

THIS DOCUMENT AND THE ACCOMPANYING FORM OF PROXY ARE IMPORTANT AND REQUIRE YOUR IMMEDIATE ATTENTION. IF YOU ARE IN DOUBT AS TO THE CONTENTS OF THIS DOCUMENT OR THE ACTION YOU SHOULD TAKE, YOU ARE RECOMMENDED TO SEEK YOUR OWN PROFESSIONAL ADVICE FROM YOUR STOCKBROKER, BANK MANAGER, SOLICITOR, TAX ADVISER, 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 APPROPRIATE ADVISER.

If you have sold or otherwise transferred all of your ordinary shares in 3Legs Resources plc (the “**Company**”), please forward this document to the purchaser or transferee or to the stockbroker, bank or other agent through whom the sale or transfer was effected, for transmission to the purchaser or transferee. If you have sold or transferred part of your holding, please consult a stockbroker, bank or other agent through whom the sale was made.

The distribution of this document in overseas jurisdictions may be restricted by law and therefore persons into whose possession this document comes should inform themselves about, and observe, any such restrictions. Any failure to comply with such restrictions may be a violation of the securities laws of any such jurisdictions.



3LEGS RESOURCES PLC

(incorporated and registered in the Isle of Man under the Isle of Man Companies Act 2006 with registered number 000258V)

CIRCULAR TO SHAREHOLDERS

NOTICE OF EXTRAORDINARY GENERAL MEETING

PROPOSED RETURN OF CAPITAL TO SHAREHOLDERS AND ADOPTION OF AN INVESTING POLICY

This document should be read as a whole. Your attention is drawn to the letter from the Chairman of the Company, which is set out on pages 6 to 9 of this document.

Notice of an Extraordinary General Meeting of the Company, to be held at The Claremont Hotel, 18-22 Loch Promenade, Douglas, Isle of Man, IM1 2LX (the “**Meeting**”) on 25 November 2014 at 11.00 am is set out on page 12 of this document (the “**Notice**”). Also enclosed is a personalized form of proxy (“**Personalised Form of Proxy**”) for use at the Extraordinary General Meeting, which also includes an Extraordinary General Meeting attendance card.

Whether or not you intend to be present at the Extraordinary General Meeting, you are requested to complete the Personalised Form of Proxy, in accordance with the notes set out in the Notice and the Personalised Form of Proxy.

FOR FURTHER INFORMATION, A SHAREHOLDER HELPLINE IS AVAILABLE AS FOLLOWS:

Shareholder Helpline – 0871 664 0300

Overseas Helpline – +44 208 639 3399

The Shareholder Helpline is available to answer questions regarding this document, the Meeting, the return of the Personalised Forms of Proxy and blank proxy forms. If you have sold or otherwise transferred all your ordinary shares in the Company, the purchaser or the transferee should contact the Shareholder Helpline for a blank proxy form (the “Blank Form**”) and complete and return the proxy card enclosed in the Blank Form. Please note that the Shareholder Helpline cannot provide advice on the merits of what will be considered at the Meeting nor give any financial, legal or tax advice.**

Calls to the 0871 664 0300 number cost approximately 10 pence per minute from a BT landline. Other network providers' costs may vary. Lines are open 9.00 a.m. to 5.30 p.m. (London time) Monday to Friday (except UK public holidays). Calls to the Shareholder Helpline from outside the UK will be charged at the applicable international rate. Different charges may apply to calls from mobile telephones and calls may be recorded and randomly monitored for security and training purposes.

To be valid, the Personalised Form of Proxy or Blank Form (as relevant) must be received at Capita Asset Services, PXS, 34 Beckenham Road, Beckenham, Kent BR3 4TU by 11.00 a.m. on 23 November 2014, or, if the Extraordinary General Meeting is adjourned, by no later than 48 hours in advance of such adjourned meeting. Completion and return of the Personalised Form of Proxy or Blank Form (as relevant) will not preclude Shareholders from attending and voting at the Extraordinary General Meeting.

The notes set out in the Notice describe the steps to be taken by CREST members who wish to appoint one or more proxies through the CREST system. To be valid, a CREST message to appoint a proxy or to amend an instruction to a previously appointed proxy must be transmitted so as to be received by Capita Asset Services (CREST participant ID RA10) by 11.00 a.m. on 23 November 2014, or, if the Extraordinary General Meeting is adjourned, by no later than 48 hours in advance of such adjourned meeting.

