

This document is important. If you are in any doubt about what action you should take, you are recommended to consult your financial adviser. If you have sold or transferred all your shares, you should send this document and the Form of Proxy to the purchaser or to the stockbroker or other agent through whom the sale or transfer was effected, for transmission to the purchaser or transferee.

Registered number: 01919797
Registered office: Trifast House, Bellbrook Park, Uckfield, East Sussex, TN22 1QW

31 July 2014



Dear Shareholder

Annual General Meeting

This letter explains the business to be conducted at this year's Annual General Meeting ("AGM"), which is to be held at Trifast House, Bellbrook Park, Uckfield, East Sussex, TN22 1QW, on 18 September 2014 at 12.00 noon.

Ordinary Business

1 Report and Accounts

The Directors must present their Report and the Annual Accounts to the Meeting. This gives shareholders the opportunity to ask questions on the content before voting on the resolution.

2-3 Remuneration Report and Remuneration Policy

Following recent changes to the UK Companies Act 2006, it is necessary to seek separate shareholder approval for the Directors' Remuneration Report and Directors' Remuneration Policy. If the Directors' Remuneration Policy is changed in the future it will need to be approved by shareholders at the next general meeting of the Company, but otherwise will not be put before shareholders for a three year period.

4 Dividend

The Board are recommending a final dividend of 1.00 pence per ordinary share.

5-8 Re-election/election of Directors

In accordance with the Articles of Association one third of the Board retires each year. Accordingly, Jim Barker, Mark Belton, Glenda Roberts and Neil Chapman are offering themselves for re-election.

Biographical details for all Directors can be found in the Report and Accounts.

9 Appointment of Auditors

KPMG Audit plc have notified the Company that they are not seeking reappointment. An ordinary resolution will be proposed to appoint KPMG LLP as the Company's Auditors to hold office until the conclusion of the next general meeting at which accounts are laid before the Company.

10 Remuneration of the Auditors

An ordinary resolution will be proposed to authorise the Directors to determine the remuneration payable to the Auditors.

Special Business

11 Authority to allot relevant securities

At the Company's last AGM, shareholders authorised the Directors, under section 551 of the Companies Act 2006 and the Company's Articles of Association, to allot ordinary shares and grant other share rights without the prior consent of shareholders. It is proposed by ordinary resolution to seek renewal of this authority and to so authorise the Directors for the period until the AGM in 2015, or if sooner, 18 December 2015. The £1,890,907 nominal amount of the ordinary shares to which this authority relates (referred to as the Section 551 Amount) represents approximately 33% of the nominal amount of issued share capital of the Company as at the date hereof. The Directors have no present intention of exercising this authority

12 Disapplication of pre-emption rights

Also at the Company's last AGM, the Directors were empowered to allot ordinary shares for cash without first being required to offer such shares to existing shareholders pursuant to section 561 of the Companies Act 2006 and the Company's Articles of Association. It is proposed by special resolution that this authority also be renewed for the same period as the authority under Resolution 11. The £283,636 nominal amount of ordinary shares to which this authority relates (referred to as the Section 561 Amount) represents approximately 5% of the issued share capital of the Company as at the date hereof.

13 Authority to purchase shares

This special resolution seeks authority for the Company to make market purchases of its own shares. If passed, the resolution gives authority for the Company to purchase up to 11,345,441 ordinary shares, representing approximately 10% of the Company's issued share capital (excluding treasury shares) as at the date hereof.

The resolution specifies the minimum and maximum prices which may be paid for any shares purchased under this authority. The authority will expire at the AGM in 2015 or, if sooner, 18 December 2015.

The Directors only intend to exercise the authority to purchase shares where they consider that such purchases will be in the best interests of shareholders generally and will result in an increase in earnings per share.

The Company may either cancel any shares it purchases under this authority or transfer them into treasury (and subsequently sell or transfer them out of treasury or cancel them).

14 Notice periods for general meetings

The Companies Act 2006 allows shareholders to approve a shorter notice period than 21 clear days to apply to general meetings, which cannot however be less than 14 clear days. (Annual General Meetings will continue to be held on at least 21 clear days' notice).

In order to enable Directors to be able to utilise this ability, Resolution 14 seeks such approval. The approval will be effective until the Company's next AGM, when it is intended that a similar resolution will be proposed.

