

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION. If you are in doubt as to what action you should take, you are recommended to seek your own financial advice immediately from your stockbroker, bank manager, solicitor, accountant or other professional adviser authorised under the Financial Services and Markets Act 2000.

If you sell or have sold or transferred all of your registered holdings of ordinary shares of £0.001 each in the capital of Greatland Gold Plc (the "Ordinary Shares"), please forward this document, together with the accompanying Form of Proxy, as soon as possible to the purchaser or transferee or to the stockbroker, bank manager or other agent through whom the sale or transfer was effected for delivery to the purchaser or transferee.

GREATLAND GOLD PLC

*(a company incorporated in England and Wales under Companies Act 2006,
as amended, with registered no. 05625107)*

Notice of General Meeting

Notice of a General Meeting of Greatland Gold Plc (the "**Company**") to be held at Druces LLP Suite 425, Salisbury House, London Wall, London EC2M 5PS on Friday, 7th of October 2022 at 9:30am British Summertime ("**BST**") is set out at pages 6 to 8 of this document and the recommendation of the Directors is set out on page 5 of this document.

Shareholders will find enclosed a Form of Proxy for use at the General Meeting (the "**General Meeting**"). The Form of Proxy should be completed and returned to Share Registrars Limited at 3 The Millennium Centre, Crosby Way, Farnham, Surrey GU9 7XX; and received by Share Registrars Limited by no later than 48 hours (excluding UK non-working days) prior to the General Meeting, or in circumstances where the General Meeting is adjourned, 48 hours before the time of the adjourned meeting. If you hold your Ordinary Shares in uncertificated form (i.e. in CREST) you may appoint a proxy by completing and transmitting a CREST Proxy Instruction in accordance with the procedures set out in the CREST Manual so that it is received by the registrar (under CREST Participant ID 7RA36) by no later than 48 hours before the time appointed for holding the meeting or, in circumstances where the General Meeting is adjourned, 48 hours before the time of the adjourned meeting (in both cases excluding any UK non-working days). The time of receipt will be taken to be the time from which the registrar is able to retrieve the message by enquiry to CREST in the manner prescribed by CREST.

The action to be taken in respect of the General Meeting is set out in the Letter from the Chairman set out at pages 2 to 5 of this document.

Letter from the Chairman of the Company

(Incorporated and registered in England and Wales with registered no. 05625107)

Directors

Michael Alexander Borrelli
Shaun Gregory Day
Paul Duncan Hallam
Clive John Latcham
James "Jimmy" Wilson

Registered Office

Salisbury House,
London Wall,
London, England,
EC2M 5PS

20 September 2022

To: Holders of Ordinary Shares

Proposed allotment of 430,024,390 ordinary shares at 8.2 pence per share ("New Ordinary Shares"), and issuance of warrants to subscribe for up to 352,620,000 ordinary shares in the Company at 10 pence per share ("Warrants") (together the "Fundraising")

Dear Shareholder,

I am pleased to give you notice of a general meeting of the Company to be held at Druces LLP Suit 425, Salisbury House, London Wall, London EC2M 5PS on Friday, 7th of October 2022 at 9:30am BST (the "**General Meeting**").

The meeting will be held to consider certain matters in connection with the Fundraising, to grant the Directors' authority to allot shares and to disapply pre-emption rights in respect of the New Ordinary Shares and Warrants, as part of the Fundraising.

You can register your vote(s) for the General Meeting either:

- by logging on to www.shareregistrars.uk.com, clicking on the "Proxy Vote" button and then following the on-screen instructions;
- by post or by hand to Share Registrars Limited, 3 The Millennium Centre, Crosby Way, Farnham, Surrey GU9 7XX using the proxy form accompanying the Notice (the "**Form of Proxy**"); or
- in the case of CREST members, by utilising the CREST electronic proxy appointment service in accordance with the procedures set out in note 14 below.

In order for a proxy appointment to be valid the proxy must be received by Share Registrars Limited by 9:30am BST on 5 October 2022.

The completion and return of a Form of Proxy will not prevent you from attending the General Meeting and voting in person should you wish to do so. Voting at the meeting will be taken by way of Poll and all valid proxy votes will be included in the poll to be taken at the meeting, the results of which will be announced via a Regulatory Information Service ("**RIS**") and published on our website as soon as practicable after the conclusion of the General Meeting.

