

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION.

If you are in any doubt as to what action you should take, you should consult your stockbroker, bank manager, solicitor, accountant or other professional adviser authorised under the Financial Services and Markets Act 2000.

If you have sold or otherwise transferred all your shares in SOCO International plc ("Company"), please pass this document together with the accompanying documents as soon as possible to the purchaser or transferee, or to the agent through whom the sale or transfer was effected for onward transmission to the purchaser or transferee.



Registered Office:
St James's House
23 King Street
London
SW1Y 6QY
United Kingdom

Incorporated in England and Wales. Registered No. 3300821

Directors:

Rui C de Sousa	(Non-Executive Chairman)
Edward T Story	(President and CEO)
Roger D Cagle	(Executive Vice President, Deputy CEO and CFO)
Peter E Kingston	(Non-Executive Deputy Chairman)
Olivier M G Barbaroux	(Non-Executive Director)
Robert M Cathery	(Non-Executive Director)
Ettore P M Contini	(Non-Executive Director)
António V Monteiro	(Non-Executive Director)
John C Norton	(Non-Executive Director)
Martin J D Roberts	(Non-Executive Director)
Michael J Watts	(Non-Executive Director)

22 March 2011

Dear Shareholder,

ANNUAL GENERAL MEETING

The Company's Annual General Meeting will be held at The Lincoln Centre, 18 Lincoln's Inn Fields, London WC2A 3ED on 23 June 2011 at 10 a.m. The Notice of Meeting follows in Appendix III to this letter, and sets out the business to be transacted. An explanation of each of the resolutions also follows in Appendix I to this letter. Accompanying this letter is a copy of the Company's Annual Report and Accounts for the year ended 31 December 2010.

Action to be Taken

A Form of Proxy for use by shareholders in connection with the Annual General Meeting is enclosed. Whether or not you propose to attend the Annual General Meeting you are requested to complete and return the Form of Proxy in accordance with its instructions so that it arrives no later than 48 hours before the time appointed for holding the Meeting. If you complete and return the Form of Proxy, you can still attend and vote at the Meeting in person if you wish.

Recommendation

Your Directors consider that the proposals outlined are in the best interests of the Company and its shareholders as a whole. Accordingly, your Directors recommend that you vote in favour of the resolutions to be proposed at the Annual General Meeting, as they intend to do so in respect of their own beneficial holdings, which amount to 31,660,200 ordinary shares representing approximately 9.30 per cent. of the current issued share capital of the Company. In making their recommendation each Director being proposed for reappointment abstains in relation to the resolution for their own reappointment.

A handwritten signature in black ink, appearing to read "Rui C de Sousa", written over a horizontal line.

Rui de Sousa
Chairman

APPENDIX I

Explanation of the Resolutions to be Proposed at the Annual General Meeting

(a) Resolution 1: To Receive and Adopt the Directors' Report and Accounts

This resolution is to receive and adopt the Directors' Report and Accounts for the year ended 31 December 2010 ("Report and Accounts") accompanying this circular to shareholders.

(b) Resolution 2: Approval of the Directors' Remuneration Report

This resolution is to approve the Directors' Remuneration Report for the financial year ended 31 December 2010. You can find the report on pages 54 to 61 of the Report and Accounts.

(c) Resolutions 3, 4, 5, 6, 7, 8, 9, 10 and 11: Reappointment of Directors

These are resolutions for the reappointment as Directors of Rui C de Sousa, Edward T Story, Roger D Cagle, Olivier M G Barbaroux, Ettore P M Contini, Robert M Cathery, John C Norton, António V Monteiro and Michael J Watts who retire at this Annual General Meeting as explained on pages 48 and 49 of the Report and Accounts, and are being proposed by the Board for reappointment. Biographical details of the Directors are set out on pages 40 and 41 of the Report and Accounts.

(d) Resolution 12: Reappointment of Auditors

This is a resolution to reappoint Deloitte LLP as auditors of the Company for the financial year ending on 31 December 2011.

(e) Resolution 13: Auditors' Remuneration

This resolution is to authorise the Directors to agree the auditors' remuneration.