15 Adoption of Employee Share Plan

Following the vesting of historic long-term incentive awards, the Remuneration Committee of the Board of Directors of the Company (the "Committee") has reviewed the current incentive arrangements for the Executive Directors and has identified the need for a new incentive structure which:

- Better reflects the Company's future business strategy;
- Provides a stronger link between reward and corporate performance in order to appropriately retain and motivate the Executive Directors who are critical to executing the business strategy;
- Incorporates more flexible and strategically aligned performance metrics;
- Provides a simplified and clearly understood structure with an appropriate probability of payout where justified by performance; and
- Aligns the interests of shareholders and Executive Directors and senior management more closely over the longer term by providing a greater exposure to share price movements and sustained year-on-year performance.

The proposed incentive structure aims to deliver an appropriate mix of cash and shares dependent on financial and strategic performance and will be subject to forfeiture. This approach will ensure that strong year-on-year corporate performance is rewarded. The focus on annual performance, as an element of the new incentive, will also ensure that the Committee retains the flexibility to select targets which drive shareholder value in a highly uncertain and challenging economic and business environment.

As detailed in the proposed Directors' Remuneration Policy, share awards granted under the Trifast plc Employee Share Plan (the "Plan") will be linked to the annual bonus. Under the proposed policy, an individual can earn an annual bonus payment of up to 200% of salary which will be delivered partly in cash and shares.

For each Executive Directors the mix between the cash bonus and deferred equity award is dependent on the level of performance:

- Below threshold performance will result in no bonus being paid
 - Threshold performance will result in a 35% cash bonus (as a percentage of salary) and 70% deferred equity award
 - On target performance will result in a 50% cash bonus and 100% deferred equity award
 - Above target performance will result in a cash bonus varying between 50% and 100% and a 100% deferred equity award.
- The maximum cash bonus will require significant out-performance with regard to the threshold.

Performance will be measured against demanding performance conditions which provide direct alignment with the short and longer term operational targets of the Company. These targets and the resulting bonus payments will be disclosed in full in the Company's remuneration report.

The vesting of the shares awarded to the Executive Directors under the Plan are subject to continuity of employment over a 3 year period and a minimum level of corporate performance. This structure will be balanced with the introduction of a formal shareholding requirement which requires the Executive Directors to build up and maintain shareholding of at least 250,000 shares in the Company over the longer term.

The Committee believes that the proposed new Plan provides strong alignment between employees and shareholders and will support the drive for sustained performance that will lead to the creation of value for our shareholders. Details of the Plan are set out in Annexure 1. It should be noted that the Plan can also be used to provide share incentives to senior management either as an award linked to the annual bonus or as a stand-alone share award with forward looking performance conditions.

16 Adoption of Save As You Earn Scheme

The Save as You Earn Scheme ("SAYE") replaces the Company's existing Save As You Earn plan which expires in 2014.

The proposed new SAYE is similar to the plan it replaces and its purpose is to encourage executive directors and employees to acquire equity interests in the Company. The SAYE offers three and five year savings contracts which provide an option to purchase shares after maturity at a discount to the share price on the date that invitations to participate in the SAYE are issued (the maximum discount is 20% of the market value of an ordinary share).

Details of the proposed new SAYE are set out in Annexure 2.

Form of Proxy

You will find enclosed the Form of Proxy for use at the AGM. You are asked to complete and return it to the Company's Registrar as soon as possible, and in any event, not later than 12 noon on the day that is two working days prior to the Meeting.

The return of the Form of Proxy will not prevent you from attending the AGM and voting in person should you wish.

Recommendation

The Directors believe that the proposals set out in the Notice of Meeting are in the best interests of the shareholders as a whole. Accordingly, they unanimously recommend that you vote in favour of these resolutions, as they intend to do in respect of their own beneficial shareholdings.