Background and reasons for the Fundraising

Further to the placing in August, the Company had been in continuing discussions with a number of financial institutions regarding a potential grant of debt facilities to fund the Company's share of costs of the Havieron JV and cover other corporate costs and expenses. This resulted in the Company entering into the Commitment Letter with Australia and New Zealand Banking Group Limited, HSBC Bank and ING Bank (Australia), as announced on 12 September 2022. The proposed facility is subject, amongst other things, on agreeing definitive documentation.

As announced on 12 September 2022, the Company has agreed a proposed AUD60 million / £35.3 million investment in the Company with Wyloo Metals Pty Ltd ("**Wyloo**") by way of subscription for 430,024,390 ordinary shares in the Company (the "**Subscription Shares**") at 8.2 pence per share (the "**Proposed Subscription**"). The Company, as part of these discussions, and as a condition to the Proposed Subscription, has agreed to issue to Wyloo warrants to subscribe for up to 352,620,000 ordinary shares in the Company, at a price of 10 pence per ordinary Share (the "**Warrants**") to Wyloo ("the **Warrants Issuance**").

However in order to issue the Subscription Shares and the Warrants, the Company needs additional authorisations which are being sought at the General Meeting.

Completion of the debt facilities and Fundraising will enable the Company to be fully funded for its 30 per cent share of the Havieron project development based upon an October 2021 2Mtpa pre-feasibility study, and well positioned to be fully funded in respect of the feasibility study targeting an expansion to around 3Mtpa due in the December 2022 quarter.

General Meeting Fundraising Resolutions

Completion of the Proposed Subscription and Warrants Issuance is conditional upon, inter alia, the Shareholders' approval of Resolutions 1 and 2 outlined in the Notice (the "**Fundraising Resolutions**") being obtained at the General Meeting to be held at Druces LLP Suite 425, Salisbury House, London Wall, London EC2M 5PS on Friday, 7th of October 2022 at 9:30am BST.

A summary and explanation of the Fundraising Resolutions is set out below. Please note that this is not the full text of the Fundraising Resolutions which are contained in the Notice at the end of this document.

Resolution 1 – Directors' authority to allot the Subscription Shares and issue the Warrants

Resolution 1 is proposed to grant the Directors the authority under section 551 of the Companies Act 2006 (the "**Act**") to allot and issue equity securities with an aggregate nominal value of up to £430,024.39 in the Company, and to issue the warrants to subscribe for equity securities with an aggregate nominal value of up to £352,620 in the Company.

The authority sought in Resolution 1 at the General Meeting will expire on the 31st of December 2022 and will be in addition to any prior authority given to the Directors.

Resolution 2 – Disapplication of pre-emption rights in relation to the Proposed Subscription and Warrants Issuance

This resolution is a special resolution and if passed gives the Directors authority to allot shares for cash, and to grant rights to subscribe for or convert any security into shares, without first offering them to existing shareholders in proportion to their holdings. Resolution 2 authorises the disapplication of pre-emption rights on allotment of the Subscription Shares and the Warrants Issuance.

The authority sought in Resolution 2 at the General Meeting will expire on the 31st of December 2022 and will be in addition to any prior authority given to the Directors.

General Meeting Additional Resolutions

The Directors believe it would also be prudent to update the current authorities granted at the Company's Annual General Meeting held on the 14th of December 2021 (the "**2021 AGM**") in light of the Fundraising, as the authorities taken at the 2021 AGM have been substantially utilised by the August placing and the grant of options. The Directors, therefore, propose that the Company refresh the authorities taken at the 2021 AGM.

The Additional Resolutions in respect of these authorities are set out in Resolutions 3, 4 and 5 of the Notice as set out at the end of this document. An explanation of the Additional Resolutions is set out below.

Resolution 3 – General Authority to Allot Shares

Under the Companies Act 2006 the Directors may only allot shares (or grant certain rights over shares) with the authority of Shareholders in a general meeting (other than in certain circumstances including pursuant to an employee share scheme).

Resolution 3 in the Notice will be proposed, as an ordinary resolution, to authorise the Directors to allot Ordinary Shares up to a maximum nominal amount of £1,650,800 (representing approximately one third of the nominal value of the Company's issued share capital following the completion of the Proposed Subscription (the "**Enlarged Share Capital**"). The authority conferred by Resolution 3 will expire at the earlier of the next Annual General Meeting and the date falling 15 months following the date of the General Meeting being convened by the Notice.

