

THIS DOCUMENT AND THE ENCLOSED FORM OF PROXY ARE IMPORTANT AND REQUIRE YOUR IMMEDIATE ATTENTION. If you are in any doubt about the contents of this document or as to the action you should take, you are recommended to seek your own personal financial advice from your stockbroker, bank manager, solicitor, accountant or other independent financial adviser authorised under the Financial Services and Markets Act 2000 (as amended), if you are resident in the United Kingdom or, if not, from another appropriately authorised independent financial adviser.

If you have sold or transferred all of your shares in Goldplat plc, please send this document and 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 onward transmission to the purchaser or transferee.

The Directors, whose names appear on page 4 of this document, and the Company accept responsibility, collectively and individually, for the information contained in this document. To the best of the knowledge and belief of the Directors and the Company (who have taken all reasonable care to ensure that such is the case), the information contained in this document is in accordance with the facts and does not omit anything likely to affect the import of such information.

Application will be made to the London Stock Exchange for the Placing Shares to be admitted to trading on AIM. It is expected that Admission of the Placing Shares will become effective and that dealings will commence on 30 December 2010. The Placing Shares will, on Admission, rank *pari passu* in all respects with the Existing Ordinary Shares and will rank in full for all dividends and other distributions declared, made or paid in respect of, the Existing Ordinary Shares after Admission.

GOLDPLAT PLC

(Incorporated in England and Wales under the Companies Act 1985 (as amended) with registered number 5340664)

Proposed Placing by WH Ireland Limited of up to 55,000,000 new Ordinary Shares of 1p each at a price of 10 pence per share

and

Notice of General Meeting

Your attention is drawn to the letter from the Chairman of the Company which is set out on pages 4 to 8 of this document and which recommends you to vote in favour of the Resolution to be proposed at the General Meeting referred to below.

WH Ireland Group plc, which is authorised and regulated in the United Kingdom by the Financial Services Authority, is acting as nominated adviser, broker and financial adviser to the Company in connection with the matters described in this document. Persons receiving this document should note that WH Ireland Group plc will not be responsible to anyone other than the Company for providing the protections afforded to customers of WH Ireland Group plc or for advising any other person on the arrangements described in this document. WH Ireland Group plc has not authorised the contents of, or any part of, this document and no liability whatsoever is accepted by WH Ireland Group plc for the accuracy of any information or opinions contained in this document or for the omission of any information.

The Placing Shares will not be registered under the United States Securities Act of 1933 (as amended) or under the securities laws of any state of the United States or qualify for distribution under any of the relevant securities laws of Canada, Australia or Japan, nor has any prospectus in relation to the Placing Shares been lodged with, or registered by, the Australian Securities and Investments Commission or the Japanese Ministry of Finance. Accordingly, subject to certain exceptions, the Placing Shares may not be, directly or indirectly, offered, sold, taken up, delivered or transferred in or into the United States, Canada, Australia or Japan. Overseas Shareholders and any person (including, without limitation, custodians nominees and trustees) who have a contractual or other legal obligation to forward this document to a jurisdiction outside the UK should seek appropriate advice before taking any action.

Notice of a General Meeting of Goldplat plc, to be held at Coveham House, Downside Bridge Rd., Cobham, KT11 3EP, Surrey on Wednesday 29 December 2010 at 11 a.m., is set out at the end of this document. To be valid the accompanying Form of Proxy for use in connection with the meeting should be completed, signed and returned as soon as possible and, in any event, so as to reach the Company's registrars, Share Registrars Limited, Suite E, First Floor, 9 Lion and Lamb Yard, Farnham, Surrey, GU9 7LL by not later than 48 hours (excluding non business days) before the meeting or any adjourned meeting. Completion and return of a Form of Proxy will not preclude Shareholders from attending and voting at the Extraordinary General Meeting should they so wish.

