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If you have sold or otherwise transferred all of your Ordinary Shares, please immediately forward this Document, together with the accompanying Form of Proxy, 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. The distribution of this Document in jurisdictions other than the United Kingdom, including but not limited to the United States, may be restricted by law and therefore persons into whose possession this Document comes should inform themselves about and observe any such restrictions. Any failure to comply with such restrictions may constitute a violation of the securities laws of any such jurisdictions. Overseas Shareholders and any person (including, without limitation, custodians, nominees and trustees) who has a contractual or other legal obligation to forward this document to a jurisdiction outside the United Kingdom should seek appropriate advice before taking any action.

AURASIAN MINERALS PLC

(Incorporated and registered in England and Wales with registered number 03781581)

Notice of Annual General Meeting

Notice of the Annual General Meeting of Aurasian Minerals plc (the “Company”), to be held at the offices of finnCap Ltd, 60 New Broad Street, London, EC2M 1JJ on 20 July 2016 at 10.30 a.m. is set out on pages 8 to 11 of this document.

A Form of Proxy for use in connection with the Annual General Meeting is enclosed and should be completed and returned to the Company’s registrars Neville Registrars Limited at Neville House, 18 Laurel Lane, Halesowen, West Midlands, B63 3DA as soon as possible and, in any event, by no later than 10.30 a.m. on 18 July 2016. Completion and return of a Form of Proxy will not preclude shareholders from attending and voting at the Annual General Meeting in person should they so wish. If you do not send in a valid Form of Proxy or attend the Annual General Meeting in person to vote, no-one else may vote on your behalf.

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Expected Timetable

Publication of this document and posting to Shareholders	29 June 2016
Latest time and date for receipt of Proxy Forms	10.30 a.m. on 18 July 2016
Annual General Meeting	10.30 a.m. on 20 July 2016
Name Change Effective	6.00 p.m. on 21 July 2016
Record Date for Capital Reorganisation	6.00 p.m. on 20 July 2016
Existing Ordinary Shares disabled in CREST and share register closed	7.00 a.m. on 21 July 2016
Admission effective and dealings commence on AIM in New Ordinary Shares	8.00 a.m. on 21 July 2016
CREST accounts credited with New Ordinary Shares	9.00 a.m. on 21 July 2016
Share certificates in respect of New Ordinary Shares dispatched	4 August 2016
ISIN of New Ordinary Shares	GB00BYVFRB16
SEDOL of New Ordinary Shares	BYVFRB1

AURASIAN MINERALS PLC

(Incorporated and registered in England and Wales with registered number 3781581)

Directors:

Registered Office:

Christopher Goss (*Non-executive Chairman*)
Peter James Mullens (*Chief Executive Officer*)
Timothy James Coughlin (*Non-executive Director*)
Gokhan Kantarcigil (*Non-executive Director*)
Didier Fohlen (*Non-executive Director*)

27-28 Eastcastle Street
London
W1W 8DH

29 June 2016

To holders of Ordinary Shares of 0.1 pence each in the capital of the Company ("Ordinary Shares") and, for information purposes only, to the holders of options to subscribe for Ordinary Shares

Dear Shareholder,

Annual General Meeting of Aurasian Minerals plc

1. Introduction

I am pleased to be writing to you with details of our Annual General Meeting ("**AGM**") which we are holding at the offices of finnCap Ltd, 60 New Broad Street, London, EC2M 1JJ, on 20 July 2016 at 10.30 a.m. The formal Notice of AGM is set out on pages 8 to 11 of this document.

If you would like to vote on the resolutions but cannot attend the AGM, please complete the Form of Proxy enclosed with this document and return it as soon as possible to the Company's registrars Neville Registrars Limited at Neville House, 18 Laurel Lane, Halesowen, West Midlands B63 3DA. The Company's registrars must receive the completed Form of Proxy by 10.30 a.m. on 18 July 2016 in order for it to be valid.

2. Corporate and Operational Update

The Company has undertaken a significant change in management and strategy over the last 12 months. Peter Mullens has been appointed as CEO, I have taken over the role of Chairman and two new directors have also been appointed. In addition, the Company has moved its focus from South East Asia to the Balkans Region of Eastern Europe. Importantly for shareholders, current management has a significant shareholding in the Company, aligning management strategy with shareholder goals.