Whilst the Directors have no present intention of exercising this authority, the authority gives the Directors flexibility to issue shares where they believe it is in the best interests of the Company to do so.

Resolutions 4 and 5 – Power to Disapply Pre-emption Rights

Unless they are given an appropriate authority by Shareholders, if the Directors wish to allot any shares or grant rights over any shares, in each case for cash (other than pursuant to an employee share scheme), they must first offer them to existing shareholders in proportion to their existing holdings. These are known as 'statutory pre-emption rights'.

Resolutions 4 and 5 in the Notice of General Meeting will be proposed, as special resolutions, to give the Directors power to allot shares without the application of these statutory pre-emption rights:

- (i) first, in relation to pre-emptive offers of equity securities such as rights issue, open offers or other similar arrangements, but subject to such exclusions or arrangements as the Directors may deem appropriate to deal with certain legal, regulatory or practical difficulties, For example, in a pre-emptive rights issue, there may be difficulties in relation to fractional entitlement;
- (ii) second, in relation to the allotment of equity securities for cash up to a maximum aggregate nominal amount of £250,121 (representing approximately 5 per cent, of the nominal value of the Enlarged Share Capital); and
- (iii) third, in relation to an acquisition or other capital investment as defined by the Pre-Emption Group's Statement of Principles, up to an aggregate nominal amount of £250,121 (representing approximately an additional 5 per cent, of the Enlarged Share Capital).

These limits are in accordance with guidelines issued by the Pre-Emption Group, Investment Association and market practice.

The Directors intend to adhere to the provisions in the Pre-Emption Group's Statement of Principles, as updated in March 2015, and not to allot shares for cash on a non-pre-emptive basis pursuant to the authority in Resolution 5:-

- (i) in excess of an amount equal to 5 per cent, of the total issued ordinary share capital of the Company excluding treasury shares; or
- (ii) in excess of an amount equal to 7.5 per cent, of the total issued ordinary share capital of the Company excluding treasury shares within a rolling three-year period, without prior consultation with shareholders,

in each case other than in connection with an acquisition or specified capital investment which is announced contemporaneously with the allotment or which has taken place in the preceding six month period and is disclosed in the announcement of the allotment.

The power conferred by Resolutions 4 and 5 expire at the earlier of the next Annual General Meeting and the date falling 15 months following the date of the General Meeting being convened by the Notice.

The Directors have no current intention of exercising the authority under Resolutions 4 and 5 but consider the authority to be appropriate in order to allow the Company flexibility to finance business opportunities or to conduct a pre-emptive offer having made appropriate exclusions or arrangements to address such difficulties.

Action to be taken

Shareholders will find enclosed a Form of Proxy for use at the General Meeting. Whether or not shareholders intend to be present at the General Meeting, shareholders are requested to complete and return the Form of Proxy in accordance with the instructions printed on the form to Share Registrars Limited at 3 The Millennium Centre, Crosby Way, Farnham, Surrey GU9 7XX. The Form of Proxy must be received by Share Registrars Limited no later than 48 hours (excluding UK non-working days) prior to the General Meeting, in circumstances where the General Meeting is adjourned, 48 hours before the time of the adjourned meeting. If you hold your Ordinary Shares in uncertificated form (i.e. in CREST) you may appoint a proxy by completing and transmitting a CREST Proxy Instruction in accordance with the procedures set out in the CREST Manual so that it is received by the registrar (under CREST Participant ID 7RA36) by no later than 48 hours (excluding UK non-working days) before the time appointed for holding the meeting or, in circumstances where the General Meeting is adjourned, 48 hours before the time of the adjourned meeting (excluding any UK non-working days). Unless the Form of Proxy or the CREST Proxy Instruction is received by the date and time specified above, it will be invalid.

If your shareholding is held through a broker or nominee, as the registered shareholder they will be required to submit your vote by completing the Form of Proxy or voting through CREST. Should you wish to vote at the General Meeting (instead of your broker or nominee), your broker or nominee may appoint you as their proxy or as a corporate representative. A proxy may only be appointed by using the procedures set out in the notes contained in the Notice and the notes to the Form of Proxy or, if shares are held in uncertificated form by using the CREST electronic proxy appointment service as detailed in the notes contained in the Notice.