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PLACING STATISTICS

Placing Price	10 pence
Number of Existing Ordinary Shares	112,120,000
Maximum number of Ordinary Shares to be issued pursuant to the Placing	55,000,000
Maximum number of Ordinary Shares in issue following the Placing	167,120,000
Maximum total proceeds of the Placing (before expenses)	£5.5m
Placing Shares as a maximum percentage of the existing issued share capital	32.9%

EXPECTED TIMETABLE OF PRINCIPAL EVENTS

This document posted to Shareholders (by first class post)	Monday 13 December 2010
Latest time and date for receipt of Form of Proxy	11 a.m. on Friday 23 December 2010
General Meeting	11 a.m. on Wednesday 29 December 2010
Admission and dealings in the Placing Shares expected to commence on AIM	8 a.m. on Thursday 30 December 2010
Where applicable, expected date for CREST accounts to be credited in respect of Placing Shares in uncertificated form	8 a.m. on Thursday 30 December 2010
Where applicable, expected date for posting of share certificates for Placing Shares	By 11 January 2011

If any of the details contained in the expected timetable above should change, the revised times and dates will be notified to Shareholders by means of an announcement through the Regulatory Information Service. All events listed in the above timetable following the General Meeting are conditional on the passing of the Resolutions at the General Meeting.

LETTER FROM THE CHAIRMAN OF GOLDPLAT PLC

(Incorporated in England and Wales under the Companies Act 1985 (as amended) with registered number: 5340664)

Directors:

Brian Moritz (*Non-Executive Chairman*)
Demetri Manolis (*Chief Executive Officer*)
Ian Visagie (*Finance Director*)

Registered office:

Third Floor
55 Gower Street
London
WC1E 6HQ

To the holders of Ordinary Shares and, for information only, to the holders of options over Ordinary Shares

13 December 2010

Dear Shareholder,

Proposed placing by WH Ireland Limited of up to 55,000,000 new Ordinary Shares of 1p each at a price of 10 pence per share and Notice of General Meeting

Introduction

The Board of Goldplat announced today that it intends to raise up to £5.5 million by way of a share placing by WH Ireland Limited in order to enable the Company to fund the acquisition of the Banka Project via the proposed acquisition of Gulf Coast Resources Limited, and the Company's exploration and feasibility studies on its mining assets and also provide additional working capital.

The Placing is conditional, *inter alia*, upon the passing of the Resolutions by Shareholders to authorise the Directors to allot additional Ordinary Shares for cash up to a maximum of £841,712 in nominal value on a non pre-emptive basis in certain specified circumstances. Accordingly, the General Meeting is being convened for the purpose of considering the Resolutions to approve these authorities. Further details of the Resolutions are set out below.

The purpose of this document is to provide you with information about the background to and the reasons for the Placing, to explain why the Board considers the Placing to be in the best interests of the Company and its Shareholders as a whole and why the Directors recommend that you vote in favour of the Resolutions to be proposed at the GM, notice of which is set out at the end of this document.

Background and reasons for the Placing

The Company has historically funded its mining exploration activities from the cashflows generated from its gold recovery operations. The Company has secured what it considers to be prospects with significant resource and production potential. It now wishes to accelerate the development of its assets and in particular the Nyieme Project and, subject to completion of its acquisition, the Banka Project towards JORC standard resources and fund their feasibility studies. The funds received from the Placing will allow the Company to develop these assets at a much greater pace than if it had to fund them from its internally generated cashflow. In addition the Company believes it will gain access to further gold mining assets and wishes to have sufficient cash resources to pursue future acquisitions.

Recent Events and Prospects

As outlined in the report and accounts for the year ended June 2010, the Company's two gold recovery businesses in South Africa and Ghana have performed strongly and gold production increased slightly to 21,461 oz Au (2009: 21,068 oz Au), comprising 17,263 oz Au in South Africa and 4,198 oz Au in Ghana. In terms of stockpiles, as at the financial year end the Company had approximately 34,000 oz of contained gold in stockpiles at its South African plant and 20,900 oz of contained gold in stockpiles in Ghana.

Development of Kilimapesa Gold (Pty) Ltd. ('Kilimapesa'), the Company's Kenyan gold mining operation towards commercial production, has been slowed by delays in the issue of the mining licence. However, the issue of the licence has been progressed since the end of the financial year and as announced on 23 August 2010 the Commissioner of Mines has approved the commercial production of gold pending finalisation of the issue of the mining licence.

