) Kitous – *Founder and Creative Director*
Richard Kleiner – *Non-Executive Chairman*
Jonathan Kaye – *Non-Executive Director*

Registered office:

Suite 4
Strata House
34a Waterloo Road
London, NW2 7UH

28 September 2017

Dear Shareholder,

Placing of 26,666,667 new Ordinary Shares at 15 pence per share and Notice of General Meeting

Introduction

The Company has today announced the terms of a placing by Cenkos, acting as the Company's Nominated Adviser and Broker to the Placing, to raise approximately £4.0 million (before expenses) by the issue and allotment by the Company of 26,666,667 new Ordinary Shares at the Placing Price of 15 pence per share.

The Placing is conditional, *inter alia*, upon Shareholders approving the Resolutions at the General Meeting that will grant to the Directors the authority to allot the Placing Shares and the power to disapply statutory pre-emption rights in respect of the Placing Shares. The Resolutions are contained in the Notice of General Meeting which is set out at the end of this document.

The purpose of this document is to explain the background to and reasons for the Placing, why the Directors are seeking authority from Shareholders to issue the Placing Shares for cash on a non pre-emptive basis and to recommend that you vote in favour of the Resolutions.

Summary of Comptoir Group plc

Comptoir owns and/or operates 24 Lebanese and Eastern Mediterranean restaurants, with a further 2 franchise restaurants. The core brand of Comptoir is Comptoir Libanais that offers an all-day dining experience based around healthy and fresh food in a friendly, colourful and vibrant environment. The Group also owns 3 restaurants under the Yalla Yalla brand, 2 smaller Lebanese and Eastern Mediterranean outlets under the Shawa brand and two standalone high end restaurants, called Levant and Kenza. The Company's 2 current franchise restaurants under the Comptoir Libanais brand are located at Heathrow and Gatwick Airport.

Background and Reasons for the Placing

The Company has previously announced that it expects to conclude a sale and leaseback of its freehold central processing unit (CPU), the net proceeds of which are to be used to strengthen the Group's working capital position. It remains the Board's intention to undertake such a sale and leaseback in order to release funds, albeit the timing to complete the transaction is unknown. The Board believes approximately £2.0m could be raised through the sale and leaseback of its CPU.

Not including any funds received from the sale and leaseback of the CPU, the Board has concluded that the Company requires further funds of approximately £2.0million to meet the financing needs associated with the 2 new restaurants which are due to open before the end of the current financial year. The Company also requires further funds to open new restaurants in 2018.

The Placing allows the Company to finance the proposed 2 new restaurants in 2017 and also provides funds for a further two new sites in 2018. As and when the sale and leaseback of the CPU is completed, the Company will use these funds for general working capital purposes and assess further new restaurant opportunities.

Current Trading and Outlook

On 15 September 2017, the Company announced its unaudited interim results for the six months ended 30 June 2017, in which period it generated revenues of £13.1 million, adjusted EBITDA of £0.2 million and had net cash and cash equivalents at the period end of £0.1 million.

The Group continues to control its costs and improve its operational efficiencies and margins and, with the quality of the new site openings planned for the remainder of the financial year, together with recent stronger trading experienced in July and August, there is a degree of confidence in achieving the Board's current expectations for the full 2017 financial year.

Placing

Subject to Admission, the Company will issue 26,666,667 new Ordinary Shares which will raise approximately £4.0 million, before expenses, and £3.9 million, after the expenses of the Placing (which are estimated to be £0.1 million (excluding VAT)). The Placing Shares have been conditionally placed by Cenkos, as agent for the Company, with the Directors, institutional and other investors. Application has been made for the Placing Shares to be admitted to trading on AIM and dealings are expected to commence on 17 October 2017.

The Placing Shares will represent approximately 21.7 per cent. of the Enlarged Share Capital and will, following Admission, rank in full for all dividends and distributions declared, made or paid in respect of the issued ordinary share capital of the Company after the date of their issue and will otherwise rank *pari passu* in all other respects with the Existing Ordinary Shares. The Placing Price represents a discount of 9.1 per cent. to the closing mid-market price of 16.5 pence per Ordinary Share as at 27 September 2017 (being the latest practicable date prior to the date of this document).

Cenkos, as agent for the Company, has agreed to use its reasonable endeavours to procure subscribers for the Placing Shares at the Placing Price. The Placing is not underwritten. The Placing is conditional, *inter alia*, upon:

- Shareholders approving the Resolutions at the General Meeting that will grant to the Directors the authority to allot the Placing Shares and the power to disapply statutory pre-emption rights in respect of the Placing Shares;
- the Placing Agreement becoming unconditional (save only as to Admission) and not having been terminated in accordance with its terms prior to Admission; and
- Admission taking place not later than 8.00 a.m. on 17 October 2017 or such later date as is agreed in writing between the Company and Cenkos, but in any event not later than 8.00 a.m. on 17 November 2017.