Yours sincerely

Malcolm Diamond MBE
Chairman

NOTICE OF ANNUAL GENERAL MEETING

TRIFAST PLC

NOTICE OF MEETING

Notice is hereby given that the Annual General Meeting of Trifast plc will be held at Trifast House, Bellbrook Park, Uckfield, East Sussex, TN22 1QW on 18 September 2014 at 12 noon for the following purposes:

ORDINARY RESOLUTIONS

- 1 To consider the Company's accounts and the reports of the Directors and Auditors for the year ended 31 March 2014.
- 2 To receive and approve the Directors' Remuneration Report (other than the part containing the Directors' remuneration policy) contained in the annual report and accounts.
- 3 To receive and approve the Directors' remuneration policy contained in the Directors' Remuneration Report.
- 4 To declare a dividend.
- 5 To re-elect Jim Barker as a Director.
- 6 To re-elect Mark Belton as a Director.
- 7 To re-elect Glenda Roberts as a Director.
- 8 To re-elect Neil Chapman as a Director.
- 9 To appoint KPMG LLP as Auditors of the Company to hold office until the conclusion of the next general meeting at which accounts are laid before the Company.
- 10 To authorise the Directors to fix the remuneration of the Auditors.

As special business, to consider and, if thought fit, pass the following resolutions (resolutions 11, 15 and 16 are proposed as ordinary resolutions and resolutions 12, 13 and 14 as special resolutions):

- 11 THAT the authority and power conferred on the Directors by the Company's Articles of Association to allot shares in the Company or to grant rights to subscribe for, or to convert any security into, shares in the Company be renewed for the period ending on the date of the Annual General Meeting in 2015 or 18 December 2015, whichever is the earlier, and for such period the Section 551 Amount be £1,890,907.

SPECIAL RESOLUTIONS

- 12 THAT the authority and power conferred on the Directors by the Company's Articles of Association to allot equity securities or to sell treasury shares wholly for cash be renewed for the period ending on the date of the Annual General Meeting in 2015 or 18 December 2015, whichever is the earlier:
 - (a) in connection with a rights issue; or
 - (b) otherwise than in connection with a rights issue, with a Section 561 Amount of £283,636.
- 13 THAT the Company be and is hereby generally and unconditionally authorised to make market purchases (within the meaning of Section 693(4) of the Companies Act 2006 (the "Act")) of ordinary shares of 5p each in the capital of the Company ("ordinary shares") provided that:
 - (a) the maximum number of ordinary shares which may be purchased is 11,345,441 ordinary shares;
 - (b) the maximum price at which ordinary shares may be purchased is an amount equal to 5% above the average of the middle market quotations for the ordinary shares as taken from the London Stock Exchange Daily Official List for the five business days preceding the date of purchase and the minimum price is 5p per ordinary share (in both cases exclusive of expenses);
 - (c) the authority to purchase conferred by this resolution shall expire on the date of the Annual General Meeting in 2015 or, if earlier, 18 December 2015 save that the Company may, before such expiry, enter into a contract to purchase ordinary shares under which such purchases will or may be completed or executed wholly or partly after the expiration of this authority and may make a purchase of ordinary shares in pursuance of any such contract; and

- (d) all ordinary shares purchased pursuant to the said authority shall be either:
 - (i) cancelled immediately upon completion of the purchase; or
 - (ii) held, sold, transferred or otherwise dealt with as treasury shares in accordance with the provisions of the Act.

14 THAT a general meeting other than an Annual General Meeting may be called on not less than 14 clear days' notice.

ORDINARY RESOLUTIONS

- 15 THAT the employee share plan summarised at Annexure 1 to this notice (the **"Employee Share Plan"**) and to be constituted by the draft rules produced to the Meeting be approved (subject to such modification as the Directors may consider necessary or desirable to take account of any applicable statutory or regulatory requirements or prevailing practice) and that the Directors be and are hereby authorised to take all actions that they consider necessary, desirable or expedient to implement and establish the Employee Share Plan.
- 16 THAT the Save As You Earn scheme summarised at Annexure 2 to this notice (the **"SAYE Scheme"**) and to be constituted by the draft rules produced to the Meeting be approved (subject to such modification as the Directors may consider necessary or desirable to take account of any applicable statutory or regulatory requirements or prevailing practice) and that the Directors be and are hereby authorised to take all actions that they consider necessary, desirable or expedient to implement and establish the SAYE Scheme.

A member entitled to attend and vote is entitled to appoint a proxy or proxies to attend, speak and vote on his/her behalf at the Meeting. If more than one proxy is appointed each proxy must be appointed in respect of different shares held by that member. A proxy need not be a member of the Company.