In the year ended 30 June 2010 the Company's operating profit grew by 13 per cent. from £1.82m to £2.06 m compared to the prior year.

In terms of exploration at Kilimapesa, in October 2009 the Company announced an initial JORC-compliant resource. The underground gold resource estimate totalled 1.65Mt at 2.44 g/t Au for 129,000 oz Au at a cut-off grade of 1 g/t Au for all categories. The Measured and Indicated resource totals 409,000t at 2.39 g/t Au for 31,416 oz Au plus an additional 1.24Mt at 2.43 g/t for 98,000 oz Au within the Inferred category. Management has compiled an exploration and development programme to increase the resource base and to be able to commence production at other sites in the area.

In September 2010 the Company reported that Gold Recovery Ghana ('GRG'), the Company's 100 per cent. owned subsidiary, had entered into an agreement with Golden Star (Wassa) Limited ('Wassa'), under which Wassa has now commenced contract processing on gold bearing materials sourced and owned by GRG. Wassa has undertaken to process approximately 4,000 tonnes per month which is expected to produce an additional 3,000 – 4,000 oz of gold per year at Goldplat's Ghana recovery operations. This agreement increases the processing capacity of the group and has the potential to generate a significant profit for GRG.

On 25 October 2010 the Company announced positive results from its diamond drilling programme at the Nyieme Project in Burkina Faso.

The 11 hole diamond drilling ('DD') programme was completed on 15 September 2010. Five of the diamond drill intersections have returned gold grades in excess of 4 g/t, the highest value being 19.1 g/t over a width of 116cm.

The results of the drilling programme are shown below.

Hole No.	UTM Zone 30 N (WGS84)		Azimuth	Angle	Total Hole Depth	Intersections (True Width)			Width
	Easting	Northing				From	To	Au	
NYDD02	507792	1246231	290°	-55°	120	44.23m	48.20m	2.75 g/t	397 cms
Including						46.23m	48.20m	4.40 g/t	197 cms
NYDD03	507749	1246040	290°	-55°	117	83.35m	84.49m	1.14 g/t	114 cms
NYDD04	507673	1245883	290°	-55°	120	36.00m	38.00m	4.14 g/t	200 cms
Including						37.00m	38.00m	6.24 g/t	100 cms
NYDD05	507518	1245604	290°	-55°	85	44.00m	46.16m	13.33 g/t	216 cms
Including						45.00m	46.16m	19.1 g/t	116 cms
NYDD06	507545	1245592	290°	-55°	126	74.00m	75.00m	12.24 g/t	100 cms
NYDD08	507709	1245125	300°	-55°	144	132.80m	134.20m	0.63 g/t	130 cms
NYDD09	507599	1244958	300°	-55°	82	75.40m	76.40m	0.65 g/t	100 cms
NYDD10	507599	1244903	300°	-55°	115	102.15m	103.15m	1.79 g/t	100 cms
NYDD11	507506	1244767	300°	-55°	113	83.45m	84.20m	0.71 g/t	66 cms
NYDD12	507567	1245611	290°	-55°	120	77.65m	78.91m	1.81 g/t	126 cms
NYDD13	507567	1245596	290°	-55°	120	88.11m	88.61m	8.69 g/t	50 cms

On 16 November 2010 the Company announced details of an intended exploration programme on the Burkina Faso extending its exploration of the highly prospective Nyieme Project, through the implementation of an extensive programme including tight-grid soil sampling, trenching, reverse circulation drilling ('RC'), and diamond drilling, which will target 11 new areas of interest.

The exploration programme will be primarily focussed on the 5km long north-south trending geological boundary between intrusives and metasediments, but other prospective areas conforming to the exploration design parameters will also be included.