A summary of the action to be taken by Shareholders is set out on page 8 of this document and in the Notice set out at the end of this document.

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EXPECTED TIMETABLE OF EVENTS

Latest time and date for receipt of Personalised Forms of Proxy, Blank Forms or CREST proxy instructions	11.00 a.m. on 23 November 2014
Voting Record Time	6.00 p.m. on 23 November 2014
Extraordinary General Meeting	11.00 a.m. on 25 November 2014
Return Record Time	6.00 p.m. on 25 November 2014
Cheques posted and CREST payments made to Qualifying Shareholders	2 December 2014

All times shown in this document are London times unless otherwise stated. These times and dates may be subject to change. If any of these times or dates change, the Company will give notice of such change by issuing an announcement via RNS.

DEFINITIONS

In this document, unless the context otherwise requires, the following words and expressions have the meanings set out opposite them.

2006 Act	the Isle of Man Companies Act 2006 (as amended);
AIM Rules	the AIM Rules for Companies, published by the London Stock Exchange from time to time
Blank Form	a blank proxy form to be completed by Shareholders who have recently acquired Ordinary Shares and who have not received a Personalised Form of Proxy;
Board	the board of Directors of the Company;
Capital Return	the return of capital scheme outlined in paragraph 2 of Part 1 of this document;
Capital Return Payment	the payment by the Company to the Qualifying Shareholders of funds pursuant to the Capital Return;
Company	3Legs Resources plc;
Conditions	has the meaning given to it in paragraph 2 of Part 1 of this document;
CREST	the computerised settlement system, facilitating the paperless settlement of trades and the holdings of uncertificated shares administered by Euroclear UK & Ireland Limited;
CREST Manual	the rules governing the operation of CREST;
CTA 2010	the United Kingdom Corporation Tax Act 2010;
Director	a director of the Company;
Extraordinary General Meeting or Meeting	the extraordinary general meeting of the Company, notice of which is set out on page 12 of this document;
HMRC	Her Majesty's Revenue & Customs;
Investing Policy	the Company's investing policy to be adopted for the purposes of Rule 15 of the AIM Rules, as referred to in paragraph 3 of Part 1 of this document;
ITA 2007	the United Kingdom Income Tax Act 2007;
Notice	the notice of the Meeting set out on page 12 of this document;
Ordinary Shares	ordinary shares of £0.00025 each in the capital of the Company;
Personalised Form of Proxy	a personalized form of proxy for use at the Meeting enclosed with this document, which also includes a Meeting attendance card;
Qualifying Shareholders	Shareholders on the register of members of the Company as at the Return Record Time entitled to receive the Capital Return Payment, if such payment is validly approved and made;
Resolutions	the ordinary resolution to approve the adoption by the Company of the Investing Policy and the special resolution to approve the Capital Return, both to be proposed at the Meeting, as set out in the Notice;
Return Record Time	the latest time and date for the registration of Qualifying Shareholders on the register of members of the Company, as referred to on page 3 above or, if the Meeting is adjourned, being at 6 p.m. on the date of such adjourned meeting;

RNS	a service approved by the London Stock Exchange for the distribution to the public of announcements and included within the list maintained on the London Stock Exchange's website;
Shareholder	a holder of Ordinary Shares;
Solvency Test	has the meaning given to it in paragraph 2 of Part 1 of this document; and
Voting Record Time	the latest time and date by which Shareholders must be registered on the register of members of the Company in order to be entitled to attend or vote at the Meeting, as referred to on page 3 above.

Part 1

3LEGS RESOURCES PLC (the “Company”)

(incorporated and registered in the Isle of Man under the Isle of Man Companies Act 2006 with registered number 000258V)

Directors:

Timothy John Crommelin Eggar (Chairman)
Kamlesh Rameshbhai Parmar (Chief Executive Officer)
Alexander Charles Fraser (Chief Financial Officer)
David Lawson Bremner (Non-Executive Director)
Richard Hills (Non-Executive Director)
Roderick William Perry (Non-Executive Director)

Registered Office:

Commerce House
1 Bowring Road
Ramsey
Isle of Man
IM8 2LQ

7 November 2014

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

Dear Sir or Madam,

**RECOMMENDED RESOLUTIONS FOR THE
RETURN OF CAPITAL TO SHAREHOLDERS AND
ADOPTION OF AN INVESTING POLICY**

1. Introduction

In its Interim Report published on 30 September 2014, the Company announced its intention, in the absence of a suitable alternative course of action, to return its remaining funds, net of wind-up costs, to Shareholders and to place itself into solvent liquidation. This announcement followed the Company’s decision to withdraw from its principal exploration project in Poland’s Baltic Basin and to terminate its other exploration activities.

