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If you have sold or otherwise transferred all of your Ordinary Shares in the Company or Depositary Interests, please forward this document together with the enclosed accompanying Form of Proxy or Form of Instruction (as applicable) to the purchaser or transferee or to the stockbroker, bank or other agent through whom the sale or transfer was effected, for delivery to the purchaser or transferee.

This document does not constitute an offer to issue or sell or a solicitation of any offer to subscribe for or buy Ordinary Shares in the Company or Depositary Interests.

This document does not constitute and shall not be construed as an offer or solicitation to the public in the British Virgin Islands to subscribe for Ordinary Shares or Depositary Interests. Neither Ordinary Shares nor Depositary Interests shall be acquired for the account or benefit of any person who is a resident of, or who is domiciled in, the British Virgin Islands, other than a Business Company incorporated in the British Virgin Islands that is not resident in the British Virgin Islands, nor to a custodian, nominee or trustee of any such person.

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## **ALL ASIA ASSET CAPITAL LIMITED**

*(Incorporated and registered in the British Virgin Islands with registered no: 1733571)*

### **Proposed changes to the Investing Policy**

**and**

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

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The whole of this document should be read by Shareholders and holders of Depositary Interests. Your attention is drawn to the letter from the Chairman and to the recommendation that Shareholders vote in favour of the resolutions to be proposed at the Annual General Meeting.

**A notice convening an Annual General Meeting of the Shareholders of the Company to be held at The Okura Business Centre Meeting Room, 23/F, Park Ventures Ecopark, 57 Wireless Road, Lumpini, Pathumwan, Bangkok 10330, Thailand at 3.00 p.m. (Bangkok time) on Tuesday, 10 December 2013 is set out at the end of this document. Shareholders will find enclosed a Form of Proxy, and DI Holders will find enclosed a Form of Instruction, for use in connection with the Annual General Meeting.**

To be valid, the Form of Proxy should be completed, signed and returned in accordance with the instructions printed thereon as soon as possible but in any event not later than 8.00 a.m. (London time) on Sunday, 8 December 2013. The return of a Form of Proxy will not preclude a Shareholder from attending, speaking or voting in person at the Annual General Meeting should they so wish.

DI Holders may vote by completing, signing and returning the enclosed Form of Instruction in accordance with the instructions printed thereon. To be valid, the Form of Instruction should be completed, signed and returned as soon as possible but in any event not later than 3.00 p.m. (London time) on Friday, 6 December 2013. By returning the Form of Instruction, the DI Holder is directing Computershare Investor Services PLC to vote the Ordinary Shares underlying the Depositary Interests in accordance with its instructions.

This document will be available for download from the Company's website: [www.aacap.com](http://www.aacap.com). Neither the contents of the Company's website, nor any other website accessible from hyperlinks thereon, is incorporated into or forms part of this document, nor, unless previously published by means of a regulated information service, should any such information be relied on in reaching a decision regarding the matters set out in this document.

#### **Forward-looking Statements**

This document includes statements that are, or may be deemed to be, "forward-looking statements". These forward-looking statements can be identified by the use of forward-looking terminology, including the terms "believes", "estimates", "plans", "projects", "anticipates", "expects", "intends", "may", "will" or "should" or, in each case, their negative or other variations or comparable terminology. These forward-looking statements include matters that are not historical facts and include statements regarding the Company's intentions, beliefs or current expectations.

By their nature, forward-looking statements involve risk and uncertainty because they relate to future events and circumstances. A number of factors could cause actual results and developments to differ materially from those expressed or implied by the forward-looking statements. Forward-looking statements may and often do differ materially from actual results. Any forward-looking statements in this document reflect the Directors' and the Company's view with respect to future events as at the date of this document and are subject to risks relating to future events and other risks, uncertainties and assumptions relating to the Company's operations and strategy. Save as required by law, neither the Company has nor the Directors have any obligation to publicly release the results of any revisions to any forward-looking statements in this document that may occur due to any change in its expectations or to reflect events or circumstances after the date of this document.