On 23 November 2010 it was announced that the Company had entered into a Memorandum of Agreement with Gulf Coast Resources Inc ('Gulf'), a Canadian mining company for the acquisition of Gulf's wholly-owned subsidiary company, Gulf Coast Resources Limited ('GCR'). GCR owns the Banka Mining Concession, a ten year renewable mining lease for gold and associated minerals covering an area of 29 square kilometres located in the Amansie East and Asante Akim South Districts of the Ashanti Region of the Republic of Ghana ('the Banka Mining Lease').

GCR holds a 90 per cent. interest in the Banka Mining Lease with the Ghana Government holding the remaining 10 per cent. as a statutory free carried or non-contributing interest. By the terms of the Banka Mining Lease, GCR was granted the exclusive right to enter, mine, extract and sell gold and diamonds from the area covered by the Banka Mining Lease subject to the terms and conditions of the Banka Mining Lease.

On 3 February 2010 GCR applied to the Ghana Government for a renewal of the Banka Mining Lease and the application is still under consideration by the Government pending which GCR has lawfully retained possession of and interest in the Banka Mining Lease.

The Memorandum of Agreement is intended to lead to the signing of a formal agreement. Goldplat has paid Gulf the sum of US\$50,000 and will undertake a due diligence review of the Banka Mining Lease and GCR.

Completion of the acquisition is conditional on:

- a. completion of successful due diligence by Goldplat,
- b. delivery by Gulf of the renewed Banka Mining Lease and an EPA Permit to Goldplat; and
- c. delivery by Gulf of a letter from the Minister of Lands and Natural Resources approving the sale of GCR and assignment of the renewed Banka Mining Lease to Goldplat.

Following the satisfaction or waiver of these conditions Goldplat will purchase GCR and the 90 per cent. interest in the Banka Mining Lease (excluding Plant and Machinery) for a consideration of US\$1,500,000 subject to the retention by Gulf of a 1.5 per cent. Net Smelter Return on all gold production from the Banka Mining Lease. The Company will pay US\$1,000,000 on the completion of due diligence and the renewed Banka Mining Lease, and a final US\$500,000 on the first anniversary of that payment.

Table 1 outlines a non-JORC compliant mineral resource statement calculated from previous exploration programmes. It comprises resources from Zones B and C at the Banka Project and is calculated to 100m below surface. This resource is limited in its aerial extent however collation of all the current data available will result in a clearer understanding of the orebody.

Table 1

<i>Location</i>	<i>Classification</i>		<i>Grade (g/t)</i>	<i>Tonnes</i>	<i>Oz Au</i>
C-Zone Block 1	Indicated	Reef	3.90	13,700	1,718
C-Zone Block 2	Indicated	Grit/reef	3.27	372,100	39,126
C-Zone Block 3	Inferred	Reef	1.75	540,000	30,386
B-Zone	Inferred	Reef	3.35	1,263,600	136,111
Total			<u>2.95</u>	<u>2,189,400</u>	<u>207,341</u>

Trading since 1 July 2010 has continued to be satisfactory and in accordance with market expectations.

The Placing

The Company proposes to raise up to £5.5 million (£5.2 million net of expenses) through the issue of the Placing Shares at the Placing Price. The maximum number of Placing Shares would represent approximately 32.9 per cent. of the Company's issued ordinary share capital immediately following Admission of the Placing Shares.

WH Ireland has entered into the Placing Agreement with the Company whereby it has agreed to use its reasonable endeavours, as agent for the Company, to procure placees for the Placing Shares. The Placing is not underwritten. The Placing Agreement is conditional upon, *inter alia*, the Resolutions being duly passed at the GM and Admission becoming effective on or before 8.00 a.m. on 30 December 2010 (or such later time and date as the Company and WH Ireland may agree, but not later than 31 January 2011). The Placing Agreement contains warranties from the Company in favour of WH Ireland in relation to, *inter alia*, the accuracy of the information in this document and other matters relating to the Company and its business. In addition, the Company has agreed to indemnify WH Ireland in relation to certain liabilities it may incur in respect of the Placing. WH Ireland has the right to terminate the Placing Agreement in certain circumstances prior to Admission of the Placing Shares, in particular, in the event of a material breach of the warranties. Under the terms of the Placing Agreement, conditional upon Admission taking place, the Company will issue 1,671,200 warrants to WH Ireland at an exercise price equal to the Placing Price and exercisable for up to three years following Admission.

