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If you have sold or otherwise transferred all of your ordinary shares in Doriemus PLC, please forward this document together with the accompanying documents to the purchaser or transferee, or to the person who arranged the sale or transfer so they can forward these documents to the person who now owns the ordinary shares.

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## **DORIEMUS PLC**

(incorporated and registered in England and Wales under number 03877125)

### **Proposed Disposal of TEP Exchange Holdings Limited Confirmation of Existing Investing Policy and Notice of Annual General Meeting**

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Notice of an Annual General Meeting of the Shareholders of the Company to be held at 4.30 p.m. on 13 August 2014 at the offices of Kerman & Co. LLP at 200 Strand, London WC2R 1DJ is set out at the end of this document. A Form of Proxy for use at the Annual General Meeting of Shareholders accompanies this document and, to be valid, must be completed and returned to Doriemus PLC at Suite 3B, Princes House, 38 Jermyn Street, London SW1Y 6DN as soon as possible but in any event to be received not later than 4.30 p.m. on 11 August 2014 or 48 hours before any adjourned meeting. Completion of a Form of Proxy will not preclude a Shareholder from attending and voting at the Annual General Meeting of Shareholders in person.

## EXPECTED TIMETABLE OF PRINCIPAL EVENTS

<b><u>Event</u></b>	<b><u>Expected time / date</u></b>
Publication of this document	18 July 2014
Latest time and date for receipt of forms of proxy	4.30 p.m. on 11 August 2014
Date and time of Annual General Meeting	4.30 p.m. on 13 August 2014

### **Notes:**

- (1) All times shown in this document are London times unless otherwise stated. The dates and times given are indicative only and are based on the Company's current expectations and may be subject to change. If any of the times and/or date above changes. The revised times and/or dates will be notified to Shareholders by announcement through the Regulatory News Service of the London Stock Exchange plc.
- (2) If the Annual General Meeting is adjourned, the latest time and date for receipt of forms of proxy for the adjourned meeting will be notified to Shareholders by announcement through the regulatory news service of the London Stock Exchange.

## DEFINITIONS

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

<b>“Act”</b>	the Companies Act 2006 (as amended)
<b>“AIM”</b>	the AIM Market of the London Stock Exchange
<b>“AIM Rules”</b>	the rules published by London Stock Exchange from time to time governing the admission to and operation of AIM
<b>“Annual General Meeting”</b>	the annual general meeting of the Company to be held at 4.30 p.m. on 13 August 2014, or any adjournment to that meeting
<b>“Buyers”</b>	SL Investment Management Limited (a company incorporated in England with company number 02485382), Close Horizons Limited (a company incorporated in the Isle of Man with company number 73283C) and Morex Commercial Limited (a company incorporated in England with company number 04158468)
<b>“Company”</b>	Dorimus PLC, a public limited company registered in England and Wales with registered number 03877125
<b>“Consideration”</b>	the consideration payable pursuant to the Sale and Purchase Agreement, details of which are set out in this document
<b>“Directors” or “Board”</b>	the directors of the Company as at the date of this document
<b>“Disposal”</b>	the proposed disposal of TEP Exchange Holdings Limited pursuant to the Sale and Purchase Agreement
<b>“Financial Conduct Authority” or “FCA”</b>	The Financial Conduct Authority of the United Kingdom
<b>“Form of Proxy”</b>	the form of proxy accompanying this document for use in connection with the Annual General Meeting
<b>“Independent Directors”</b>	Donald Strang, Hamish Harris and Grant Roberts
<b>“Investing Company”</b>	has the meaning described in the definition of “Investing Company” set out in the AIM Rules, that is, any AIM company which has as its primary business or objective, the investing of its funds in securities, businesses or assets of any description