By order of the Board,

Mark Belton
Company Secretary

31 July 2014
Registered office:
Trifast House
Bellbrook Park
Uckfield
East Sussex
TN22 1QW

NOTES:

- 1 A Form of Proxy is enclosed. The appointment of a proxy will not prevent a shareholder from subsequently attending and voting at the Meeting in person, in which case any votes cast by the proxy will be excluded.
- 2 To be effective the instrument appointing a proxy, and (failing prior registration) any letter or power of attorney under which it is executed (or a duly certified copy thereof) must be deposited at Computershare Investor Services PLC, The Pavilions, Bridgwater Road, Bristol, BS99 6ZY.

As an alternative to completing the hard copy proxy form, shareholders can vote and appoint a proxy electronically by going to the following website www.investorcentre.co.uk/eproxy. You will be asked to enter the Control Number, the Shareholder Reference Number (SRN) and PIN as provided on your proxy card and agree to certain terms and conditions.

For either format of proxy to be valid it must be received no later than 12 noon on the day that is two working days prior to the Meeting. Further details relating to the appointment of proxies are included in the proxy form.

- 3 CREST members who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service may do so for the AGM and any adjournment by using the procedures described in the CREST Manual (www.euroclear.com/CREST). CREST personal members or other CREST sponsored members, and those CREST members who have appointed a voting service provider, should refer to their CREST sponsor or voting service provider, 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'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 the Company's agent (ID. 3RA50) no later than 12 noon on the day that is two working days prior to the Meeting. It is 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 sponsors or voting service providers are referred, in particular, to those sections of the CREST Manual concerning practical limitations of the CREST system and timings. The Company may treat a CREST Proxy Instruction as invalid in the circumstances set out in Regulation 35(5)(a) of the Uncertificated Securities Regulations 2001.

- 4 Information regarding the Meeting is also available from www.trifast.com.
- 5 Any corporation which is a member can appoint one or more corporate representatives who may exercise on its behalf all of its powers as a member provided they do not do so in relation to the same shares.
- 6 Copies of all contracts of service or letters of appointment under which Directors of the Company are engaged by the Company or any of its subsidiaries, and copies of the Employee Share Plan and SAYE Scheme are available for inspection at the Company's registered office during business hours on any weekday (Saturdays and public holidays excluded) as well as at the offices of Charles Russell LLP, 5 Fleet Place, London, EC4M 7RD and will also be available for inspection at the place of the Meeting from fifteen minutes before it is held until its conclusion.
- 7 On 31 July 2014, the total number of outstanding options under the Company's share option schemes to subscribe for shares in the Company amounted to 5,955,430. This represents approximately 5.2% of the Company's issued share capital (excluding treasury shares) on that date. If the authority to purchase shares in Resolution 13 was exercised in full the options would represent approximately 5.8% of the issued share capital (excluding treasury shares) as at 31 July 2014. The Company currently holds no treasury shares.
- 8 Any person to whom this Notice of Meeting is sent who is a person nominated under section 146 of the Companies Act 2006 to enjoy information rights (a "Nominated Person") may, under an agreement between him/her and the shareholder by whom he/she was nominated, have a right to be appointed (or to have someone else appointed) as a Proxy for the AGM. If a Nominated Person has no such Proxy appointment right or does not wish to exercise it, he/she may, under any such agreement, have a right to give instructions to the shareholder as to the exercise of voting rights. The statement of the rights of shareholders in relation to the appointment of proxies in paragraphs 1, 2 and 3 above does not apply to Nominated Persons. The rights described in these paragraphs can only be exercised by shareholders of the Company.
- 9 Pursuant to Regulation 41 of the Uncertificated Securities Regulations 2001, the Company specifies that only those shareholders registered in the Register of members of the Company as at 12 noon on 16 September 2014 (or if the Meeting is adjourned by 12 noon on the day that is two working days prior to the adjourned meeting) shall be entitled to attend or vote at the Meeting in respect of the number of shares registered in their name at that time. Changes to entries on the relevant register of securities after 12 noon on the relevant day shall be disregarded in determining the rights of any person to attend or vote at the Meeting.
- 10 The vote on the Directors' remuneration report is advisory in nature. In contrast, the vote on the Directors' remuneration policy is binding in that the Company may not make a remuneration payment or payment for loss of office to a person who is, or is to become, or has been a Director of the Company unless that payment is consistent with the approved Directors' remuneration policy, or the arrangement pre-dates 27 June 2012 (as specified in the legislation) or has otherwise been approved by a resolution of shareholders. If resolution 3 is passed, the Directors' remuneration policy will take effect immediately. A remuneration policy will be put to shareholders again no later than the Company's AGM in three years' time.
- 11 Members attending the Meeting will, subject as provided in the Company's Articles of Association, be entitled to ask questions relating to the business of the Meeting.
- 12 Under section 527 of the Companies Act 2006 members meeting the threshold requirements set out in that section have the right to require the Company to publish a statement on a website setting out any matter relating to: (i) the audit of the Company's accounts (including the auditor's report and the conduct of the audit) that are to be laid before the AGM; or (ii) any circumstances connected with an auditor of the Company ceasing to hold office since the last AGM. The Company may not require the shareholders requesting any such website publication to pay its expenses in complying with sections 527 or 528 of the Companies Act 2006. Where the Company is required to place a statement on a website under section 527 of the Companies Act 2006, it must forward the statement to the Company's auditor not later than the time when it makes the statement available on the website. The business which may be dealt with at the AGM includes any statement that the Company has been required under section 527 of the Companies Act 2006 to publish on a website.