Settlement and Dealings

Application will be made to the London Stock Exchange for the Placing Shares to be admitted to trading on AIM. It is expected that such Admission will occur at 8.00 a.m. on Thursday 30 December 2010.

Admission is subject to the passing of the Resolution at the General Meeting and to the Placing Agreement becoming unconditional in all respects (save only for the passing of the Resolutions and Admission) and not being terminated in accordance with its terms.

The Placing Shares will, when issued, rank *pari passu* in all respects with the Existing Ordinary Shares including the right to receive dividends and other distributions declared following the Placing.

Use of Proceeds

The net proceeds of the Placing of approximately £5.2m are expected to be applied as follows:

- approximately £1m will be used for the purchase of the Banka mining lease via the proposed acquisition of Gulf Coast Resources Limited
- approximately £2m is expected to be used for exploration, drilling and feasibility studies on the Banka Project
- approximately £2m is expected to be used for exploration, drilling and feasibility studies on the Nyieme Project
- the balance of the funds of approximately £0.2m after placement expenses is for general working capital purposes.

General Meeting

A notice is set out at the end of this document convening the General Meeting to be held at Coveham House, Downside Bridge Rd., Cobham, KT11 3EP, Surrey on Wednesday 29 December 2010 at 11 a.m. for the purposes of considering and, if thought fit, passing the Resolutions.

The Resolutions will be proposed as an ordinary resolution in the case of resolution 1 and as a special resolution in the case of resolution 2 to:

- authorise the Directors to allot relevant securities up to £841,712 in nominal value provided that such authority shall expire at the 2011 Annual General Meeting of the Company and
- dis-apply Shareholders' statutory pre-emption rights (which require a company to offer all allotments for cash first to existing shareholders in proportion to their holdings) in relation to (i) the allotment of the Placing Shares; (ii) other than pursuant to (i) above, the allotment of up to an aggregate nominal amount of £275,000 (representing 16.4 per cent. of the nominal value of the issued ordinary share capital of the Company assuming issue of the maximum number of Placing Shares) provided that

such authority shall expire at the 2011 Annual General Meeting of the Company; and (iii) the grant of a right to subscribe for, or to convert any equity securities into Ordinary Shares up to a maximum aggregate nominal value of £16,712.

Action to be Taken

A Form of Proxy is enclosed for use at the GM. Whether or not you are able to attend the GM, you are requested to complete the Form of Proxy and return it in accordance with the instructions provided on it as soon as possible and, in any event, so as to be received by Share Registrars Ltd. no later than 11.00 a.m. on Friday 24 December 2010.

The fact that you have completed a Form of Proxy will not preclude you from attending and voting in person if you so wish.

Recommendations

The Board considers the Placing to be in the best interests of the Company and its Shareholders as a whole. Accordingly, the Board unanimously recommends that Shareholders vote in favour of the Resolution to be proposed at the General Meeting, as they intend to do in respect of all their Ordinary Shares representing approximately 1.38 per cent. of the current issued share capital of the Company.

Yours faithfully,

Brian Moritz
Chairman

DEFINITIONS

The following words and expressions shall have the following meanings in this document unless the context otherwise requires:

“Act”	the Companies Act 2006 as amended
“Admission”	Admission of the Placing Shares to trading on AIM becoming effective in accordance with Rule 6 of the AIM Rule
“AIM”	the AIM market operated by the London Stock Exchange
“AIM Rules”	the rules for AIM companies as published by the London Stock Exchange from time to time
“Articles”	the articles of association of the Company
“Banka Project”	the Company’s interest in the Banka mining lease area in which it has entered into a Memorandum of Agreement to purchase
“Board” or “Directors”	the directors of the Company
“Company” or “Goldplat”	Goldplat plc, a company registered in England and Wales with registered number 5340664
“CREST”	the computerised settlement system to facilitate transfer of title to or interests in securities in uncertificated form operated by Euroclear UK & Ireland Limited
“EPA”	Environment Protection Agency
“Existing Ordinary Shares”	112,120,000 Ordinary Shares currently in issue
“Form of Proxy”	the Form of Proxy for use at the General Meeting which accompanies this document
“JORC”	the Australasian Joint Ore Reserves Committee, which is sponsored by the Australian mining industry
“General Meeting” or “GM”	the General Meeting of the Company, notice of which is set out at the end of this document
“London Stock Exchange”	London Stock Exchange plc
“Notice of General Meeting”	the notice of the General Meeting, which is set out at the end of this document
“Nyieme Project”	the Company’s option over the 246 sq km Nyieme exploration licence area in Burkina Faso
“Ordinary Shares”	ordinary shares of 1p each in the capital of the Company
“Placing”	the issue of the Placing Shares pursuant to the Placing Agreement
“Placing Agreement”	the conditional agreement dated 10 December, 2010 and made between WH Ireland and the Company in relation to Placing, further details of which are set out in the letter from the Chairman of the Company included within this document

“Placing Price”	10p per Ordinary Share
“Placing Shares”	the new Ordinary Shares to be allotted and issued credited as fully paid pursuant to the Placing
“Resolutions”	the resolutions set out in the Notice of General Meeting
“Shareholder(s)”	holder(s) of Ordinary Shares
“UK” or “United Kingdom”	the United Kingdom of Great Britain and Northern Ireland
“uncertificated” or “in uncertificated form”	a share or security recorded in the Company’s register of members as being held in uncertificated form, title to which may be transferred by means of CREST
“WH Ireland”	WH Ireland Limited, the Company’s broker and Nominated Adviser

GOLDPLAT PLC

(Registered in England No 5340664)

NOTICE is given that a General Meeting of the above Company will be held at Coveham House, Downside Bridge Rd., Cobham, KT11 3EP, Surrey on Wednesday 29 December 2010 at 11 am when the following Resolutions (proposed as an Ordinary Resolution in the case of resolution 1 and as a Special Resolution in the case of resolution 2) will be considered and, if thought fit, approved;

ORDINARY RESOLUTION

- 1 That in substitution for all existing authorities under the following section to the extent unutilised, the Directors be generally and unconditionally authorised pursuant to Section 551 of the Companies Act 2006 (the "Act") to allot equity securities (within the meaning of section 560) up to an aggregate nominal amount of £841,712. The authority referred to in this resolution shall be in substitution for all other existing authorities, and shall expire (unless previously renewed, varied or revoked by the Company in general meeting) at the conclusion of the 2011 Annual General Meeting of the Company. The Company may, at any time prior to the expiry of the authority, make an offer or agreement which would or might require equity securities to be allotted after the expiry of the authority and the Directors are hereby authorised to allot equity securities in pursuance of such offer or agreement as if the authority had not expired.

SPECIAL RESOLUTIONS

- 2 That in substitution for all existing authorities to the extent unutilised, the Directors, pursuant to Section 570 of the Act, be empowered to allot equity securities (within the meaning of Section 560 of the Act) for cash pursuant to the authority conferred by Resolution 1 as if Section 561(1) of the Act did not apply to any such allotment provided that this power shall be limited to:
 - (a) the allotment of equity securities where such securities have been offered (whether by way of a rights issue, open offer or otherwise) to the holders of ordinary shares in the capital of the Company in proportion (as nearly as may be) to their holdings of such ordinary shares but subject to such exclusions or other arrangements as the Directors may deem necessary or expedient to deal with equity securities representing fractional entitlements and with legal or practical problems under the laws of, or the requirements of, any regulatory body or any stock exchange in, any territory; and
 - (b) the allotment, other than pursuant to (a) above, of equity securities:
 - (i) arising from the exercise of options and warrants outstanding at the date of this resolution;
 - (ii) other than pursuant to (i) above, pursuant to the Placing (as defined in the Circular of the Company dated 13 December 2010) up to an aggregate nominal value of £550,000;
 - (iii) the grant of a right to subscribe for, or to convert any equity securities into Ordinary Shares in connection with (whether directly or indirectly) the Placing up to a maximum aggregate nominal amount of £16,712; and
 - (iv) other than pursuant to (i), (ii) and (iii) above, up to an aggregate nominal value of £95,500,

and this power shall, unless previously revoked or varied by special resolution of the Company in general meeting, expire at the conclusion of the 2011 Annual General Meeting of the Company. 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 are hereby empowered to allot equity securities in pursuance of such offers or agreements as if the power conferred hereby had not expired.