**PART I**  
**LETTER FROM THE CHAIRMAN OF THE COMPANY**

**ALL ASIA ASSET CAPITAL LIMITED**

*(Incorporated and registered in the British Virgin Islands with registered no: 1733571)*

*Directors:*

Robert Berkeley (*Executive Chairman and Finance Director*)  
Dr. Sri Hartati Kurniawan (*Chief Executive Officer*)  
Yuhi Horiguchi (*Executive Director*)  
(Dominic) Seah Boon Chin (*Independent Non-Executive Director*)

*Registered office:*

Commerce House  
Wickhams Cay 1  
P.O. Box 3140  
Road Town, Tortola  
British Virgin Islands, VG1110

11 November 2013

*To holders of Ordinary Shares and DIs*

Dear Shareholders and DI Holders,

**Proposed changes to the Investing Policy and Notice of Annual General Meeting**

**1. Introduction**

I am pleased to be writing to you with details of the first Annual General Meeting of your Company to be held at 3.00 p.m. (Bangkok time) on Tuesday, 10 December 2013 at The Okura Business Centre Meeting Room, 23/F, Park Ventures Ecopark, 57 Wireless Road, Lumpini, Pathumwan, Bangkok 10330, Thailand.

The purpose of this document is to provide you with an explanation of the resolutions to be proposed at the Annual General Meeting and of the action you should take in order to register your vote.

As the Company has not yet completed its first financial year, which will cover the period from 14 September 2012 (being the date of incorporation) to 31 December 2013, audited financial statements have not yet been produced. An annual report and audited financial statements in respect of the Company's first financial year will be sent to Shareholders as soon as practicable following the end of the financial year and in any event by 30 June 2014 and Shareholders will be asked to adopt those financial statements at the annual general meeting of the Company to be held in 2014.

**2. Annual General Meeting**

The notice convening the Annual General Meeting is set out on pages 9 to 11 of this document. I set out below further information on the resolutions to be proposed.

***Resolution 1 – Appointment of auditors and authority for the Directors to fix the auditors' remuneration***

The Articles of Association require Shareholders to appoint an auditor to hold office until the close of the next annual general meeting. The Directors recommend that Elite Partners CPA Limited be appointed as auditor. Resolution 1 shall, if passed, approve the appointment of Elite Partners CPA Limited as auditor and authorise the Directors to negotiate and agree the remuneration of the auditors.

### ***Resolutions 2 and 3 – Re-election of Directors***

The Articles of Association require certain of the Directors to retire by rotation. Accordingly, Yuhi Horiguchi and Sri Hartati Kurniawan are offering themselves for re-election. The Board has considered the performance of each of the Directors to be re-elected at the Annual General Meeting and is satisfied that their performance continues to be effective and that they demonstrate commitment to their roles. Resolutions 2 and 3 propose the re-election of Yuhi Horiguchi and Sri Hartati Kurniawan.

### ***Resolution 4 – To amend the Company's Investing Policy***

The Company adopted its Existing Investing Policy at the time of the admission of the Ordinary Shares to trading on AIM on 2 May 2013. The Existing Investing Policy provides for the Company to invest in companies with at least the majority of their operations (or early stage companies that intend to have at least the majority of their operations) in Southeast Asia with an initial focus on Malaysia, Thailand, Indonesia and Myanmar (formerly known as Burma). On 8 October 2013, the Company announced that it had made its first investment in a power plant development in Myanmar, Southeast Asia.

During the process of seeking and considering investment opportunities, the Board has come across a number of companies that have the majority of their operations in other countries in the Asia Pacific region including Australia, Japan and Greater China that would, save for the country in which they operate, satisfy the Company's investment criteria. The Board therefore proposes to enlarge the geographical scope of the Company's Investing Policy to capture investment opportunities within the whole Asia Pacific region.

The Company's Existing Investing Policy also provides that initial investments will typically be £500,000 to £1,000,000 in each project. The Board is proposing to amend the Company's Existing Investing Policy by removing these limits in order to allow greater flexibility for the Company to consider larger size projects whilst exercising the Company's ability to combine cash, equity and/or debt to satisfy the consideration, in whole or in part, for such investments.

The Board expects that the changes to the Existing Investing Policy will provide more flexibility for the Company, the ability for it to evaluate a wider range of investment proposals and afford greater protection for the Company against the impact of any short-term economic downturn in a specific area within the proposed wider geographic region, which may negatively influence investor sentiment within that region.