ANNEXURE 1

Employee Share Plan ("Plan")

The Plan provides the right for the Company to grant Awards to employees of the Company or any of its subsidiaries (the "Group"). Awards may take the form of: (a) share options, which may be tax advantaged ("CSOP Options") or not subject to tax advantaged status ("Plan Options" which together with the CSOP Options are "Options") and which can take the form of nil cost options; or (b) contingent share awards. The intention of the contingent share awards is to mirror the deferred bonus awards where, annually, award holders are given the right to receive shares, subject to meeting performance conditions.

CSOP Options are intended to meet the requirements of a company share option plan ("CSOP") for the purposes of Schedule 4 of the Income Tax (Earnings and Pensions) Act 2003 ("ITEPA"). The provisions of the Plan apply to Options subject to and insofar as permitted by the applicable requirements of the CSOP legislation in the case of CSOP Options.

Options and contingent share awards together constitute "Awards" under the Plan and those in receipt of Awards are "Award Holders".

(A) Eligibility

Awards may be granted under the Plan to all persons who at the date at which the Award is granted under the Plan are employees of the Group. The Remuneration Committee decides to whom Awards are granted, the number of ordinary shares falling under an Award and the date on which an Award shall vest. No Awards may be granted more than 10 years after the date on which the Plan was adopted by the Company.

(B) Granting of Awards

Awards may be granted under the Plan at any point during the 42 day period following adoption of the Plan, the 42 day period following the announcement of the results of the Company or at any other period in which the directors of the Company deem that Awards should be granted due to exceptional circumstances. In no circumstances shall Awards be made at a time when their grant would be prohibited by or in breach of any law, regulation with force of law, or rule of an investment exchange on which the Company's shares ("Shares") are listed or traded, part of the Model Code or any other non-statutory rule with a purpose similar to any part of the Model Code that binds the Company. Neither may Awards be made before the approval date of the Plan or following the expiry of 10 years from the date of adoption of the Plan.

(C) Anti-dilution and scheme limits

The overall number of Shares issued pursuant to Awards or issuable under all employee share plans (including all-employee plans, including the Plan) operated by the Company ("Dilutive Shares") cannot exceed 10% of the issued share capital of the Company in any 10 year rolling period when added to the Dilutive Shares.

For the purposes of these limits, treasury Shares will count as newly issued Shares where required by institutional investor guidelines. Awards or other rights to acquire Shares which have lapsed or have been renounced do not count towards this limit.

The aggregate market value of any Award received by an Award Holder may not, in any year, exceed 100% of the Award Holder's total remuneration as at the date of the grant of the Award. CSOP Options are limited such that no Award Holder may, at any time, hold CSOP Options over Shares worth more than the statutory limit of £30,000 as at the date of grant.

(D) Option price

The exercise price for Options (other than nil cost options) will be the average middle market quotations of the ordinary shares on the five business day prior to the grant of the relevant Options. Award Holders will not be required to pay for Shares issued pursuant to contingent share awards.