By Order of the Board

Stephen Ronaldson
Company Secretary

13 December 2010

Registered office:

Third Floor
55 Gower Street
London WC1E 6HQ

NOTES TO THE NOTICE OF GENERAL MEETING

Entitlement to attend and vote

1. Pursuant to Regulation 41 of the Uncertificated Securities Regulations 2001, the Company specifies that only those members registered on the Company's register of members 48 hours excluding any part of a day that is not a working day, before the time of the Meeting shall be entitled to attend and vote at the Meeting.

Appointment of proxies

2. If you are a member of the Company at the time set out in note 1 above, you are entitled to appoint a proxy to exercise all or any of your rights to attend, speak and vote at the Meeting and you should have received a proxy form with this notice of meeting. You can only appoint a proxy using the procedures set out in these notes and the notes to the proxy form.
3. 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 will need to appoint your own choice of proxy (not the Chairman) and give your instructions directly to them.
4. 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, please contact the registrars of the Company, Share Registrars Limited on 01252 821 390.
5. A vote withheld is not a vote in law, which means that the vote will not be counted in the calculation of votes for or against the resolution. If no voting indication is given, your proxy will vote or abstain from voting at his or her discretion. Your proxy will vote (or abstain from voting) as he or she thinks fit in relation to any other matter which is put before the Meeting.

Appointment of proxy using hard copy proxy form

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

To appoint a proxy using the proxy form, the form must be:

- completed and signed;
- sent or delivered to Share Registrars Limited at Suite E, First Floor, 9 Lion and Lamb Yard, Farnham, Surrey GU9 7LL or by facsimile transmission to 01252 719 232; and
- received by Share Registrars Limited no later than 48 hours (excluding non business days) prior to the Meeting.

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.

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.

Appointment of proxy by joint members

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

Changing proxy instructions

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

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

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

Termination of proxy appointments

9. In order to revoke a proxy instruction you will need to inform the Company using one of the following methods:
 - By sending a signed hard copy notice clearly stating your intention to revoke your proxy appointment to Share Registrars Limited at Suite E, First Floor, 9 Lion and Lamb Yard, Farnham, Surrey GU9 7LL; or
 - by facsimile transmission to 01252 719 232. In the case of a member which is a company, the revocation notice must be executed under its common seal or signed on its behalf by an officer of the company or an attorney for the company.

Any power of attorney or any other authority under which the revocation notice is signed (or a duly certified copy of such power or authority) must be included with the revocation notice. In either case, the revocation notice must be received by Share Registrars Limited no later than 48 hours (excluding non business days) prior to the Meeting.

If you attempt to revoke your proxy appointment but the revocation is received after the time specified then, subject to the paragraph directly below, your proxy appointment will remain valid.

Appointment of a proxy does not preclude you from attending the Meeting and voting in person. If you have appointed a proxy and attend the Meeting in person, your proxy appointment will automatically be terminated.

Issued shares and total voting rights

10. As at 13 December 2010, the Company's issued share capital comprised 112,120,000 ordinary shares of £0.01 each. Each ordinary share carries the right to one vote at a General Meeting of the Company and, therefore, the total number of voting rights in the Company as at 13 December 2010 is 112,120,000.

Communications with the Company

11. Except as provided above, members who have general queries about the Meeting should telephone Stephen Ronaldson on 020 7580 6075 (no other methods of communication will be accepted). You may not use any electronic address provided either in this notice of general meeting; or any related documents (including the chairman's letter and proxy form), to communicate with the Company for any purposes other than those expressly stated.