In accordance with the AIM Rules, the proposed changes to the Company's Existing Investing Policy require the approval of Shareholders and accordingly resolution 4 seeks Shareholders' approval for the new Investing Policy, incorporating the changes referred to above, which is set out in full in Part II of this document.

The Company does not have a separate investment manager, although it may utilise expert advice from independent third parties where necessary. The Directors believe that their collective skills and expertise, access to investment opportunities and network of contacts, together with engagement of expert consultants where necessary, should enable them to successfully identify and execute suitable investment opportunities in line with the proposed new Investing Policy. Given the nature of the Company's proposed new Investing Policy, the Company does not intend to make regular periodic disclosures or calculations of Net Asset Value.

### ***Resolution 5 – Authority to allot shares or grant subscription or conversion rights***

Resolution 5 asks Shareholders to grant the Directors authority to allot new Ordinary Shares in the Company or grant rights to subscribe for or convert any security into new Ordinary Shares in the Company over up to 99,430,536 new Ordinary Shares, being one-half of the issued Ordinary Shares as at 10 November 2013 (being

the latest practicable date prior to the publication of this document). Resolution 5 will, if passed, renew the existing authority which expires at the end of the Annual General Meeting and will itself expire at the end of the next annual general meeting of the Company which will be held in 2014.

***Resolution 6 – Disapplication of pre-emption rights (special resolution)***

The Company is not subject to any pre-emption rights or limits on the issue of Ordinary Shares under the laws of the British Virgin Islands. However, under the Articles of Association, except where authorised by a special resolution of Shareholders or otherwise permitted by the Articles of Association, any issue of Ordinary Shares for cash must be offered first to existing shareholders in proportion to their existing holdings. Resolution 6 will, if passed, renew the existing authority and permit the issue of up to 29,829,160 new Ordinary Shares, being 15 per cent. of the issued Ordinary Shares as at 10 November 2013 (being the latest practicable date prior to the publication of this document) without first offering the securities to existing shareholders. The Directors believe that an authority to issue 15 per cent. of the Company's issued share capital for cash without first offering the securities to existing holders is in the best interests of Shareholders as it will give the Company flexibility to access funds at short notice that may be required to implement the Company's Investing Policy.

Each of resolutions 1 to 5 (inclusive) set out in the notice of Annual General Meeting will be proposed as ordinary resolutions requiring approval of the majority of the Shareholders entitled to vote and voting in person or by proxy, or where a corporation, by a duly authorised representative at the Annual General Meeting. Resolution 6 will be proposed as a special resolution requiring approval of 75 per cent. of those Shareholders entitled to vote and voting in person or by proxy, or where a corporation, by a duly authorised representative at the Annual General Meeting.

Any resolution proposed at the Annual General Meeting will be decided on a show of hands unless a poll is demanded in accordance with the Company's Articles of Association. On a show of hands, every Shareholder present in person or by proxy or corporation present by a duly authorised representative is entitled to one vote regardless of the number of Ordinary Shares held by such Shareholder. On a poll, all Shareholders present in person or by proxy or corporation present by a duly authorised representative are entitled to one vote for each Ordinary Share held. A Shareholder entitled to attend and vote at the Annual General Meeting is also entitled to appoint one or more proxies to attend and vote instead of the Shareholder. Instructions for appointing a proxy are set out in section 3 below and in the enclosed Form of Proxy.

DI Holders may vote by completing, signing and returning a Form of Instruction. Instructions for completing and returning the Form of Instruction are set out in section 3 below and in the enclosed Form of Instruction. Each DI represents one Ordinary Share.

**3. Action to be taken**

***Shareholders***

Shareholders will find enclosed with this document a Form of Proxy for use by Shareholders at the Annual General Meeting. Whether or not a Shareholder intends to attend the Annual General Meeting, he is requested to complete and return the Form of Proxy in accordance with the instructions printed thereon. To be valid, Forms of Proxy, together with any power of attorney or other authority under which the forms are executed, must be deposited at the office of the Company's registrar, Computershare Investor Services (BVI) Limited, c/o The Pavilions, Bridgwater Road, Bristol BS99 6ZY, United Kingdom or by fax at +44 (0) 870 703 6322 or scanned and emailed to [externalproxyqueries@computershare.co.uk](mailto:externalproxyqueries@computershare.co.uk) not later than 8.00 a.m. (London time) on Sunday, 8 December 2013 (or 48 hours before any adjourned Annual General Meeting, if applicable). Completion of the Form of Proxy will not prevent a Shareholder from attending and voting at the Annual General Meeting if he chooses to do so.