<b>“Investing Policy”</b>	the existing investing policy of the Company proposed to be confirmed by the Shareholders at the Annual General Meeting and as set out in this document
<b>“London Stock Exchange”</b>	London Stock Exchange PLC
<b>“Morex Commercial”</b>	Morex Commercial Limited, a company incorporated in England and Wales with company number 04158468 and with their registered address at 8 – 11 Grosvenor Court, Foregate Street, Chester, Cheshire CH1 1HG
<b>“Notice”</b>	the notice of the Annual General Meeting which forms part of this document
<b>“Ordinary Shares”</b>	ordinary shares of 0.001p each par value in the capital of the Company
<b>“Resolutions”</b>	the resolutions set out in the Notice at the end of this document
<b>“Sale and Purchase Agreement”</b>	the conditional sale and purchase agreement to be entered into between the Company and the Buyers with respect to the sale of TEP Exchange and its subsidiaries
<b>“Shareholders”</b>	holders of the Ordinary Shares
<b>“SL Investment”</b>	SL Investment Management Limited, a company incorporated in England and Wales with company number 02485382 and registered address at 8 – 11 Grosvenor Court, Foregate Street, Chester, Cheshire CH1 1HG
<b>“TEP Exchange”</b>	TEP Exchange Holdings Limited, a company incorporated in England and Wales with company number 08783474, which is a wholly owned subsidiary of the Company
<b>“TEP Exchange Business”</b>	has the meaning attributed to it on page 6 of this document.

## LETTER FROM THE CHAIRMAN

### DORIEMUS PLC

*(Incorporated and registered in England & Wales with registered number 03877125)*

*Directors:*

Donald Ian George Layman Strang (*Executive Chairman*)  
Hamish Hamlyn Harris (*Executive Director*)  
Grant Michael Roberts (*Non-Executive Director*)  
David William James Roxburgh (*Non-Executive Director*)

*Registered Office:*

Suite 3B  
Princes House  
38 Jermyn Street  
London SW1Y 6DN

To the Shareholders and, for information only, to the holders of warrants and options

18 July 2014

Dear Shareholder

### **Proposed Disposal of TEP Exchange Holdings Limited**

### **Confirmation of Existing Investing Policy**

and

### **Notice of Annual General Meeting**

#### **Introduction**

I am writing to invite you to the annual general meeting of the Company to be held at 4.30 p.m. on 13 August 2014 at the offices of Kerman & Co LLP at 200 Strand, London WC2R 1DJ. The notice of the Annual General Meeting is set out on pages 9 and 10 of this document.

This letter also explains why the Directors recommend that Shareholders vote in favour of the Resolutions being proposed at the Annual General Meeting.

#### **Resolutions at the Annual General Meeting**

##### *Resolution 1 - Receiving and Considering the Accounts*

This is an ordinary resolution to receive and consider the financial statements of the Company for the period ended 31 December 2013 together with the report of the Directors and the report of the auditors thereon.

##### *Resolution 2 – Reappointment of Director*

The Board recommends the re-appointment of Mr. Grant Michael Roberts, who retires by rotation on the date of the Annual General Meeting in accordance with Article 84 of the Articles of Association of the Company. Mr. Roberts, being eligible, offers himself for re-appointment.

### *Resolution 3 – Reappointment of Auditors*

This Resolution seeks to authorise the re-appointment of Chapman Davis LLP as auditors of the Company and to authorise the Directors to determine their remuneration.

### *Resolution 4 – Disposal of TEP Exchange Holdings Limited*

TEP Exchange is a wholly owned subsidiary of the Company and is a web-based exchange for traded endowment policies (“TEPs”), enabling instant deals between market makers and sellers (the “TEP Exchange Business”).

Over the last few years, the Company has found the markets it has been operating in, with respect to the TEP Exchange Business, to be very challenging and despite significant efforts to promote the TEP Exchange Business, it has struggled to compete effectively. Investor demand for TEPs has reduced substantially with the commission income generated from the TEP Exchange Business being adversely affected as a result. The Company’s revenue derived from the TEP Exchange Business reduced from £915,886 (in 2012) to £220,000 (in 2013) with profit/(loss) attributable to equity holders being similarly reduced from a profit of 590,000 (in 2012) to a loss of 53,000 (in 2013).