After a review of Myanmar and Laos in mid-2015, the Directors decided that it was unlikely that the Company could achieve its goals in these locations. Myanmar is undergoing considerable change and there were security concerns, while problems with security of title, and royalty structure were identified in Laos. For these reasons, the Directors decided to pursue a new strategy and identified the Tethyan Mineral belt in Eastern Europe, and specifically in Serbia and Bulgaria, to be highly prospective, underexplored and with favourable fiscal regimes for exploration and exploitation of minerals. In addition, new discoveries have occurred in this belt during 2015, including Reservoir's Cukaru Peki deposit in Serbia, and Mariana Resources' Hot Madden project (3 million oz Au) in Eastern Turkey. The belt also hosts Bor, the world class copper deposit in Serbia, which has been state mined for many years.

In line with this new strategy we completed our acquisition of Moroccan Minerals Limited ("**MML**") on 31 May 2016 and will focus our efforts on the advancement of MML's Chadine Project in

Serbia. Didier Fohlen, a director of MML, was appointed as a non-executive director of the Company following completion.

3. Change of Name and Accounting Reference Date

Given the change in focus of Aurasian from South East Asia to the Balkans, the board has decided to change the Company's name to "Tethyan Resources". The Tethyan Mineral belt, extending from Myanmar through southern Pakistan and Iran into Turkey and Eastern Europe, is one of the world's great volcanic, mineralised belts and it hosts numerous world class deposits. This belt runs through the middle of both Bulgaria and Serbia.

As well as reflecting the new direction of the Company, the proposed name change will also echo the considerable knowledge in the region of the Company's directors and senior management, all of whom have had direct experience of working in the region over a number of years. Lydian's 5 million ounce Amulsar gold deposit, which Tim Coughlin discovered in 2006, occurs within the Tethyan Mineral belt.

The Company has also decided to change its accounting reference date from 31 March to 31 December to bring it in line with MML and the majority of corporate entities operating in the Balkan Region. Having made this change the Company's reporting timetable going forward will be as follows:

- Full audited accounts for the 12 months ended 31 March 2016; published today
- Unaudited interim results for the six months ending 31 September 2016; due by 31 December 2016
- Full audited accounts for the nine months ending 31 December 2016; due by 30 June 2017;
- Unaudited interim results for the six months ending 30 June 2017; due by 31 September 2017

4. Capital Reorganisation

The Directors believe that, in order to gain new investor support, the Company needs a more consolidated share structure and discussions with key shareholders and with prospective investors confirm this. A consolidated share structure will help with financing the Company as it moves forward and will assist with the development of new projects such as the Chadine Project and any others that the Company may acquire in the future. To this end, management is proposing to consolidate the existing share capital of the Company with a 1 for 6 consolidation of shares and then subdivide those shares.

The number of issued Ordinary Shares in the Company at the date of this Document is 535,158,978. It is proposed that every 6 existing ordinary shares of 0.1 pence each in the Company ("**Ordinary Shares**") held at 6.00 p.m. on 20 July 2016 (the "**Record Date**") will be consolidated into 1 consolidated share of 0.6 pence each ("**Consolidation Shares**").

In order to retain the same nominal value as the Ordinary Shares currently in issue, the Consolidation Shares will be subdivided into one new ordinary share of 0.1 pence each ("**New Ordinary Shares**") and one new deferred share of 0.5 pence each ("**B Deferred Shares**") and the Company's existing deferred shares will be re-designated as A Deferred Shares.

The New Ordinary Shares will continue to carry the same rights and benefits as those attached to the existing Ordinary Shares. The B Deferred Shares will have the same rights and restrictions as the existing deferred shares set out in the Company's articles of association. The B Deferred Shares will not entitle their holders (a) to receive notice of or attend and vote at any general meeting of the Company (b) to receive any dividend or other distribution; or (c) participate in any return of capital on a winding up other than the nominal amount paid up on such shares following a substantial distribution to holders of ordinary shares. No share certificates will be issued in respect of the B Deferred Shares and no application will be made to the London Stock Exchange for them to be traded on AIM.

Application will be made for the New Ordinary Shares to be admitted to trading on AIM. Dealings in the Existing Ordinary Shares will cease at the close of business on the date of the Annual General Meeting and dealings in the New Ordinary Shares are expected to commence the following day.

If the Capital Reorganisation is approved the New Ordinary Shares will have a new Stock Exchange Daily Official code (SEDOL) which will be BYVFRB1 and a new International Securities Identification Number (ISIN) which will be GB00BYVFRB16. The new SEDOL and new ISIN shall become effective only if the Resolutions are passed at the Annual General Meeting.