Since publishing its Interim Report, the Company announced on 3 November the sale of its eastern Baltic Basin concessions to Stena AB for €500,000. The Company has also been refunded its share of excess cash calls due from the joint venture vehicle Lane Energy Poland Sp. z o.o., as planned. The Company continues to pursue a claim against ConocoPhillips for the return of its 30 per cent. share of a working capital surplus accumulated in the joint venture vehicle since September 2012. The value of this claim is US\$1.64 million net.

On 22 October and 3 November 2014, the Company issued new Ordinary Shares following the exercise of share options. A total of 1,143,388 new Ordinary shares were issued, at an exercise price of US\$0.2075 per Ordinary Share, taking the Company’s issued share capital to 86,126,729 Ordinary Shares.

As at 5 November 2014, the Company held cash resources of approximately £17.5 million. The Company estimates the costs of the disposal and/or winding up of its remaining subsidiaries (including staff redundancy costs) at approximately £0.6 million. Allowing a further £0.9 million for contingencies, the Company now proposes to make an interim return of capital of approximately £15.9 million (subject to possible adjustment, as referred to below) equivalent to 18.5 pence per Ordinary Share, by way of the Capital Return described below. Following completion of the Capital Return and in the absence of a suitable alternative course of action, the Company intends to put itself into a members’ voluntary liquidation as soon as possible, and in any event by 31 March 2015, to be followed by a final distribution to be made at the conclusion of the liquidation.

As a result of the transactions referred to above, the Company is now deemed an ‘investing company’ under Rule 15 of the AIM Rules. Consequently, the Company is required to publish an Investing Policy and to obtain Shareholder consent for that policy. The Company will not depart in any material respect from its Investing Policy without seeking approval from its Shareholders. The Company would need either to implement, to the satisfaction of the London Stock Exchange, the

Investing Policy or to make an acquisition or acquisitions which constitute a reverse takeover under Rule 14 of the AIM Rules, in either case, within 12 months of the Company becoming an investing company, in order to avoid suspension of its Ordinary Shares from trading on AIM. Details of the Company's proposed Investing Policy are set out in paragraph 3 below.

2. Capital Return

Under the Capital Return the Board intends, subject to the satisfaction of the Conditions, to make to Qualifying Shareholders a Capital Return Payment of £15.9 million (subject to possible adjustment, as referred to below), equivalent to 18.5 pence per Ordinary Share. The Capital Return Payment will be achieved through the cancellation and subsequent return of part of the share premium paid up on the Ordinary Shares. The Capital Return is conditional upon:

- (a) the passing of a special resolution to approve the Capital Return, to be proposed at the Meeting; and
- (b) the Board being satisfied, on reasonable grounds, that the Company will, immediately following the Capital Return, satisfy the solvency test set out in section 49 of the 2006 Act (the "**Solvency Test**"),

collectively, the "**Conditions**".

The Board believes, at the date of this letter, that the Company will satisfy the Solvency Test immediately following implementation of the Capital Return. If the special resolution is passed at the Meeting, the Board will reconsider the Company's solvency position immediately following the Meeting and, if necessary, adjust the amount of the Capital Return Payment upwards or downwards, while ensuring that the Company continues to satisfy the Solvency Test. The actual amount of the Capital Return Payment will then be announced by RNS statement, shortly after the Meeting.

The cancellation and subsequent return of a portion of the Company's share capital will be by way of return of share premium on a *pro rata* basis to all Qualifying Shareholders. It will not affect the voting or dividend rights or the rights to any further return of funds of any holder of Ordinary Shares.

When the Capital Return Payment is made, Qualifying Shareholders will be entitled to receive a return of capital per Ordinary Share calculated in accordance with the following formula (the "**Relevant Amount**"):

$$\frac{A}{B}$$

Where:

"**A**" is the amount of cash proposed to be returned pursuant to the Capital Return at the Return Record Time (subject to adjustment following reconsideration of the solvency position).