The Company has reviewed its business and operations strategy and feels that, in addition to the decline in the market for TEPs over the years and its effect on the Company (as set out above), the TEP Exchange Business is not strictly aligned with the Company’s investing policy adopted in a meeting of the Shareholders held on 15 March 2013. The Company, therefore, proposes to dispose of TEP Exchange (and the TEP Exchange Business) and concentrate on opportunities that fall within the ambit of the Investing Policy (see below).

Pursuant to a sale and purchase agreement to be entered into between the Company and SL Investment, Close Horizons Limited and Morex Commercial (each a “Buyer” and together, the “Buyers”), the Buyers will conditionally agree to acquire the entire issued share capital of TEP Exchange from the Company for a total consideration of £1 in cash on completion. All intercompany balances between the Company and TEP Exchange will be paid off prior to the Disposal.

If the Disposal is approved, it will be deemed a fundamental change of business for the purpose of Rule 15 of the AIM Rules for Companies and the same is, therefore, conditional on the consent of the Shareholders. The Disposal is also conditional upon the consent of the Financial Conduct Authority to the sale by the Company of its shares in TEP Exchange to the Buyers (in their respective proportions) being obtained and such consent remaining in full force and effect. This Resolution therefore seeks approval of Shareholders for the Disposal at the Annual General Meeting.

### *Resolution 5 – Confirmation of Existing Investing Policy*

If the Disposal is approved by Shareholders and FCA consent granted, the Company will have disposed of a substantial part of its trading business. In this situation, under Rule 15 of the AIM Rules, the Company will be reclassified as an Investing Company. Under the AIM Rules, Investing Companies are required to adopt an investing policy that must be approved by shareholders.

The Company’s existing Investing Policy (as set out below) was initially approved and adopted by the Shareholders at the Company’s general meeting held on 15 March 2013. It is now proposed that the Shareholders reaffirm the existing Investing Policy (as set out below).

The Company’s investing policy is to invest in and/or acquire companies and/or projects with clear growth potential. The geographical focus will primarily be Africa, however, investments

may also be considered in other regions to the extent that the Board considers that value opportunities exist and attractive returns can be achieved.

In selecting investment opportunities, the Board will focus on businesses that are available at attractive valuations and hold opportunities to unlock embedded value.

The Board will seek to invest in businesses where it may influence the business at a board level, add their expertise to the management of the business, and utilise their significant industry relationships and access to finance. The ability to work alongside a strong management team to maximise returns through revenue growth will be something the Board will focus upon.

The Company's interests in a proposed investment and/or acquisition may range from a minority position to full ownership. The proposed investments may be either quoted or unquoted and may be in companies, partnerships, earn-in joint ventures, debt or other loan structures, joint ventures or direct interests in projects. The Board may focus on investments where intrinsic value can be achieved from the restructuring of investments or merger of complementary businesses.

The Board expects that investments will typically be held for the medium to long term, although short term disposal of assets cannot be ruled out if there is an opportunity to generate an attractive return for Shareholders.

There is no limit on the number of projects into which the Company may invest, and the Company's financial resources may be invested in a number of propositions or in just one investment, which may be deemed to be a reverse takeover under the AIM Rules. The Directors intend to mitigate risk by appropriate due diligence and transaction analysis. Any transaction constituting a reverse takeover under the AIM Rules will also require Shareholder approval. The Board considers that as investments are made, and new promising investment opportunities arise, further funding of the Company may also be required. The Board has not excluded the possibility of building a broad portfolio of assets.

Where the Company builds a portfolio of related assets it is possible that there may be cross holdings between such assets. The Company does not currently intend to fund any investments with debt or other borrowings but may do so if appropriate. Investments in early stage assets are expected to be mainly in the form of equity, with debt being raised later to fund the development of such assets. Investments in later stage assets are more likely to include an element of debt to equity gearing. The Board may also offer new Ordinary Shares by way of consideration as well as cash, thereby helping to preserve the Company's cash for working capital and as a reserve against unforeseen contingencies including, for example, delays in collecting accounts receivable, unexpected changes in the economic environment and operational problems.

Investments may be made in all types of assets and there will be no investment restrictions.