### ***DI Holders***

DI Holders will find enclosed with this document a Form of Instruction. DI Holders are requested to complete and return the Form of Instruction in accordance with the instructions printed thereon. To be valid, Forms of Instruction, together with any power of attorney or other authority under which the forms are executed, must be deposited with Computershare Investor Services PLC, The Pavilions, Bridgwater Road, Bristol BS99 6ZY, United Kingdom not later than 3.00 p.m. (London time) on Friday, 6 December 2013 (or 72 hours before any adjourned Annual General Meeting, if applicable). By returning the Form of Instruction, the DI Holder is directing Computershare Investor Services PLC to vote on the Ordinary Shares underlying the DIs in accordance with its instructions.

### ***Recommendation***

**The Directors consider that the resolutions to be put to the Annual General Meeting are in the best interests of Shareholders as a whole and, accordingly, recommend that Shareholders vote in favour of the resolutions as the Directors intend to do in respect of their holdings of Ordinary Shares which, in aggregate, amount to 59,658,300 Ordinary Shares (representing approximately 30 per cent. of the issued share capital of the Company) as at 10 November 2013 (being the latest practicable date prior to the publication of this document).**

Yours faithfully,

Robert Berkeley  
Chairman

## **PART II**

### **PROPOSED NEW INVESTING POLICY**

The Company intends to invest in companies with at least the majority of their operations (or early stage companies that intend to have at least the majority of their operations) in the Asia Pacific region. The Company intends to invest in a portfolio of companies with an initial focus on companies that operate (or early stage companies that intend to operate) in industries with likely high growth potential including, but not limited to: agriculture, forestry and plantation, mining, natural resources, property and/or technology.

The Directors intend to source and identify potential investments in line with the Investing Policy through their own research and network of contacts and possibly strategic partnerships with other companies or persons who can assist the Company in sourcing and identifying potential investments. Investments are expected to be mainly in the form of equity although investments may be by way of debt, convertible securities or investments in specific projects. In the case of equity investments, the Directors intend typically to take minority positions (with suitable minority protection rights), primarily in unquoted companies. Investments will therefore typically be of a passive nature. However, whilst the Directors intend that typical investments will constitute minority positions in investee companies, should the Company make majority investments, the Company may seek participation in the management or board of directors of such an entity with a view to seeking to improve the performance and growth of the business.

There is no limit on the size of an investment in a project. The Directors expect that each investment will typically yield a targeted internal rate of return of at least 20 to 30 per cent. per annum. It is likely that a substantial portion of the Company's financial resources will be invested in a small number of companies, however the Company has not excluded the possibility of making just one investment. Depending on the size of investments, they may be deemed to be reverse takeovers for the purposes of the AIM Rules, which would require Shareholder approval and re-admission of the Company, as enlarged by the acquisition, to trading on AIM.

In addition to paying the costs of the Company's ongoing expenses, the Company's cash resources will primarily be used to identify, evaluate and select suitable investment opportunities and to make investments, either in part or in full, as applicable. The Directors consider that as investments are made, or promising new investment opportunities arise, further funding of the Company will be required and they anticipate further equity fundraisings by the Company. Subject to prevailing authorities to issue new Ordinary Shares or, if required, with Shareholder approval, new Ordinary Shares may be used as consideration, in whole or in part, for investments. The Company will not be subject to any borrowing or leverage limits. In order to mitigate investment risk, the Directors intend to carry out a thorough due diligence process in evaluating each potential investment including: site visits, analysis of financial, legal and operational aspects of each investment opportunity, meetings with management, risk analysis, review of corporate governance and anti-corruption procedures and the seeking of third party expert opinions and valuation reports where the Directors see fit.

The Directors will apply investment criteria including: the potential for capital growth and/or the potential for profit generation with a view to receiving dividend income over time, high attractiveness to potential buyers of the company in question in order to facilitate exits and a strong and experienced management team.