"**B**" is the aggregate number of Ordinary Shares in issue at the Return Record Time.

Each Capital Return Payment shall be rounded down to the nearest whole penny. Upon the Capital Return Payment being made, the amount paid up on each of the issued Ordinary Shares will be reduced by the Relevant Amount.

In order to be entitled to receive a Capital Return Payment, a Shareholder must be registered on the register of members of the Company at 6.00 p.m. on 25 November 2014. The Capital Return Payments are intended to be made to Qualifying Shareholders five business days after the Return Record Time, on 2 December 2014.

In respect of Capital Return Payments to Qualifying Shareholders holding Ordinary Shares in certificated form, payment of any cash due will be made by first class post to Qualifying

Shareholders or their nominees. All such cash payments will be made in pounds sterling by cheque drawn on a branch of a United Kingdom clearing bank.

In respect of Capital Return Payments to Qualifying Shareholders holding Ordinary Shares in uncertificated form, payment of any cash due will be made by means of a CREST payment in favour of the Qualifying Shareholder's payment bank in accordance with CREST payment arrangements. However, the Company shall always have the right at its sole discretion to make Capital Return Payments to Qualifying Shareholders holding Ordinary Shares in uncertificated form by means of a cheque drawn on a branch of a United Kingdom clearing bank.

3. Investing Policy

The Company's Investing Policy for the purposes of Rule 15 of the AIM Rules is as follows: following the Capital Return, the Company intends to put itself into a members' voluntary liquidation as soon as possible, and in any event by 31 March 2015, to be followed by a final distribution to be made at the conclusion of the liquidation.

4. Meeting and Resolutions

The adoption by the Company of the Investing Policy and the Capital Return are both subject to the approval of Shareholders at the Extraordinary General Meeting. The resolution to approve the adoption of the Investing Policy (being an ordinary resolution) and the resolution to approve the Capital Return (being a special resolution) are set out in the Notice of Extraordinary General Meeting. The Extraordinary General Meeting is to be held at The Claremont Hotel, 18-22 Loch Promenade, Douglas, Isle of Man, IM1 2LX at 11.00 a.m. on 25 November 2014.

All persons holding Ordinary Shares at 11.00 a.m. on 23 November 2014 or, if the Meeting is adjourned, on the register of members of the Company 48 hours before the time of any adjourned Meeting, shall be entitled to attend or vote at the Meeting and shall be entitled to one vote per Ordinary Share held.

5. Taxation

A summary of the tax consequences of the Capital Return in the United Kingdom and the Isle of Man is set out in Part 2 of this document. If you are in any doubt as to your tax position or the impact of the Capital Return on you, you are recommended to consult your professional adviser.

6. Action to be taken

Enclosed with this letter is a Personalised Form of Proxy for use at the Extraordinary General Meeting. Shareholders are urged to complete the Personalised Form of Proxy, in accordance with the notes set out in the Notice. To be valid, the Personalised Form of Proxy must be received at Capita Asset Services, PXS, 34 Beckenham Road, Beckenham, Kent BR3 4TU by 11.00 a.m. on 23 November 2014. The return of a Personalised Form of Proxy will not prevent a Shareholder from attending the Meeting and voting in person if he/she is entitled to do so and so wishes.

CREST members appointing one or more proxies are advised to do so using the procedures set out in "the CREST voting service" section of the CREST Manual. The CREST message must be transmitted so as to be received by Capita Asset Services (CREST participant ID RA10) by 11.00 a.m. on 23 November 2014.

Recommendation

The Directors consider that the adoption of the Investing Policy and the Capital Return are in the best interests of the Company and the Shareholders as a whole. Accordingly, the Directors

unanimously recommend all Shareholders to vote in favour of the Resolutions at the Meeting, as the Directors intend to do in respect of their entire beneficial holdings in the Ordinary Shares.