Directors' and related parties' participation in the Placing

As part of the Placing, the Directors have each agreed to subscribe for Placing Shares at the Placing Price. Details of the Placing Shares for which the Directors will be subscribing and their resultant shareholdings are displayed below:

<i>Director</i>	<i>Number of Ordinary Shares held before the Placing</i>	<i>Number of Placing Shares being subscribed for as part of the Placing</i>	<i>Resultant shareholding after the Placing</i>	<i>Percentage of Enlarged Share Capital</i>
Chaker Hanna	14,502,500	3,333,333	17,835,833	14.5%
Ahmed (Tony) Kitous	50,502,500	8,243,336	58,745,836	47.9%
Richard Kleiner	160,000	200,000	360,000	0.3%
Jonathan Kaye	2,666,666	1,333,333	3,999,999	3.3%

Chaker Hanna, Tony Kitous, Richard Kleiner and Jonathan Kaye are each considered a "related party" (as defined by the AIM Rules) of the Company by virtue of being directors of the Company. Chaker Hanna and Tony Kitous are also each considered a "related party" (as defined by the AIM Rules) of the Company by virtue of being substantial shareholders in the Company.

Cenkos, the Company's Nominated Adviser, considers that the terms of the Directors' subscriptions are fair and reasonable insofar as Shareholders are concerned.

General Meeting

A notice is set out at the end of this document convening the General Meeting to be held at 73, Cornhill, London EC3V 3QQ, at 10.00 a.m. on 16 October 2017 at which the following Resolutions will be proposed:

- Resolution 1, which will be proposed as an ordinary resolution, is to authorise the Directors to allot relevant equity securities up to an aggregate nominal value of (i) £266,666.67 in connection with the Placing and (ii) £408,888.89 otherwise than in connection with the Placing; and
- Resolution 2, which will be proposed as a special resolution and which is subject to the passing of Resolution 1, disapplies statutory pre-emption rights, provided that such authority shall be limited to, *inter alia*, the allotment of equity securities in connection with the Placing, and otherwise the allotment of equity securities up to an aggregate nominal amount of £122,666.66.

Resolution 1 authorises the allotment of such number of new Ordinary Shares as are necessary for the Placing, as well as providing the Directors with a standing authority to allot equity securities up to an aggregate nominal value of £408,888.89 (representing one-third of the Enlarged Share Capital). Similarly, Resolution 2 authorises the disapplication of statutory pre-emption rights in respect of such number of new Ordinary Shares as are necessary for the Placing as well as providing the Directors with a standing authority to allot equity securities, otherwise than in accordance with statutory pre-emption rights, up to an aggregate nominal value of £122,666.66 (representing ten per cent. of the Enlarged Share Capital).

Action to be taken

Please check that you have received the following with this document:

- a Form of Proxy for use in relation to the General Meeting; and
- a reply-paid envelope for use in connection with the return of the Form of Proxy (in the UK only).

Whether or not you intend to be present in person at the General Meeting, you are strongly encouraged to complete, sign and return your Form of Proxy in accordance with the instructions printed thereon so as to be received, by post or, during normal business hours only, by hand to Capita Asset Services, PXS1, 34 Beckenham Road, Beckenham, Kent BR3 4ZF, as soon as possible but in any event so as to arrive by not later than 10.00 a.m. on 14 October 2017 (or, in the case of an adjournment of the General Meeting, not later than 48 hours before the time fixed for the holding of the adjourned meeting).

Appointing a proxy in accordance with the instructions set out above will enable your vote to be counted at the General Meeting in the event of your absence. The completion and return of a Form of Proxy will not preclude you from attending and voting in person at the General Meeting, or any adjournment thereof, should you wish to do so.

Recommendation

The Directors consider the Placing to be in the best interests of the Company and the Shareholders as a whole and, accordingly, unanimously recommend that Shareholders vote in favour of the Resolutions to be proposed at the General Meeting as they intend to do in respect of their own beneficial holdings amounting, in aggregate, to 67,831,666 Existing Ordinary Shares, representing approximately 70.7 per cent. of the Existing Ordinary Shares.