(E) Vesting of Awards

Awards will vest following the passing of time specified in the Award Certificate, such vesting may be subject to performance conditions. The performance conditions may either refer to past performance ("Past Performance Awards"), where the Awards have been made to reward past performance, or may refer to future performance ("Future Performance Awards"), where they are made to incentivise future performance.

In respect of Awards which are contingent share awards, where the performance conditions have been met the relevant Shares will be issued or transferred to the Award Holders on the specified vesting date. In the case of Options (other than nil cost options), following the vesting date the Options will then be exercisable by the payment of the exercise price. In the case of CSOP Options that vesting date will generally be at least three years from the date of the grant of the CSOP Option.

Where Awards have vested, the Shares used to satisfy such Awards may either be newly issued (subject to the above stated anti-dilution limits) or existing Shares, such as those acquired in the market by an employee benefits trust.

(F) Exit Events

In the event of a takeover, scheme of arrangement, winding up or compulsory acquisition of the Company, the vesting of an Award may be accelerated. In the case of Past Performance Awards, vesting will automatically occur upon the occurrence of the exit event, in respect of all the Shares subject to the Award. In the case of Future Performance Awards a proportion of the Award shall vest depending on when the exit event occurs and the extent to which the performance conditions have been met. Future performance conditions will be assessable over a period which can be divided into a number of six month periods. A proportion of the Shares subject to an Award equivalent to the number of six month periods which have passed may vest, subject to the extent the performance conditions have been met, to be determined at the discretion of the remuneration committee of the Company ("Remco"). For the purpose of that exercise, any partially completed six month period shall be regarded as wholly completed.

In the event of an internal reorganisation of the Group which results in a new holding company and where the shareholders of the new holding company, immediately after it has obtained control, are substantially the same as the shareholders of the Company, Awards may not vest or lapse but will be replaced by new awards over shares in the new holding company. In respect of CSOP Options, if exchange of CSOP Options is to take place, they must be exchanged within the period referred to in paragraph 26(3) of Schedule 4 ITEPA and the option holder must agree with the acquiring company to release the old Options in consideration of the option holder being granted new Options. Options not exercised (or, where appropriate, not exchanged for new Options) within the relevant period will lapse.

(G) Leavers

Where an Award Holder leaves employment with the Group, their Award will lapse unless they leave by reason of injury, ill health, disability, retirement, death, redundancy, or dismissal for any reason other than gross misconduct, in which case they shall be regarded as good leavers. Good leavers' Awards will vest entirely to the extent they are Past Performance Awards. Good leavers' Awards will vest on a proportionate basis to the extent they are Future Performance Awards, along similar criteria to exit events, save that the period over which performance is to be assessed will be divided into a series of three month periods. The Award will vest in proportion to the number of three month periods which have passed, subject to the extent the performance conditions have been met, to be determined at Remco's discretion. For the purpose of this exercise, any partially completed three month period shall be regarded as wholly completed.

An Award granted under the Plan is not transferable. Awards will also lapse if an Award Holder is declared bankrupt or attempts to assign their Award.

In the case of Awards which are CSOP Options, the list of good leaver events excludes dismissal for any reason other than gross misconduct and includes the sale of a subsidiary company which employs the Award Holder, since these are the only good leaver events permitted by the CSOP legislation.

In the case of Awards which are Options, the Award Holder shall have six months following leaving to exercise their Options to the extent they have vested. If they fail to exercise their vested Options within this period, they will lapse. To the extent that Options vest following death of an Award Holder, they may normally be exercised for a period of 12 months following death and will lapse at the end of that period.

(H) Status of Shares

The Shares acquired under the Plan will rank *pari passu* with the Company's issued ordinary shares.

(I) Pensionable Benefits

The value of any benefit realised under the Plan by Award Holders shall not be taken into account in determining any pension or similar entitlements.

(J) Alteration of Awards

If there is a variation of the share capital of the Company, including a rights issue, consolidation, sub-division or reduction of share capital that affects the value of Awards under the Plan, the directors of the Company may adjust the Awards in a manner that they deem to be fair and reasonable. In any such circumstances, in the case of Awards which are Options, such an adjustment may not substantially increase the total price payable to exercise the Options, in the case of Options over Shares to be newly allotted may not reduce the exercise price below nominal value of the Shares, and in the case of CSOP Options must be approved by HMRC.