Yours sincerely

Mr. Tim Eggar
Chairman
On behalf of the Board of 3Legs Resources plc

Part 2

TAXATION

The information in this Part 2, which is intended as a general guide only, is based on current legislation and practice regarding United Kingdom and Isle of Man taxation and may be subject to change at any time, possibly with retrospective effect. This Part 2 summarises advice received by the Directors as to the position of Shareholders who are resident in the United Kingdom for UK tax purposes, who are the absolute beneficial owners of the Ordinary Shares and who hold them as investments (and not as securities to be realised in the course of a trade). The information in this Part 2 does not constitute legal or tax advice to any Shareholders. The tax treatment of a Capital Return Payment may be different for individual Qualifying Shareholders depending on their individual circumstances.

These paragraphs may not be applicable to certain other Shareholders, including persons not resident in the UK for tax purposes, insurance companies, dealers in securities, Shareholders who hold or have acquired any Ordinary Shares by reason of, or in connection with, their office or employment, or as part of, or in connection with, an employee share scheme or similar scheme, and Shareholders who are not beneficial owners of their Ordinary Shares, such as trustees.

Non-UK Shareholders and other investors in these categories should seek their own advice in relation to the tax effects of the Capital Return Payment. Accordingly, Shareholders who are in any doubt as to their tax position, or who are subject to tax in a jurisdiction other than the United Kingdom or who may hold their Ordinary Shares otherwise than as an investment, are strongly recommended to consult their independent professional adviser.

1. Capital Return

Provided that payments made by the Company to Qualifying Shareholders under the Capital Return are regarded under Isle of Man law as capital rather than income distributions, your Board has been advised that, under United Kingdom taxation provisions, such payments should fall to be taxed in accordance with the rules relating to the taxation of chargeable gains, rather than income. In this regard, the Directors have also been advised that a Manx Court would be likely to view a payment pursuant to the Capital Return as being in the nature of a capital distribution under Isle of Man law.

In relation to individual and corporate Shareholders who are UK resident, other than dealers in securities, the Capital Return Payments should therefore be treated, subject to the following paragraph, as the proceeds of a part disposal of Ordinary Shares.

If a Capital Return Payment to a Shareholder is “small”, that is to say less than £3,000 or less than 5 per cent of the value of the relevant shareholding, the Shareholder may choose not to treat the payment as a disposal, or part disposal, of an asset and no UK tax will be due. Instead, an amount equal to the amount received is deducted from the tax base cost of the Shareholder’s holding of Ordinary Shares. A Capital Return Payment treated as “small” in this way is not required to be included on any self-assessment tax return and an individual Shareholder’s annual exempt amount for capital gains tax purposes will not be affected by this treatment. This treatment will only apply where, and to the extent that, the holding of Ordinary Shares from which the Capital Return Payment is derived has a positive base cost against which to offset the capital receipt. Where this is not the case, the receipt of a Capital Return Payment may fall to be treated as a part disposal. No tax credit will be available for individual Shareholders on the receipt of a Capital Return Payment.

Transactions in Securities – Part 15 CTA 2010 and Chapter 1 of Part 13 of ITA 2007

In certain circumstances, HMRC may apply the provisions of part 15, CTA 2010 (for companies) and, in the case of individuals, the provisions of Chapter 1, Part 13, ITA 2007 where it has reason to believe generally that a person obtains a tax advantage in consequence of a “transaction in

securities". Were HMRC to apply such provisions to the Capital Return Payments, the general effect could be to tax the Capital Return Payments as if they were dividend income. The principal category of Shareholders that might be affected by such provisions is UK individuals liable to UK income tax at the higher rate and at the additional rate. The Company has not applied for or received clearance from HMRC that it is satisfied that the transactions in security provisions should not apply to Shareholders in respect of the Capital Return Payments.

2. Isle of Man Taxation

The Company will not incur any liability to Isle of Man taxation as a result of implementation of the Capital Return, and there will be no Isle of Man withholding tax suffered on payments made to Shareholders.

It is expected that Isle of Man resident Qualifying Shareholders will not be taxed on any receipt of a Capital Return Payment as such receipts will be considered capital.

3. Stamp Duty

There are no UK or Isle of Man stamp duty implications.