A copy of the revised Articles of Association proposed to be adopted by Resolution 13 will be available for inspection at the Annual General Meeting and will be available free of charge on the Company's website at <http://aurasian.a2hosted.com/wordpress/>

5. Business to be transacted at the AGM

Details of the resolutions to be proposed at the AGM are set out below.

Ordinary resolution 1: Annual Report 2016

The business of the AGM will begin with a resolution to lay before shareholders the Company's annual accounts for the financial year ended 31 March 2016, together with the report of the directors of the Company and the auditors' report on those accounts (the "**Annual Accounts**"). Shareholders will have the opportunity to put questions on the Annual Accounts to the Directors before the resolution is proposed to the meeting.

Ordinary resolutions 2 and 3: Re-appointment of auditors and authority to determine remuneration

Shareholders will be asked to confirm the re-appointment of UHY Hacker Young LLP as the Company's auditors to hold office until the conclusion of the next AGM and to grant authority to the Directors to determine the auditors' remuneration.

Ordinary resolution 4: Appointment of Director

Shareholders will be asked to appoint Peter Mullens as a director, in accordance with Article 103 of the Company's Articles of Association, who has been appointed since the last AGM.

Ordinary resolution 5: Appointment of Director

Shareholders are asked to appoint Gokhan Kantarcigil as a director, in accordance with Article 103 of the Company's Articles of Association, who has been appointed since the last AGM.

Ordinary resolution 6: Appointment of Director

Shareholders will be asked to appoint Didier Fohlen as a director, in accordance with Article 103 of the Company's Articles of Association, who has been appointed since the last AGM.

Ordinary resolution 7: Reappointment of Director

Shareholders will be asked to re-elect as a director Tim Coughlin who is retiring in accordance with Article 98 of the Company's Articles of Association and who being eligible is offering himself for re-election.

Ordinary resolution 8: Consolidation of Shares

Shareholders will be asked to approve the consolidation of every 6 existing Ordinary Shares of 0.1 pence each (appearing in the register of members of the Company at 6.00 p.m. on the Record Date into 1 new Ordinary Share of 0.6 pence each ("**Consolidation Shares**");

Ordinary Resolution 9: Subdivision of Shares

Shareholders will be asked to approve the subdivision of the Consolidation Shares into (a) one Ordinary Share of 0.1 pence each ("**New Ordinary Shares**"); and (b) one deferred share of 0.5 pence each ("**B Deferred Shares**").

Ordinary Resolution 10: Re-designation of existing Deferred Shares

Shareholders will be asked to approve the re-designation of each of the issued existing deferred shares of 0.9 pence each as an A deferred share ("**A Deferred Shares**").

Ordinary resolution 11: Grant of authority to the Directors to allot Ordinary Shares

This resolution deals with the Directors' authority to allot Relevant Securities in accordance with section 551 of the Companies Act 2006 (the "**2006 Act**"). This resolution will, if passed, authorise the directors to allot:

a. in relation to a pre-emptive rights issue only, equity securities (as defined by section 560 of the Act) up to a maximum nominal amount of £59,462 which represents approximately two thirds of the Company's issued Ordinary Shares (excluding treasury shares) as at 24 June 2016. This maximum is reduced by the nominal amount of any Relevant Securities allotted under paragraph 11b;

b. in any other case, Relevant Securities up to a maximum nominal amount of £29,731 which represents approximately one third of the Company's issued Ordinary Shares (excluding treasury shares) as at 24 June 2016. This maximum is reduced by the nominal amount of any equity securities allotted under paragraph 11a. in excess of £29,731 .

Therefore, the maximum nominal amount of Relevant Securities (including equity securities) which may be allotted under this resolution is £59,462 .

As at close of business on 24 June 2016 the Company will not hold any treasury shares.

This authority replaces any unexercised authorities granted by ordinary resolutions passed on 10 July 2015 and will expire on the date which is 18 months after the date on which the resolution is passed or, if earlier, the date of the next AGM of the Company.

Relevant Securities means:

- Shares in the Company other than shares allotted pursuant to:
 - an employee share scheme (as defined by section 1166 of the 2006 Act);
 - a right to subscribe for shares in the Company where the grant of the right itself constituted a Relevant Security; or
 - a right to convert securities into shares in the Company where the grant of the right itself constituted a Relevant Security.
- Any right to subscribe for or to convert any security into shares in the Company other than rights to subscribe for or convert any security into shares allotted pursuant to an employee share scheme (as defined by section 1166 of the 2006 Act). References to the allotment of Relevant Securities in the resolution include the grant of such rights.