The Board will conduct initial due diligence appraisals of potential business or projects and, where they believe further investigation is warranted, intend to appoint appropriately qualified persons to assist. The Board believes it has a broad range of contacts through which they are aware of various opportunities which may prove suitable, although at this point only preliminary due diligence has been undertaken. The Board believes its expertise will enable it to determine quickly which opportunities could be viable and so progress quickly to formal due diligence. The Company will not have a separate investment manager. The Company proposes to carry out a comprehensive and thorough project review process in which all material aspects of a potential project or business will be subject to rigorous due diligence, as appropriate.

As an Investing Company, the Company will be required to make an acquisition or acquisitions which constitute a reverse takeover under the AIM Rules or otherwise implement its proposed Investing Policy on or before the date falling twelve months from the Disposal and the confirmation of the Investing Policy failing which, the Company's Ordinary Shares would then be suspended from trading on AIM. In the event that the Company's Ordinary Shares are so suspended and the Company fails to obtain Shareholders' consent to renew such policy, the admission to trading on AIM would be cancelled six months from the date of suspension.

#### *Resolution 6 – Directors' Authority to Allot Shares*

This is an ordinary resolution to grant the Directors the authority to allot and issue shares and grant rights to subscribe for shares in the Company for the purposes of Section 551 of the Act up to the maximum aggregate nominal amount of £27,000 (representing 2,700,000,000 new ordinary shares of 0.001p each in the Company). This resolution replaces any existing authorities to issue shares in the Company and the authority under this resolution will expire at the conclusion of the next annual general meeting of the Company.

#### *Resolution 7 – Disapplication of Pre-emption Rights*

Resolution 7 proposes to dis-apply the statutory rights of pre-emption in respect of the allotment of equity securities for cash under Section 561(1) of the Act. This is a special resolution authorising the Directors to issue equity securities as continuing authority up to an aggregate nominal amount of £27,000 (representing 2,700,000,000 new ordinary shares of 0.001p each in the Company) for cash on a non pre-emptive basis pursuant to the authority conferred by Resolution 6 above.

The authority granted by this Resolution will expire at the conclusion of next annual general meeting of the Company.

#### **Action to be taken by Shareholders**

Shareholders will find enclosed with this letter a form of proxy for use at the Annual General Meeting. The form of proxy should be completed and returned in accordance with the instructions printed on it so as to arrive at the Company's address at Suite 3B, Princes House, 38 Jermyn Street, London SW1Y 6DN as soon as possible and in any event not later than 4.30 p.m. on 11 August 2014. Completion and the return of the form of proxy will not prevent Shareholders from attending and voting at the Annual General Meeting should they so wish.

## **Related Party Transaction**

SL Investment is interested in 828,032,798 Ordinary Shares comprising approximately 15.5 per cent. of the issued share capital of the Company making it a substantial shareholder of the Company for the purposes of the AIM Rules. In addition, David Roxburgh is a Director of both the Company and SL Investment. As set out above, SL Investment is a party to the Sale and Purchase Agreement for the sale of shares in TEP Exchange and the Disposal and entry into the Sale and Purchase Agreement will, therefore, constitute a related party transaction under the AIM Rules insofar as SL Investment is concerned.

David Roxburgh is a Director of Morex Commercial and the Company. As set out above, Morex Commercial is a party to the Sale and Purchase Agreement for the sale of shares in TEP Exchange and the Disposal and entry into the Sale and Purchase Agreement will, therefore, constitute a related party transaction under the AIM Rules insofar as Morex Commercial is concerned.

The Independent Directors, having consulted with the Company's nominated adviser, Cairn Financial Advisers LLP, consider the terms of the Sale and Purchase Agreement and the Disposal to be fair and reasonable insofar as the Shareholders are concerned.

## **Recommendation**

The Independent Directors unanimously believe that Resolution 4 and the Directors unanimously believe that the other Resolutions are in the best interests of the Company and its Shareholders and recommend you to vote in favour of the Resolutions as they intend to do in respect of their own beneficial holdings in the Company.