Yours faithfully

Richard Kleiner
Non-Executive Chairman

DEFINITIONS

The following words and expressions shall have the following meanings in this document, unless the context otherwise requires or provides:

“adjusted EBITDA”	profit/(loss) before taxation adding back interest, depreciation, the costs arising from the flotation (IPO), share-based payments and non-recurring costs incurred in opening new sites
“Admission”	the admission to trading on AIM of the Placing Shares becoming effective in accordance with Rule 6 of the AIM Rules
“AIM”	the AIM market operated by the London Stock Exchange
“AIM Rules”	the rules for AIM companies as published by the London Stock Exchange from time to time
“Articles”	the articles of association of the Company
“Board” or “Directors”	the directors of the Company
“Cenkos”	Cenkos Securities plc (company number: 05210733) whose registered office is at 6.7.8 Tokenhouse Yard, London EC2R 7AS
“certificated” or “in certificated form”	a share or other security which is not in uncertificated form (that is, not in CREST)
“Company” or “Comptoir”	Comptoir Group plc, a company registered in England and Wales with registered number 07741283
“CREST”	the computerised settlement system to facilitate transfer of title to or interests in securities in uncertificated form operated by Euroclear UK & Ireland Limited
“Enlarged Share Capital”	the entire issued ordinary share capital of the Company immediately following Admission
“Existing Ordinary Shares”	96,000,000 Ordinary Shares currently in issue at the date of this document
“General Meeting”	the general meeting of the Company, notice of which is set out at the end of this document, and any adjournment thereof
“Form of Proxy”	the form of proxy for use at the General Meeting which accompanies this document
“Group”	the Company and its subsidiary undertakings
“London Stock Exchange”	London Stock Exchange plc
“Notice of General Meeting”	the notice of the General Meeting, which is set out at the end of this document
“Ordinary Shares”	ordinary shares of 1 pence each in the share capital of the Company
“Placing”	the conditional placing of the Placing Shares by Cenkos
“Placing Agreement”	the conditional placing agreement entered into between the Company and Cenkos on or around 27 September 2017
“Placing Price”	15 pence per Placing Share
“Placing Shares”	26,666,667 new Ordinary Shares to be issued by the Company pursuant to the Placing
“Registrars”	Capita Asset Services, The Registry, 34 Beckenham Road, Beckenham, Kent BR3 4TU
“Resolutions”	the resolutions to be proposed at the General Meeting, as set out in the Notice of General Meeting
“Shareholder(s)”	holder(s) of Ordinary Shares
“UK” or “United Kingdom”	the United Kingdom of Great Britain and Northern Ireland

“uncertificated” or “in
uncertificated form”

a share or security recorded in the Company’s register of
members as being held in uncertificated form, title to which may
be transferred by means of CREST

“US” or “United States”

the United States of America

NOTICE OF GENERAL MEETING

Comptoir Group plc

NOTICE IS HEREBY GIVEN that a General Meeting of Comptoir Group plc (the "Company") will be held at 73, Cornhill, London EC3V 3QQ, at 10.00 a.m. on 16 October 2017 for the purpose of considering and, if thought fit, passing the following Resolutions, which will be proposed, in the case of Resolution 1, as an ordinary resolution and, in the case of Resolution 2, as a special resolution.

For the purposes of these Resolutions capitalised terms shall (unless the context requires otherwise) have the same meanings ascribed to them in the circular from the Company to Shareholders dated 28 September 2017 (the "Circular").

ORDINARY RESOLUTION

1. That, in addition to existing authorities, the Directors be generally and unconditionally authorised for the purposes of Section 551 of the Companies Act 2006 (the "Act") to exercise all powers of the Company to allot equity securities (within the meaning of section 560 of the Act) and to grant rights to subscribe for, or convert any security into, equity securities ("Rights"):

- up to an aggregate nominal amount of £266,666.67 in connection with the Placing; and
- otherwise than in connection with the Placing up to an aggregate nominal amount of £408,888.89

provided that this authority shall expire 15 months after the date of the passing of this Resolution or at the conclusion of the next annual general meeting of the Company following the passing of this Resolution, whichever occurs first, (unless previously renewed, varied or revoked by the Company in general meeting) except that the Company may, before such expiry, make an offer or agreement which would or might require equity securities to be allotted or Rights to be granted after such expiry and the Directors may allot equity securities in pursuance of such an offer or agreement as if this authority had not expired.

SPECIAL RESOLUTION

2. That, in addition to existing authorities, subject to and conditional upon the passing of Resolution 1, the Directors be empowered pursuant to Section 570 and Section 573 of the Act to allot equity securities (within the meaning of Section 560 of the Act) for cash, pursuant to the authority conferred by Resolution 1, as if Section 561(1) of the Act did not apply to any such allotment, provided that such power shall be limited to:

- (A) the allotment of equity securities for cash in connection with an offer of, or invitation to apply for, equity securities:
- to ordinary shareholders in proportion (as nearly as may be practicable) to their existing holdings; and
 - 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 Placing pursuant to the authority conferred by Resolution 1;
- (C) the allotment (otherwise than pursuant to paragraphs (A) and (B) of this Resolution) of equity securities up to an aggregate nominal amount of £122,666.66

and shall expire 15 months after the date of the passing of this Resolution or at the conclusion of the next annual general meeting of the Company following the passing of this Resolution, whichever occurs first, (unless previously renewed, varied or revoked by the Company in general meeting) except that the Company may 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 any such offer or agreement as if the power conferred hereby had not expired.