Special resolution 12: Change of Name

Shareholders will be asked to permit the Company to change its name to Tethyan Resources plc.

Special Resolution 13: Change of Articles

Shareholders will be asked to permit a minor change to the Articles to reflect the re-designation of the existing deferred shares as A Deferred Shares and the creation of B Deferred Shares.

Special resolution 14: Disapplication of statutory pre-emption rights on allotment of shares

If the Directors wish to allot unissued shares or other equity securities for cash or sell any shares which the Company may hold in treasury following a purchase of its own shares, the 2006 Act requires that such shares or other equity securities are offered first to existing shareholders in proportion to their existing holdings.

This resolution will, if passed, give the Directors power, pursuant to the authority to allot granted by resolution 11, to allot equity securities (as defined by section 560 of the 2006 Act) or sell treasury shares for cash without first offering them to existing shareholders in proportion to their

existing holdings up to a maximum nominal amount of £17,839 which represents approximately 20% of the Company's issued Ordinary Shares (excluding treasury shares) as at 24 June 2016.

The proposed resolution also disapplies the statutory pre-emption provisions in connection with pre-emptive offers and offers to holders of other equity securities if required by the rights of those securities or as the Directors otherwise consider necessary, and allows the Directors, in the case of any such offer, to make arrangements in relation to fractional entitlements or other legal or practical problems which might arise.

The Directors believe this to be desirable by giving the Company flexibility in future funding, which is considered important given the capital intensive nature of a junior mining company.

6. Action to be taken

You are entitled to appoint one or more proxies to attend and vote at the AGM on your behalf. You will find enclosed with this document a Form of Proxy for use in connection with the AGM. Whether or not you propose to attend the AGM in person, you are requested to complete and return the Form of Proxy to the Company's registrars Neville Registrars Limited at Neville House, 18 Laurel Lane, Halesowen, West Midlands B63 3DA as soon as possible and, in any event, so as to be received no later than 10.30 a.m. on 18 July 2016. Completion and return of a Form of Proxy will not preclude you from attending the AGM and voting in person should you so wish.

7. Recommendation

Peter Mullens, CEO of Aurasian, has stated: "I am very excited by the prospects for the Company, particularly in the Balkans, which is one of the hot spots for exploration in the world at the moment. The Company is currently very active in the region and has put together a strong team to identify and acquire new opportunities. I ask you as a shareholder to partner and support the Company in the change in strategy, name change and the Capital Reorganisation."

The Directors consider that all of the resolutions to be proposed at the AGM are in the best interests of the Company and its shareholders as a whole and unanimously recommend that shareholders vote in favour of all of the resolutions, as the Directors intend to do in respect of their own beneficial holdings.

Yours faithfully,

Christopher Goss
Chairman

AURASIAN MINERALS PLC

(Incorporated and registered in England and Wales with registered number 03781581)

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the Annual General Meeting of Aurasian Minerals plc (the “**Company**”) will be held at the offices of finnCap Ltd, 60 New Broad Street. London, EC2M 1JJ, on 20 July 2016 at 10.30 a.m. for the transaction of the following business:

To consider and, if thought fit, to pass the following resolutions, numbers 1 to 11 of which will be proposed as ordinary resolutions and numbers 12 to 14 of which will be proposed as special resolutions:

ORDINARY RESOLUTIONS

- 1 That the Company’s annual accounts for the financial year ended 31 March 2016, together with the report of the directors of the Company (the “**Directors**”) and the auditors’ report on those accounts be received and adopted.
- 2 That UHY Hacker Young LLP be reappointed as the Company’s auditors to hold office from the conclusion of this meeting until the conclusion of the next meeting at which the accounts are laid before the Company.
- 3 That the Directors be authorised to agree and fix the auditors’ remuneration.
- 4 That, Peter James Mullens, having been appointed since the last AGM, be appointed as a director in accordance with Article 103 of the Company’s Articles of Association.
- 5 That, Gokhan Kantarcigil, having been appointed since the last AGM, be appointed as a director in accordance with Article 103 of the Company’s Articles of Association.
- 6 That, Didier Fohlen, having been appointed since the last AGM, be appointed as a director in accordance with Article 103 of the Company’s Articles of Association.
- 7 That, Timothy James Coughlin be reappointed as a director in accordance with Article 103 of the Company’s Articles of Association.
- 8 That, the issued existing ordinary shares of 0.1 pence each in the capital of the Company (appearing in the register of members of the Company at 6.00 p.m. on 20 July 2016), be and are hereby consolidated into new ordinary shares of 0.6 pence each in the capital of the Company (“**Consolidation Shares**”) on the basis of one Consolidation Share for every 6 existing ordinary shares of 0.1 pence each held prior to the passing of this Resolution, having the same rights, and being subject to the same restrictions as the existing ordinary shares of 0.1 pence each.
- 9 That, subject to the passing of Resolution 8, the Consolidation Shares be and are hereby subdivided into one new ordinary share of 0.1 pence each in the capital of the Company (“**New Ordinary Shares**”) having the same rights, and being subject to the same restrictions as the existing ordinary shares of 0.1 pence each; and one deferred share of 0.5 pence each in the capital of the Company (“**B Deferred Shares**”) having the same rights, and being subject to the same restrictions as the existing deferred shares of 0.9 pence each (“**Existing Deferred Shares**”).
- 10 That, subject to the passing of Resolution 9, the Existing Deferred Shares be re-designated as A deferred shares (“**A Deferred Shares**”) having the same rights, and being subject to the same restrictions as the B Deferred Shares.
- 11 That, the Directors be generally and unconditionally authorised, in accordance with section 551 of the Companies Act 2006, to exercise all the powers of the Company to allot Relevant Securities (as defined in the notes to this Notice):

a. comprising equity securities (as defined by section 560 of the Companies Act 2006 (the “**2006 Act**”)) up to an aggregate nominal amount of £59,462 (such

amount to be reduced by the nominal amount of any Relevant Securities allotted under paragraph 11b. below) in connection with an offer by way of a rights issue:

- i. to holders of ordinary shares of the Company in proportion (as nearly as may be practicable) to their respective holdings; and
- ii. 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 other arrangements as the Directors may deem necessary or expedient in relation to treasury shares, fractional entitlements, record dates, legal or practical problems in or under the laws of any territory or the requirements of any regulatory body or stock exchange; and

b. in any other case, up to an aggregate nominal amount of £29,731 (such amount to be reduced by the nominal amount of any equity securities allotted under paragraph 11a. above in excess of £29,731,

provided that this authority shall, unless renewed, varied or revoked by the Company, expire on the date which is 18 months after the date on which this resolution is passed or, if earlier, the date of the next annual general meeting of the Company save that the Company may, before such expiry, make offers or agreements which would or might require Relevant Securities to be allotted and the Directors may allot Relevant Securities in pursuance of such offer or agreement notwithstanding that the authority conferred by this resolution has expired.

This resolution revokes and replaces all unexercised authorities previously granted to the Directors to allot Relevant Securities but without prejudice to any allotment of shares or grant of rights already made, offered or agreed to be made pursuant to such authorities.

SPECIAL RESOLUTIONS

- 12 That, the name of the Company be changed to Tethyan Resources plc.
- 13 That, subject to the passing of resolutions 9 and 10, the Company's Articles of Association be amended to reflect the creation of the B Deferred Shares and the re-designation of the Existing Deferred Shares as A Deferred Shares.
- 14 That, subject to the passing of resolution 11, the Directors be and are hereby empowered, pursuant to Section 570 of the 2006 Act, to allot
 - a. equity securities (as defined by section 560 of the 2006 Act) for cash, either pursuant to the authority conferred by resolution 11 or by way of a sale of treasury shares, as if section 561(1) of the 2006 Act did not apply to any such allotment, provided that this power shall be limited to the allotment of equity securities pursuant to an offer or issue by way of rights, open offer or other pre-emptive offer:
 - (i) to the holders of ordinary shares of the Company and other persons entitled to participate therein in proportion (as nearly as may be practicable) to their respective holdings; and
 - (ii) 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 other arrangements as the Directors may deem necessary or expedient in relation to treasury shares, fractional entitlements, record dates, legal or practical problems in or under the laws of any territory or the requirements of any regulatory body or stock exchange; and
 - b. (otherwise than pursuant to paragraph 14a. above) equity securities up to an aggregate nominal amount of £17,839.

The power granted by this resolution shall expire (if not previously expired by non-fulfilment of conditions) on the date which is 18 months after the date on which this resolution is passed or, if earlier, the conclusion of the Company's next annual general

meeting (unless renewed, varied or revoked by the Company prior to or on such date) save that the Company may, before such expiry make offers or agreements which would or might require equity securities to be allotted after such expiry and the Directors may allot equity securities in pursuance of any such offer or agreement notwithstanding that the power conferred by this resolution has expired.