Given the time frame to fully maximise the value of an investment, the Board expects that investments will be held for the medium to long term, although short-term disposals of assets cannot be ruled out in exceptional or opportunistic circumstances. The Directors intend to re-invest the proceeds of disposals in accordance with the Company's Investing Policy unless, at the relevant time, the Directors believe that there are no suitable investment opportunities in which case the Directors will consider returning the proceeds to Shareholders in a tax efficient manner.

Cash held by the Company pending investment, reinvestment or distribution will be managed by the Company and placed in bank deposits or in capital guaranteed schemes offered by major global financial institutions, in order to protect the capital value of the Company's cash assets. The Company may, where appropriate, also enter into agreements or contracts in order to hedge against interest rate or currency risks. Investments are expected to be held by the Company or a subsidiary to be incorporated for the purpose of holding an investment.

Any material change to the Company's Investing Policy will only be made following the approval by ordinary resolution of Shareholders in general meeting. In addition, if the Company has not substantially implemented its Investing Policy within 18 months of Admission, the Company will seek the approval of Shareholders at its next annual general meeting for its Investing Policy and on annual bases thereafter until such time that its Investing Policy has been substantially implemented. If it appears unlikely that the Company's Investing Policy can be implemented at any time, the Directors will consider returning remaining funds to Shareholders.

The Directors will review the Investing Policy on an annual basis and will implement any non-material changes or variations as they consider fit. Details of any such non-material changes or variations will be announced as appropriate. Any material change or variation of the Investing Policy will be subject to the prior approval of Shareholders.

**PART III  
DEFINITIONS**

<b>AIM</b>	AIM, the market of that name operated by the London Stock Exchange
<b>AIM Rules</b>	the AIM rules for Companies published from time to time by the London Stock Exchange
<b>Annual General Meeting</b>	the Annual General Meeting of the Company to be held at The Okura Business Centre Meeting Room, 23/F, Park Ventures Ecopark, 57 Wireless Road, Lumpini, Pathumwan, Bangkok 10330, Thailand at 3.00 p.m. (Bangkok time) on Tuesday, 10 December 2013, notice of which is enclosed with this document
<b>Auditors</b>	the auditors of the Company from time to time
<b>Board</b>	the Board of Directors of the Company
<b>Company or AAA</b>	All Asia Asset Capital Limited
<b>Depository Interests or DIs</b>	depository interests issued by Computershare Investor Services PLC, each representing one Ordinary Share
<b>DI Holders</b>	holders of Depository Interests
<b>Directors</b>	the members of the board of directors of the Company
<b>Existing Investing Policy</b>	the investing policy of the Company adopted at the time of the admission of the Ordinary Shares to trading on AIM and described in paragraph 4 of Part I of the Admission Document dated 29 April 2013
<b>Form of Instruction</b>	the voting instruction form for use by DI Holders in relation to voting at the Annual General Meeting
<b>Form of Proxy</b>	the form of proxy for use by Shareholders in relation to voting at the Annual General Meeting
<b>London Stock Exchange</b>	London Stock Exchange plc
<b>Ordinary Shares</b>	ordinary shares of no par value each in the Company, including (where the context requires) Depository Interests
<b>Shareholders</b>	holders of Ordinary Shares

**ALL ASIA ASSET CAPITAL LIMITED**

*(Incorporated in the British Virgin Islands with company number 1733571)*

**NOTICE OF ANNUAL GENERAL MEETING**

Notice is given that the Annual General Meeting of the shareholders of All Asia Asset Capital Limited (the "Company") will be held at The Okura Business Centre Meeting Room, 23/F, Park Ventures Ecopark, 57 Wireless Road, Lumpini, Pathumwan, Bangkok 10330, Thailand at 3.00 p.m. (Bangkok time) on Tuesday, 10 December 2013 for the purpose of conducting the business of the meeting as itemised.