(K) CSOP Status

CSOP Options may be granted under the Plan such that any Award Holder may hold CSOP Options over up to £30,000 worth of shares (as valued on the date of grant). The Plan has received informal approval from HM Revenue and Customs.

(L) Amendments to the Plan and Assumption of Awards

The Plan may at any time, on the recommendation of the Board, be amended or added to by the Board in any respect, provided that prior approval of the Company has been obtained in a general meeting for alterations or additions to the rules of the Plan which are to the advantage of Award Holders in respect of the rules governing eligibility, entitlement to acquisition of Shares under an Award, to whom Awards can be granted, Plan limits and individual limits on participation and the adjustment of Awards on a variation of share capital. Awards granted under previous schemes operated by the Company may be assumed into, or satisfied under, the Plan.

Minor amendments to benefit the administration of the Plan, to take account of a change in legislation or to obtain or maintain favourable tax, exchange control or regulatory treatment for Award Holders or Group companies would not require approval in a general meeting.

The right is also reserved up to the date of shareholder approval of the Plan to make such amendments to the Plan as are considered appropriate, provided they do not conflict in any material respect with this summary of the rules of the Plan.

(M) International Status

Non-UK resident employees of the Group may participate in the Plan. However any sub-plan to be applied to residents of a jurisdiction other than the UK should first be approved by the Company in general meeting.

ANNEXURE 2

Save as You Earn Scheme ("SAYE")

The SAYE replaces the Company's existing SAYE plan which expires in 2014. The SAYE provides for the acquisition of tax advantaged options in conjunction with savings arrangements facilitated by the scheme provider (Computershare).

The SAYE permits the grant of options ("Options") over Shares meeting the requirements of a save as you earn ("SAYE") share option plan for the purposes of Schedule 3 of the Income Tax (Earnings and Pensions) Act 2003 ("ITEPA"). On the exercise of Options, ordinary shares may be provided through either the issue of ordinary shares by the Company or by the transfer of existing ordinary shares held by Trustees of an employee trust acquired by the Trustees by means of an "on market" purchase.

(A) Eligibility

All employees of the Company or any of its subsidiaries (the "Group") who devote at least 25 hours per week to the Group and who have provided at least three months continuous service to the Group must be invited to receive Options under the SAYE. The Board may specify an additional minimum period above the three month period, should they so wish on each occasion they make invitations to participate in the SAYE to staff.

(B) Issuing Invitations

Invitations to participate in the SAYE may be issued at any point during the 42 day period following adoption of the SAYE, the 42 day period following the announcement of the results of the Company or at any other period in which the directors of the Company deem that invitations should be issued due to exceptional circumstances. In no circumstances shall invitations be issued at a time when their issue would be prohibited by or in breach of any law, regulation with force of law, or rule of an investment exchange on which Shares are listed or traded, part of the Model Code or any other non-statutory rule with a purpose similar to any part of the Model Code that binds the Company. Neither may invitations be issued before the approval date of the SAYE or following the expiry of 10 years from the date of adoption of the SAYE.

(C) Anti-dilution and scheme limits

The overall number of Shares issued or issuable under all employee share plans (including all-employee plans) operated by the Company ("Dilutive Shares") cannot exceed 10% of the issued share capital of the Company in any 10 year rolling period when added to the Dilutive Shares.

For the purposes of these limits, treasury Shares will count as newly issued Shares where required by institutional investor guidelines. Awards or other rights to acquire Shares which have lapsed or have been renounced do not count towards this limit.

(D) Monthly contributions

To participate in an Option under the SAYE, an employee must enter into a savings contract, whereby a specified monthly amount will be deducted from their salary and contributed towards the exercise price of the life of the Option award. The Company has specified the minimum contribution under which employees may participate in the SAYE to be £5 per month and the maximum monthly contribution must not exceed £500 per month. The chosen monthly contribution will dictate the number of Shares under Option, by reference to the market value of the Shares at the date of invitation.

(E) Exercise price

The price at which a Share may be acquired under an Option will be an amount determined by the Board, being not less than 80% of the market value of a Share (or, in the case of an Option to be satisfied by the issue of shares, the nominal value of a Share, if higher) at the date of invitation.

(F) Vesting of awards

Options will vest following the passing of either three or five years, to be specified by the Board at the grant of the Options. Exercise must take place within six months of vesting, else the Options will lapse.