Yours faithfully

**Donald Strang**  
Executive Chairman

**DORIEMUS PLC**  
(Registered in England No. 03877125)

**NOTICE OF ANNUAL GENERAL MEETING**

**NOTICE** is hereby given that the Annual General Meeting of Doriemus PLC (the “Company”) will be held at the offices of Kerman & Co. LLP at 200 Strand, London WC2R 1DJ at 4.30 p.m. on 13 August 2014:

**ORDINARY BUSINESS**

To consider, and if thought fit, to pass the following Resolutions which are proposed as Ordinary Resolutions:-

**Receive and Consider Accounts**

*Resolution 1:* To receive and consider the report of the directors and the financial statements for the period ended 31 December 2013 and the report of the auditors thereon.

**Re-Appointment of Director**

*Resolution 2:* To re-appoint, as a director of the Company, Mr. Grant Michael Roberts, who retires by rotation in accordance with Article 84 of the Company’s Articles of Association and offers himself for re-election.

**Re-appointment of Auditor**

*Resolution 3:* To re-appoint Chapman Davis LLP as auditors and to authorise the directors to determine their remuneration.

**SPECIAL BUSINESS**

To consider, and if thought fit, to pass the following Resolution which is proposed as an Ordinary Resolution:-

**Disposal of TEP Exchange**

*Resolution 4:* That the disposal (the “**Disposal**”) by the Company of its wholly owned subsidiary, TEP Exchange Holdings Limited, which constitutes a fundamental change of business under AIM Rule 15 on the terms and subject to the conditions set out in the Sale and Purchase Agreement and related documentation to be entered into pursuant to the Sale and Purchase Agreement, be and are hereby approved with such minor amendments as the Directors may approve, and the Directors or any duly authorised committee of the Director be hereby authorised to take all steps necessary or desirable to complete the Disposal.

**Confirmation of Existing Investing Policy**

*Resolution 5:* That the Investing Policy, as set out in the Circular, be confirmed and adopted and the Directors be authorised to take all such steps as they may consider necessary or desirable to implement that investing policy.

## **Directors' Authority to Allot Shares**

*Resolution 6:* That, pursuant to section 551 of the Companies Act 2006 (the "Act") the Directors be and are hereby generally and unconditionally authorised to exercise all powers of the Company to allot equity securities (as defined by section 560 of the Act) up to the maximum aggregate nominal amount of £27,000 PROVIDED that the authority granted under this resolution shall lapse at the end of the next annual general meeting of the Company to be held after the date of the passing of this resolution save that the Company shall be entitled to make offers or agreements before the expiry of this authority which would or might require shares to be allotted or equity securities to be granted after such expiry and the Directors shall be entitled to allot shares and grant equity securities pursuant to such offers or agreements as if this authority had not expired; and all unexercised authorities previously granted to the Directors to allot shares and grant equity securities be and are hereby revoked.

## **Disapplication of pre-emption rights**

To consider, and if thought fit, to pass the following Resolution which is proposed as a Special Resolution:-

*Resolution 7:* That, subject to the passing of Resolution 6 above, and in accordance with section 570 of the Act, the Directors be generally empowered to allot equity securities (as defined in section 560 of the Act) for cash pursuant to the authority conferred by Resolution 6 or by way of a sale of treasury shares, as if section 561(1) of the Act did not apply to any such allotment, provided that this power shall be limited to the allotment of equity securities and the sale of treasury shares:

- (a) in connection with an offer of equity securities to the holders of ordinary shares in proportion (as nearly as may be practicable) to their respective holdings; and to holders of other equity securities as required by the rights of those securities or as the Directors otherwise consider necessary, but subject to such exclusions or arrangements as the Directors may deem necessary or expedient in relation to the treasury shares, fractional entitlements, record dates, arising out of any legal or practical problems under the laws of any overseas territory or the requirements of any regulatory body or stock exchange; and
- (b) (otherwise than pursuant to sub paragraph (a) above) up to an aggregate nominal amount of £27,000;

and provided that this power shall expire on the conclusion of the next annual general meeting of the Company (unless renewed, varied or revoked by the Company prior to or on that date) save that the Company may, before such expiry, make offer(s) or agreement(s) 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 offers or agreements notwithstanding that the power conferred by this resolution has expired.