Shareholders are reminded that the Fundraising is conditional, inter alia, on the passing of the Fundraising Resolutions to be proposed at the General Meeting. Should the Fundraising Resolutions not be passed, the Fundraising will not proceed. In such circumstances the Company will require additional funding to be fully funded for its 30 per cent share of the Havieron project development based upon the October 2021 2Mtpa Pre-Feasibility Study and there is no certainty on whether funding will be available or the terms on which it would be available.

Recommendation

The Board believes that the resolutions to be put to the General Meeting are in the best interests of the Company and shareholders as a whole and, accordingly, recommends that shareholders vote in favour of the resolutions as the Board intend to do in respect of their own beneficial holdings of Ordinary Shares which represent 0.31 per cent of the Company's issued ordinary share capital at the date of this document.

Yours faithfully



Michael Alexander Borrelli

Chairman

20 September 2022

GREATLAND GOLD PLC

Company Number: 05625107

Notice of General Meeting

Notice is hereby given that the General Meeting (Meeting) of Greatland Gold Plc (the "**Company**") will be held at Druces LLP Suite 425, Salisbury House, London Wall, London EC2M 5PS on Friday 7th of October 2022 at 9:30am British Summertime ("**BST**") for the transaction of the following business.

Resolutions 1 and 3 will be proposed as ordinary resolutions and Resolutions 2, 4 and 5 will be proposed as special resolutions.

ORDINARY RESOLUTION

1. **AUTHORITY TO ALLOT SHARES AND ISSUE WARRANTS IN RELATION TO THE FUNDRAISING**

THAT in addition to all existing authorities conferred on the directors of the Company ("**Directors**") pursuant to section 551 of the Companies Act 2006 (the "**Companies Act**"), the Directors be and are hereby generally and unconditionally authorised, in accordance with section 551 of the Companies Act to exercise all powers of the Company to:

- (a) allot and issue equity securities with an aggregate nominal value of up to £430,024.39 in the Company (the "**Subscription Shares**"), in connection with the Proposed Subscription (as defined in the Circular); and
- (b) grant rights to subscribe for equity securities with an aggregate nominal value of up to £352,620 in the Company (the "**Warrants**"), in connection with the Warrants Issuance (as defined in the Circular).

The authority referred to in this resolution shall expire on 31 December 2022. The Company may, at any time prior to the expiry of the authority, make an offer or agreement which would or might require relevant securities to be allotted after the expiry of the authority and the Directors are hereby authorised to allot relevant securities in pursuance of such offer or agreement as if the authority had not expired.

SPECIAL RESOLUTION

2. **DISAPPLICATION OF PRE-EMPTION RIGHTS IN RELATION TO THE FUNDRAISING**

THAT in addition to all existing powers granted to the Directors pursuant to section 570 and/or 571 of the Companies Act, and subject to and conditional on the passing of Resolution 1 above, the Directors be authorised, pursuant to section 570 of the Act, to allot equity securities with an aggregate nominal value of up to £430,024.39 in connection with the Proposed Subscription (as defined in the Circular) and grant rights to subscribe for equity securities with an aggregate nominal value of up to £352,620 in the Company (the "**Warrants**"), in connection with the Warrants Issuance (as defined in the Circular), as if section 561 of the Companies Act did not apply to any such allotment and issuance, provided that this authority shall expire (unless previously renewed, varied or revoked by the Company in general meeting) on 31 December 2022, save that the Company may, before such expiry date, revocation or variation, make an offer or agreement which would or might require equity securities to be allotted after such expiry date, revocation or variation and the Directors may allot any such equity securities pursuant to any such offer or agreement as if this power had not expired or been revoked or varied.

ORDINARY RESOLUTION

3. AUTHORITY TO ALLOT SHARES GENERALLY

THAT, subject to the admission of the Subscription Shares to trading on AIM being concluded (the “**Admission**”) and in substitution for all existing authorities other than those granted by Resolution 1 above (but without prejudice to any allotment of shares or grant of rights already made, offered or agreed to be made pursuant to such authorities), the Directors be and are hereby generally and unconditionally authorised pursuant to Section 551 of the Companies Act to allot relevant securities (within the meaning of section 560) up to an aggregate nominal amount of £1,650,800. The authority referred to in this resolution shall be in substitution for all other existing authorities, and shall expire (unless previously renewed, varied or revoked by the Company in general meeting) at the earlier of the next Annual General Meeting of the Company and the date falling 15 months following the date of the General Meeting being convened by this Notice. The Company may, at any time prior to the expiry of the authority, make an offer or agreement which would or might require relevant securities to be allotted after the expiry of the authority and the Directors are hereby authorised to allot relevant securities in pursuance of such offer or agreement as if the authority had not expired.