Upon exercise the Shares used to satisfy Options may either be newly issued (subject to the above stated anti-dilution limits) or existing Shares, such as those acquired in the market by an employee benefits trust.

G) Exit Events

In the event of a takeover or scheme of arrangement, option holders may exercise Options at an earlier date on change of control, to the extent of their accrued savings plus any interest or bonus accrued to the date of exercise. Options may be exercised for six months beginning with the date of the relevant change of control event.

In the event of a winding-up or compulsory acquisition of the Company's remaining Shares, option holders may exercise Options, to the extent of their accrued savings plus any interest or bonus accrued to the date of exercise. Options may be exercised for a specified period from the date of the relevant event.

Where Shares no longer satisfy the requirements of Schedule 3 ITEPA as a result of the relevant event, the period for exercise may become shortly before or after such relevant event.

Alternatively, in the event of an internal reorganisation of the Group which results in a new holding company and where the shareholders of the new holding company, immediately after it has obtained control, are substantially the same as the shareholders of the Company, Options may not vest or lapse but will be replaced by new options over shares in the new holding company. If exchange of Options is to take place, they must be exchanged within the period referred to in paragraph 38(3) of Schedule 3 ITEPA and the option holder must agree with the acquiring company to release the old Options in consideration of the option holder being granted new options. Options not exercised (or, where appropriate, not exchanged for new options) within the relevant period will lapse.

(H) Leavers

Where an option holder leaves employment with the Group, their Award will lapse unless they leave by reason of injury, ill health, disability, retirement, redundancy, or because the undertaking within which he works ceases to be part of the Group. In such circumstances an Award shall vest upon the cessation of employment, but shall only be exercisable in respect of such amount as has been saved under the savings contract on the date of the cessation divided by the exercise price per share of the Option. That proportion of the Option shall be exercisable in the period of six months following the date of leaving the Group, but only to the extent of his savings (and any interest), after which point the Option shall lapse if not exercised.

An Option of an option holder who dies before the end of the savings contract may normally be exercised within 12 months of death. If an option holder dies within six months following the end of the savings contract, the Option may normally be exercised within 12 months of the end of the savings contract.

An Option granted under the SAYE is not transferable. Options will also lapse if an award holder is declared bankrupt or attempts to assign their Option.

(I) Status of Shares

The Shares acquired under the SAYE will rank *pari passu* with the Company's issued ordinary Shares.

(J) Pensionable Benefits

The value of any benefit realised under the SAYE by option holders will not be taken into account in determining any pension or similar entitlements.

(K) Alteration

If there is a variation of the share capital of the Company, including a rights issue, consolidation, sub-division or reduction of share capital that affects the value of Options under the SAYE, the directors of the Company may adjust the Options in a manner that they deem to be fair and reasonable. In any such circumstances, the total market value of the Shares subject to the Option must be substantially the same after the variation as immediately before the variation, the total amount payable to exercise the Option should be substantially the same after the variation as immediately before the variation and in the case of Options over Shares to be newly allotted, the adjustment may not reduce the exercise price below nominal value of the Shares.

(L) Amendments to the SAYE

The rules of the SAYE may be modified by the Board except that, unless the prior approval of the shareholders of the Company in general meeting is provided, no amendment to the advantage of option holders will be made to the SAYE rules relating to eligibility, entitlement to acquisition of shares under an Option, to whom invitations can be issued, SAYE limits and individual limits on participation and the adjustment of Options on a variation of share capital (except for minor amendments to benefit the administration of the SAYE, to take account of a change in legislation or to obtain or maintain favourable tax, exchange control or regulatory treatment for option holders or for participating companies).

Notwithstanding these provisions, the SAYE may be amended by the Board to ensure that the SAYE maintains its tax-advantaged status. No amendment may be made to the extent that such amendment would adversely affect any of the existing rights of the option holders except with prior consent on their part.

The right is also reserved up to the date of shareholder approval of the SAYE to make such amendments to the SAYE as are considered appropriate, provided they do not conflict in any material respect with this summary of the rules of the SAYE.

(M) International Status

Non-UK resident employees of the Group may participate in the SAYE. However any sub-plan to be applied to residents of a jurisdiction other than the UK should first be approved by the Company in general meeting.