By order of the Board

AIS Secretarial Services Limited
Company Secretary

Registered office:
Suite 4
Strata House
34a Waterloo Road
London NW2 7UH

Date: 28 September 2017

Notes:

A member entitled to attend and vote at the General Meeting is entitled to appoint a proxy or proxies to attend and vote, on a poll, instead of him. A proxy need not be a member of the Company.

A Form of Proxy is enclosed for your use if desired. Please carefully read the instructions on how to complete the Form of Proxy. For a Form of Proxy to be effective, the instrument appointing a proxy together with the power of attorney or such other authority (if any) under which it is signed or a notarially certified copy of such power of attorney or other authority must reach the Registrars, Capita Asset Services, PXS1, 34 Beckenham Road, Beckenham, Kent BR3 4ZF not less than 48 hours before the time of holding of the General Meeting. The Form of Proxy should therefore be completed and deposited with the Company's Registrars by 10.00 a.m. on 14 October 2017. Completion of a Form of Proxy does not preclude a member from subsequently attending and voting at the General Meeting in person if he or she so wishes. If a member has appointed a proxy and attends the General Meeting in person, such proxy appointment will automatically be terminated.

Pursuant to Regulation 41 of the Uncertificated Securities Regulations 2001, the Company specifies that only those Shareholders on the register of members at close of business on 14 October 2017, or in the event that the above General Meeting is adjourned, on such register at close of business on the date two days before the adjourned General Meeting, shall be entitled to attend or vote at the General Meeting in respect of the number of Existing Ordinary Shares registered in their name at the time. Changes to the register of members after that time will be disregarded in determining the rights of any person to attend or vote at the General Meeting.

You may appoint more than one proxy provided each proxy is appointed to exercise rights attached to different Existing Ordinary Shares. You may not appoint more than one proxy to exercise rights attached to any one Existing Ordinary Share. To appoint more than one proxy, please sign and date the form of proxy and attach a schedule listing the names and addresses (in block letters) of all of your proxies, the number of shares in respect of which each proxy is appointed (which, in aggregate, should not exceed the number of shares held by you) and indicating how you wish each proxy to vote or abstain from voting. If you wish to appoint the Chairman as one of your multiple proxies, simply write "the Chairman of the General Meeting".

To appoint one or more proxies or to give an instruction to a proxy (whether previously appointed or otherwise) through the CREST system, CREST messages must be received by the issuer's agent (ID number RA10) not later than 48 hours before the time appointed for holding the meeting. For this purpose, the time of receipt will be taken to be the time (as determined by the timestamp generated by the CREST system) from which the issuer's agent is able to retrieve the message. The Company may treat as invalid a proxy appointment sent by CREST in the circumstances set out in Regulation 35(5)(a) of the Uncertificated Securities Regulations 2001.

Any corporation which is a member of the Company 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 Existing Ordinary Share.

As at the date of this document, the Company's issued share capital comprises 96,000,000 Ordinary Shares of 1 pence each. Each Ordinary Share carries the right to one vote at a general meeting of the Company and, therefore, the total number of voting rights in the Company as at the date of this document is 96,000,000.

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

In order to revoke a proxy instruction you will need to inform the Company by sending a signed hard copy notice clearly stating your intention to revoke your proxy appointment to the Registrars, Capita Asset Services, PXS1, 34 Beckenham Road, Beckenham, Kent, BR3 4ZF and in the case of a member which is a corporation, the revocation notice must be executed in accordance with the final paragraph below. Any power of attorney or any other authority under which the revocation notice is signed (or a duly certified copy of such power or authority) must be included with the revocation notice and must be received by the Registrars not less than 48 hours before the time fixed for the holding of the General Meeting or any adjourned meeting (or in the case of a poll before the time appointed for taking the poll) at which the proxy is to attend, speak and to vote provided that in calculating such periods no account shall be taken of any part of a day that is not a working day. If you attempt to revoke your proxy appointment but the revocation is received after the time specified then, subject to the paragraph directly below, your proxy appointment will remain valid.

A corporation's Form of Proxy must be executed pursuant to the terms of Section 44 of the Act or under the hand of a duly authorised officer or attorney.

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