SPECIAL RESOLUTIONS

4. DISAPPLICATION OF PRE-EMPTION RIGHTS GENERALLY

THAT, subject to the passing of Resolution 3 above and Admission, and in substitution for all existing authorities other than those granted by Resolutions 1 and 2 above (but without prejudice to any allotment of shares or grant of rights already made, offered or agreed to be made pursuant to such authorities), the Directors be empowered, in accordance with Section 570 of the Companies Act, to allot equity securities (within the meaning of section 560 of the Companies Act) for cash, including a sale of treasury shares, as if section 561 of the Act did not apply to any such allotment or sale, provided that this authority, shall be limited to:

- (a) any such allotment or sale in connection with a pre-emptive offer; and
- (b) any such allotment or sale, otherwise than pursuant to a pre-emptive offer, of equity securities up to an aggregate nominal amount of £250,121;

and shall expire on the earlier of the date of the next Annual General Meeting of the Company or 15 months from the date of the passing of this Resolution, save that the Company may before such expiry make an offer or agreement, which would or might require equity securities to be allotted after such expiry and the Directors of the Company may allot equity securities in pursuance of such offer or agreement as if the power conferred hereby had not expired.

5. DISAPPLICATION OF PRE-EMPTION RIGHTS FOR FINANCING

THAT, subject to the passing of Resolution 4 above and Admission, and in addition to the authority conferred by Resolution 4 above but otherwise in substitution for all existing authorities other than those granted by Resolutions 1 and 2 above (but without prejudice to any allotment of shares or grant of rights already made, offered or agreed to be made pursuant to such authorities), the Directors be empowered, in accordance with Section 570 of the Companies Act, to allot equity securities (within the meaning of section 560 of the Companies Act) for cash, including a sale of treasury shares, as if section 561 of the Act did not apply to any such allotment or sale, provided that this authority, shall be limited to:

- (a) The allotment of equity securities or sale of treasury shares up to an aggregate nominal amount of £250,121; and
- (b) Used only for the purposes of financing (or refinancing, if the authority is to be used within six months after the original transaction) a transaction which the Directors of the Company determine to be an acquisition or other capital investment of a kind contemplated by the Statement of Principles on Disapplying Pre-Emption Rights most recently published by the Pre-Emption Group prior to the date of this notice;

and shall expire on the earlier of the date of the next Annual General Meeting of the Company or 15 months from the date of the passing of this Resolution, save that the Company may before such expiry make an offer or agreement, which would or might require equity securities to be allotted

after such expiry and the Directors of the Company may allot equity securities in pursuance of such offer or agreement as if the power conferred hereby had not expired.

By order of the Board

.....

Stephen Frank Ronaldson
Company Secretary

Greatland Gold Plc
Salisbury House
London Wall
London, EC2M 5PS

Dated: 20 September 2022

Notes to the Notice of General Meeting

Entitlement to attend and vote

1. Pursuant to Regulation 41 of The Uncertificated Securities Regulations 2001 and paragraph 18(c) of The Companies Act 2006 (Consequential Amendments) (Uncertificated Securities) Order 2009, the Company specifies that only those members registered on the Company's register of members 48 hours before the time of the Meeting (or, in the event of any adjournment, 48 hours before the time of the adjourned meeting) shall be entitled to attend and vote at the Meeting. In calculating the period of 48 hours mentioned above no account shall be taken of any part of a day that is not a working day.

Voting at meeting

2. All resolutions will be taken on a poll so as to accurately record the decision of all shareholders based on their shareholding interests in the Company.

Appointment of proxies

3. If you are a member of the Company at the time set out in Note 1 above, you are entitled to appoint a proxy to exercise all or any of your rights to attend, speak and vote at the Meeting and you should have received a proxy form with this notice of meeting. You can only appoint a proxy using the procedures set out in these notes and the notes to the proxy form.

4. Details of how to appoint the Chairman of the Meeting as your proxy using the proxy form are set out in the notes to the proxy form.

5. You may not appoint more than one proxy to exercise rights attached to any one share.

6. 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 discretion. 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 Meeting.