This resolution revokes and replaces all unexercised powers previously granted to the Directors to allot equity securities as if section 561(1) of the 2006 Act did not apply but without prejudice to any allotment of equity securities already made or agreed to be made pursuant to such authorities.

Dated: 24 June 2016

By Order of the Board

Registered office:

27-28 Eastcastle Street

London W1W 8DH

Notes:

- 1 Relevant Securities means:
 - (a) Shares in the Company other than shares allotted pursuant to:
 - (i) an employee share scheme (as defined by section 1166 of the 2006 Act);
 - (ii) a right to subscribe for shares in the Company where the grant of the right itself constituted a Relevant Security; or
 - (iii) a right to convert securities into shares in the Company where the grant of the right itself constituted a Relevant Security.
 - (b) Any right to subscribe for or to convert any security into shares in the Company other than rights to subscribe for or convert any security into shares allotted pursuant to an employee share scheme (as defined by section 1166 of the 2006 Act). References to the allotment of Relevant Securities in the resolution include the grant of such rights.
- 2 Members are entitled to appoint a proxy to exercise all or any of their rights to attend and to speak and vote on their behalf at the meeting. A Shareholder may appoint more than one proxy in relation to the Annual General Meeting provided that each proxy is appointed to exercise the rights attached to a different share or shares held by that shareholder. A proxy need not be a shareholder of the Company. A Form of Proxy which may be used to make such appointment and give proxy instructions accompanies this notice. If you do not have a Form of Proxy and believe that you should have one, or if you require additional forms, please contact Neville Registrars Limited at Neville House, 18 Laurel Lane, Halesowen, West Midlands B63 3DA.
- 3 To be valid any Form of Proxy or other instrument appointing a proxy must be received by post or (during normal business hours only) by hand to Neville Registrars Limited at Neville House, 18 Laurel Lane, Halesowen, West Midlands B63 3DA no later than 10.30 a.m. on 18 July 2016.
- 4 The return of a completed Form of Proxy will not prevent a shareholder attending the Annual General Meeting and voting in person if he/she wishes to do so.
- 5 Pursuant to Regulation 41 of the Uncertificated Securities Regulations 2001, entitlement to attend and vote at the Annual General Meeting and the number of votes which may be cast thereat will be determined by reference to the register of members of the Company (the "Register of Members") at close of business on the day which is two days before the date of the meeting (or in the case of an adjournment as at close of business on the day which is two days before the date of the adjourned meeting). Changes to entries on the Register of Members after that time shall be disregarded in determining the rights of any person to attend and vote at the Annual General Meeting.
- 6 CREST members who wish to appoint a Proxy or Proxies through the CREST electronic Proxy appointment service may do so for the Annual General Meeting and any adjournment thereof by using the procedures described in the CREST manual. CREST personal 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. All messages relating to the appointment of a Proxy or an instruction to a previously appointed Proxy must be transmitted so as to be received by Neville Registrars Limited (**ID: 7RA11**) no later than 10.30 a.m. on 18 July 2016. Normal system timings and limitations will apply in relation to the input of CREST Proxy Instructions. It is therefore the responsibility of the CREST member concerned to take such action as shall be necessary to ensure that a message is transmitted by means of the CREST system by any particular time. In this connection, CREST members and, where applicable their CREST sponsor(s) or voting service provider(s) 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 as amended
- 7 Pursuant to regulation 41 of the Uncertificated Securities Regulations 2001, only shareholders registered in the register of members of the Company as at 10.30 a.m. on 18 July 2016 shall be entitled to attend and vote at the Annual General Meeting in respect of the number of shares registered in their name at such time. If the Annual General Meeting is adjourned, the time by which a person must be entered on the register of members of the Company in order to have the right to attend and vote at the adjourned meeting is 6.00 p.m. on the day preceding the date fixed for the adjourned meeting. Changes to the register of members after the relevant times shall be disregarded in determining the rights of any person to attend and vote at the meeting.
- 8 As at 23 June 2016 (being the latest practicable date prior to the publication of this document), the Company's issued share capital consists of 535,158,978 Ordinary Shares of 0.1 pence each and which each carry one vote and 368,716,729 Deferred Shares which do not carry any votes. Therefore, the total voting rights in the Company as at 23 June 2016 will be 535,158,978
- 9 A corporation which is a member can appoint one or more corporate representatives who may exercise, on its behalf, all its powers as a member provided that, on a poll, if more than one corporate representative purports to exercise powers over the same share as another corporate representative, that power will be treated as not exercised.