Notice of Extraordinary General Meeting

3LEGS RESOURCES PLC (the “Company”)

*(incorporated and registered in the Isle of Man under the Isle of Man Companies Act 2006
with registered number 000258V)*

NOTICE is hereby given that an Extraordinary General Meeting of the Company will be held at The Claremont Hotel, 18-22 Loch Promenade, Douglas, Isle of Man, IM1 2LX on 25 November 2014 at 11.00 a.m. for the purpose of considering and, if thought fit, passing the following resolutions, Resolution 1 to be proposed as an ordinary resolution and Resolution 2 to be proposed as a special resolution:

Ordinary Resolution

1. That the Investing Policy (as set out in paragraph 3 of Part 1 of the circular to shareholders of which this Notice forms part (the “**Circular**”)) be and is hereby approved and that the directors of the Company be authorised to take all such steps as any of them may consider necessary or desirable to implement the Investing Policy.

Special Resolution

2. That the Capital Return (as defined and referred to in the Circular), including without limitation the cancellation and subsequent return of part of the share premium paid up on the ordinary shares in the capital of the Company, be and is hereby approved and the directors of the Company be authorised to take all such action as they may consider necessary or appropriate for the purposes of implementing the Capital Return.

By order of the Board
Pippa Latham and Stone Limited
Joint Company Secretaries

7 November 2014

Registered Office:

Commerce House
1 Bowring Road
Ramsey
Isle of Man
IM8 2LQ

Notes:

1. A member entitled to attend, speak and vote at the above meeting is entitled to appoint another person, or two or more persons in respect of different shares held by him, as his proxy to exercise all or any of his rights to attend and to speak and vote at the meeting.
2. Forms for the appointment of a proxy in respect of the meeting have been provided to members with this Notice of Meeting (the "**Personalised Form of Proxy**"). To be valid, the Personalised Form of Proxy must be completed in accordance with the instructions that accompany it and then delivered (together with any power of attorney or other authority under which it is signed, or a certified copy of such item) to Capita Asset Services, PXS, 34 Beckenham Road, Beckenham, Kent BR3 4TU by 11.00 a.m. on 23 November 2014.
3. Completion and return of the Personalised Form of Proxy does not preclude a member from attending the meeting and voting in person should they wish to do so.
4. The Company, pursuant to Regulation 22 of the Uncertificated Securities Regulations 2006 (Isle of Man), specifies that only those members registered in the register of members of the Company as at 6.00 p.m. on 23 November 2014 (or in the event that the meeting is adjourned, in the register of members of the Company 48 hours before the time of any adjournment meeting) shall be entitled to attend, speak or vote at the meeting in respect of the Ordinary Shares registered in their name at that time. Changes to entries on the register of members of the Company after the relevant deadline shall be disregarded in determining the rights of any person to attend, speak and vote at the meeting.
5. CREST members who wish to appoint one or more proxies through the CREST system may do so by using the procedures described in "the CREST voting service" section of the CREST Manual. CREST personal members or other CREST sponsored members, and those CREST members who have appointed one or more voting service providers, 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 a proxy instruction made using the CREST voting service to be valid, the appropriate CREST message (a "**CREST proxy appointment instruction**") must be properly authenticated in accordance with the specifications of CREST's operator, Euroclear UK & Ireland Limited ("**Euroclear**"), and must contain all the relevant information required by the CREST Manual. To be valid, the message (regardless of whether it constitutes the appointment of a proxy or is an amendment to the instruction given to a previously appointed proxy) must be transmitted so as to be received by Capita Asset Services (CREST participant ID RA10) by 11.00 a.m. on 23 November 2014. After this time any change of instruction to a proxy appointed through the CREST system should be communicated to the appointee through other means.
The time of the message's receipt will be taken to be when (as determined by the timestamp applied by the CREST Applications Host) the issuer's agent is first able to retrieve it by enquiry through the CREST system in the prescribed manner. Euroclear does not make available special procedures in the CREST system for transmitting any particular message. Normal system timings and limitations apply in relation to the input of CREST proxy appointment instructions. It is the responsibility of the CREST member concerned to take (or, if the CREST member is a CREST personal member or a CREST sponsored member or has appointed any voting service provider(s)), to procure that his CREST sponsor or voting service provider(s) take(s) such action as is necessary to ensure that a message is transmitted by means of the CREST system by any particular time. CREST members and, where applicable, their CREST sponsors or voting service providers should take into account the provisions of the CREST Manual concerning timings as well as its section on "Practical limitations of the system". In certain circumstances the Company may, in accordance with the Uncertificated Securities Regulations 2006 (Isle of Man) or the CREST Manual, treat a CREST proxy appointment instruction as invalid.