Appointment of proxy using hard copy proxy form

7. The notes to the proxy form explain how to direct your proxy how to vote on each resolution or withhold their vote.

To appoint a proxy using the Form of Proxy, the form must be completed and signed sent or delivered to Share Registrars Limited at 3 The Millennium Centre, Crosby Way, Farnham, Surrey GU9 7XX and received by Share Registrars Limited no later than 48 hours (excluding UK non-working days) prior to the Meeting.

In the case of a member which is a company, the Form of Proxy must be executed under its common seal or signed on its behalf by an officer of the Company or an attorney for the Company.

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

Appointment of proxy by joint members

8. In the case of joint holders, where more than one of the joint holders purports to appoint a proxy, only the appointment submitted by the most senior holder will be accepted. Seniority is determined by the order in which the names of the joint holders appear in the Company's register of members in respect of the joint holding (the first-named being the most senior).

Changing proxy instructions

9. To change your proxy instructions simply submit a new proxy appointment using the methods set out above. Note that the cut-off time for receipt of proxy appointments (see above) also apply in relation to amended instructions; any amended proxy appointment received after the relevant cut-off time will be disregarded.

Where you have appointed a proxy using the hard-copy proxy form and would like to change the instructions using another hard-copy proxy form, please contact Share Registrars Limited on 01252 821 390.

If you submit more than one valid proxy appointment, the appointment received last before the latest time for the receipt of proxies will take precedence.

Termination of proxy appointments

10. In order to revoke a proxy instruction you will need to inform the Company using one of the following methods:

By sending a signed hard copy notice clearly stating your intention to revoke your proxy appointment to Share Registrars Limited at 3 The Millennium Centre, Crosby Way, Farnham, Surrey GU9 7XX. In the case of a member which is a company, the revocation notice must be executed under its common seal or signed on its behalf by an officer of the company or an attorney for the company. 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.

In either case, the revocation notice must be received by Share Registrars Limited no later than 48 hours (excluding UK non-working days) prior to the Meeting.

If you attempt to revoke your proxy appointment but the revocation is received after the time specified then, subject to this paragraph, your proxy appointment will remain valid. Appointment of a proxy does not preclude you from attending the Meeting and voting in person. If you have appointed a proxy and attend the Meeting in person, your proxy appointment will automatically be terminated.

Corporate representatives

11. Any corporation, which is a shareholder, can appoint one or more corporate representatives who may exercise on its behalf of all its powers as a shareholder provided that they do not do so in relation to the same shares.

Issued shares and total voting rights

12. As at 20 September 2022, the Company's issued share capital comprised 4,572,408,501 ordinary shares of £0.001 each and there are no shares held in Treasury. 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 20 September 2022 is 4,572,408,501.

Communications with the Company

13. Except as provided above, members who have general queries about the Meeting should telephone Stephen Ronaldson on 020 7216 5585 or 07836 233753 (no other methods of communication will be accepted). You may not use any electronic address provided in either this notice of general meeting or any related documents (including the Form of Proxy), to communicate with the Company for any purposes other than those expressly stated.

CREST

14. CREST members who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service may do so for the General Meeting and any adjournment(s) thereof by using the procedures described in the CREST Manual.

CREST Personal Members or other CREST sponsored members, and those CREST members who have appointed a voting 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 Euroclear UK & Ireland Limited's specifications and must contain the information required for such instructions, as described in the CREST Manual (available via euroclear.com/CREST).

The message, regardless of whether it relates to 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: 7RA36) by the latest time(s) for receipt of proxy appointments specified above. 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 Euroclear UK & Ireland Limited does not make available special procedures in CREST for any particular messages. Normal system timings and limitations will therefore apply in relation to the input of CREST Proxy Instructions. It is the responsibility of the CREST member concerned to take (or, if the CREST member is a CREST personal member or sponsored member or has appointed a voting service provider(s), to procure that his or her CREST sponsor or voting service provider(s) take(s)) such action as shall be necessary to ensure that a message is transmitted by means of CREST by any particular time. In this connection, CREST members and, where applicable, their CREST sponsors or voting service providers are referred, in particular, to those sections of the CREST Manual concerning practical limitations of the CREST system and timings.

The Company may treat as invalid a CREST Proxy Instruction in the circumstances set out in Regulation 35(5)(a) of the Uncertificated Securities Regulations 2001.

Use of electronic addresses

15. Shareholders may not use any electronic address provided either in this Notice or in any related documents (including the Proxy Form) to communicate with the Company for any purposes other than those expressly stated.

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