## **BY ORDER OF THE BOARD**

Donald Ian George Layman Strang  
*Company Secretary*

18 July 2014

## Notes:

### Appointment of proxies

- 1 As a member of the Company, 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.
- 2 A proxy does not need to be a member of the Company but must attend the meeting to represent you. Details of how to appoint the chairman of the meeting or another person as your proxy using the proxy form are set out in the notes to the proxy form. If you wish your proxy to speak on your behalf at the meeting you must appoint your own choice of proxy (not the chairman) and give your instructions directly to the relevant person.
- 3 You may appoint more than one proxy provided each proxy is appointed to exercise rights attached to different shares. You may not appoint more than one proxy to exercise rights attached to any one share. To appoint more than one proxy, you must complete a separate proxy form for each proxy and specify against the proxy's name the number of shares over which the proxy has rights. If you are in any doubt as to the procedure to be followed for the purpose of appointing more than one proxy you must contact the Company at Suite 3B, Princes House, 38 Jermyn Street, London SW1Y 6DN. If you fail to specify the number of shares to which each proxy relates, or specify a number of shares greater than that held by you on the record date, proxy appointments will be invalid.
- 4 If you do not indicate to your proxy how to vote on any resolution, your proxy will vote or abstain from voting at his discretion. Your proxy will vote (or abstain from voting) as he thinks fit in relation to any other matter which is put before the meeting.

### Appointment of proxy using the hard copy proxy form

- 5 The notes to the proxy form explain how to direct your proxy how to vote on each resolution or withhold his vote.
- 6 To appoint a proxy using the proxy form, it must be:
  - 6.1 completed and signed;
  - 6.2 sent or delivered to the Company at Suite 3B, Princes House, 38 Jermyn Street, London SW1Y 6DN; and
  - 6.3 received by the Company no later than 4.30 p.m. on 11 August 2014.
- 7 In the case of a member which is a company, the proxy form must be executed under its common seal or signed on its behalf by an officer of the company or an attorney for the company.
- 8 Any power of attorney or any other authority under which the proxy form is signed (or a duly certified copy of such power or authority) must be included with the proxy form.
- 9 The Company, pursuant to regulation 41 of The Uncertificated Securities Regulations 2001, specifies that only those ordinary shareholders registered in the register of members of the Company 48 hours before the meeting shall be entitled to attend or vote at the meeting in respect of the number of Ordinary Shares registered in their name at that time. Changes to entries on the relevant register of securities after that time will be disregarded in determining the rights of any person to attend or vote at the meeting. If the meeting is adjourned by more than 48 hours, then to be so entitled, shareholders must be entered on the Company's register of members 48 hours before the time appointed for holding the adjourned meeting or if the Company gives notice of the adjourned meeting, at the time specified in that notice.

### **Appointment of proxy by joint members**

- 10 In the case of joint holders of shares, where more than one of the joint holders purports to appoint a proxy, only the appointment submitted by the most senior holder (being the first named holder in respect of the shares in the Company's register of members) will be accepted.

### **Changing proxy instructions**

- 11 To change your proxy instructions simply submit a new proxy appointment using the method set out in paragraph 6 above. Note that the cut off time for receipt of proxy appointments specified in that paragraph also applies in relation to amended instructions. Any amended proxy appointment received after the specified cut off time will be disregarded.
- 12 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 the Company as indicated in paragraph 3 above.
- 13 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**

- 14 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 Company as indicated in paragraph 3 above. 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.
- 15 The revocation notice must be received by the Company no later than 4.30 p.m. on 11 August 2014.
- 16 If you attempt to revoke your proxy appointment but the revocation is received after the time specified then, subject to paragraph 17 below, your proxy appointment will remain valid.
- 17 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.

### **Total voting rights**

- 18 As at 18 July 2014, the Company's issued share capital comprised 5,344,999,998 ordinary shares of 0.001p each, with voting rights ("Ordinary Shares"). The Company does not hold any Ordinary Shares in Treasury. Therefore, the total number of voting rights in the Company as at 18 July 2014 is 5,344,999,998.