**BUSINESS OF MEETING**

**Ordinary Resolutions**

1. To approve the appointment of Elite Partners CPA Limited as auditors of the Company, and to authorise the directors to determine the auditors' remuneration.
2. To approve the re-election of Yuhi Horiguchi who retires as a director in accordance with the Articles of Association of the Company, and, being eligible, offers himself for re-election.
3. To approve the re-election of Sri Hartati Kurniawan who retires as a director in accordance with the Articles of Association of the Company, and, being eligible, offers herself for re-election.
4. To approve the adoption of the new Investing Policy, as described in Part II of the document to which this notice is enclosed.
5. To authorise the directors, in accordance with and pursuant to Article 3 of the Articles of Association of the Company, generally and unconditionally to allot shares in the Company or grant rights to subscribe for or to convert any security into shares in the Company ("Rights") over up to 99,430,536 ordinary shares provided that this authority shall, unless renewed, varied or revoked by the Company, expire (unless previously revoked, varied or extended by the Company at a general meeting) at the conclusion of the next Annual General Meeting of the Company save that the Company may, before such expiry, make an offer or agreement which would or might require shares to be allotted or rights to be granted and the directors may allot shares or grant rights in pursuance of such offer or agreement notwithstanding that the authority conferred by this resolution has expired.

**Special Resolution**

6. To authorise the directors, in accordance with and pursuant to Article 4.5(d) of the Articles of Association of the Company, generally and unconditionally to allot shares in the Company or grant rights to subscribe for or to convert any security into shares in the Company ("Rights") over up to 29,829,160 ordinary shares for cash provided that this authority shall, unless renewed, varied or revoked by the Company, expire (unless previously revoked, varied or extended by the Company at a general meeting) at the conclusion of the next Annual General Meeting of the Company save that the Company may, before such expiry, make an offer or agreement which would or might require shares to

be allotted or rights to be granted and the directors may allot shares or grant rights in pursuance of such offer or agreement notwithstanding that the authority conferred by this resolution has expired.

for and on behalf of the board of directors

**Robert Berkeley**

Chairman

11 November 2013

### *Proxies*

#### **Notes:**

1. A Form of Proxy or Form of Instruction (as applicable) is enclosed.
2. The instrument appointing a proxy shall be in writing under the hand of the appointor or of his attorney duly authorised in writing or, if the appointor is a corporation, either under its seal or under the hand of an officer, attorney or other person duly authorised to sign the same.
3. Any member entitled to attend and vote at a meeting of the Company shall be entitled to appoint another person as his proxy to attend and vote instead of him. A member who is the holder of two or more shares may appoint more than one proxy to represent him and vote on his behalf at a general meeting of the Company. A proxy need not be a member. In addition, a proxy or proxies representing either a member who is an individual or a member which is a corporation shall be entitled to exercise the same powers on behalf of the member which he or they represent as such member could exercise.
4. The instrument appointing a proxy and the power of attorney or other authority (if any) under which it is signed, or a certified copy of such a power or authority, shall be delivered to the Company's registrars, Computershare Investor Services (BVI) Limited by no later than 8.00 a.m. (London time) on Sunday, 8 December 2013, or 48 hours before the time fixed for any adjourned meeting.
5. Delivery of an instrument appointing a proxy shall not preclude a member from attending and voting in person at the meeting convened and in such event the Form of Proxy shall be deemed to be revoked.
6. In the case of joint holders of any share, if more than one of such joint holders be present at any meeting, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders, and for this purpose seniority shall be determined by the order in which the names stand in the register of members in respect of the joint holding.
7. Any corporation which is a member of the Company may by resolution of its Directors or other governing body authorise such person as it thinks fit to act as its representative at any meeting of the Company or of any class of members of the Company. The person so authorised shall be entitled to exercise the same powers on behalf of the corporation as the corporation could exercise if it were an individual member of the Company and such corporation shall be deemed to be present in person at any such meeting if a person so authorised is present thereat.
8. In the case of holders of Depositary Interests representing ordinary shares in the Company, a Form of

Instruction must be completed in order to instruct Computershare Investor Services PLC, the Depository, to vote on the holder's behalf at the meeting or, if the meeting is adjourned, at the adjourned meeting. To be effective, a completed and signed Form of Instruction (and any power of attorney or other authority under which it is signed) must be delivered to Computershare Investor Services PLC by no later than 3.00 p.m. (London time) on Friday, 6 December 2013, or 72 hours before the time fixed for any adjourned meeting.

9. Only Shareholders of record at the close of business at 8.00 a.m. (London time) on Sunday, 8 December 2013 will be entitled to notice of and vote at the Annual General Meeting.