(f) Resolution 14: Directors' Fees

This resolution is to increase the maximum aggregate annual sum payable to Directors by way of fees for their services as Directors in terms of Article 89 of the Company's Articles of Association to £800,000. Although there is no current intent to utilise the increased aggregate in the short term, it is intended to provide adequate headroom to ensure the Company is able to attract high calibre candidates to the Board, maintain a market competitive fee structure and retain the flexibility to appoint additional Non-Executive Directors if it would be in the best interests of the Company to do so. Further details are provided in the Annual Report of the Directors on pages 42 to 45 of the Report and Accounts.

(g) Resolution 15: Authority to Approve 2011 Long-Term Incentive Plan

With the expiry of the Company's Long-Term Incentive Plan in May 2011, the Board is recommending the introduction of a new equity incentive plan, the SOCO International plc 2011 Long-Term Incentive Plan (the "Plan"), which is now being submitted for shareholder approval. The Plan is substantially similar to the incentive plan it is replacing. However, we have taken the opportunity to incorporate some best practice features (e.g. dividend equivalents and the ability to "claw-back" unvested amounts in the event of serious misconduct, fraud or mis-statement). As previously, the Plan is intended to provide a mechanism for motivating and retaining Directors and senior staff members in a way that is aligned with shareholders' interests.

The principal features of the Plan including the US Addendum (to ensure that awards can be granted to US taxpayers without any adverse US tax consequences) are summarised in Appendix II on pages 4 to 6 of this circular to shareholders.

The Company is also asking shareholders to authorise the Board to adopt further plans, based on this Plan, for the benefit of employees in the group outside the United Kingdom and the United States of America as may be necessary in the future. Any such plans would be in substantially the same form as the Plan. The Plan will allow for the grant of awards over shares worth up to a normal maximum of 200 per cent. of a participant's salary in any year. However, awards over up to 400 per cent. of a participant's salary may be granted in exceptional circumstances. Awards will normally vest on the third anniversary of the date of grant subject to satisfaction of performance conditions.

(h) Resolution 16: Directors' Power to Allot Securities

Your Directors may allot unissued shares only if authorised to do so by shareholders. Resolution 16 will be proposed as an ordinary resolution to grant new authorities to allot (a) relevant securities up to an aggregate nominal amount of £5,671,824 and (b) equity securities up to an aggregate nominal amount (when added to allotments under (a)) of £11,343,648 where the allotment is in connection with a rights issue. These amounts represent approximately one third and approximately two thirds respectively of the total issued ordinary share capital of the Company (excluding 110,000 treasury shares of £0.05 each which represent 0.03 per cent. of the total ordinary share capital in issue excluding treasury shares) as at 22 March 2011, the latest practicable date prior to the publication of this circular to shareholders. If granted, these authorities will expire at the Annual General Meeting in 2012 or on 30 June 2012, whichever is the earlier.

The Directors have no present intention of issuing shares pursuant to this authority.

(i) Resolution 17: Disapplication of Pre-emption Rights

Your Directors are also seeking to renew the existing authority from shareholders to allot equity securities or sell treasury shares where they propose to do so for cash and otherwise than to existing shareholders pro rata to their holdings. Resolution 17 will be proposed as a special resolution to grant such authority. Apart from offers or invitations in proportion to the respective number of shares held, the power will be limited to the allotment of equity securities and sales of treasury shares for cash up to an aggregate nominal value of £850,774 (being approximately 5 per cent. of the Company's issued ordinary share capital at 22 March 2011, the latest practicable date prior to the publication of this circular to shareholders). If granted, this authority will expire at the conclusion of the Annual General Meeting in 2012 or on 30 June 2012, whichever is the earlier. This authority is in line with the revised December 2008 guidance issued by the ABI and the National Association of Pension Funds. Your Directors will have due regard to institutional guidelines in relation to any exercise of this authority, in particular the requirement for advance consultation and explanation before making any such issue which exceeds 7.5 per cent. of the Company's issued share capital in any rolling three year period.

(j) Resolution 18: Authority for the Company to Buy Back Shares

This resolution will give the Company authority to purchase its own shares in the market up to a limit of approximately 10 per cent. of its issued ordinary share capital at 22 March 2011, the latest practicable date prior to the publication of this circular to shareholders. The maximum and minimum prices are stated in the resolution. Your Directors believe that it is advantageous for the Company to have this flexibility to make market purchases of its own shares. Your Directors will exercise this authority only if they are satisfied that a purchase would result in an increase in expected earnings per share and would be in the interests of shareholders generally. The Company will consider holding repurchased shares pursuant to the authority conferred by this resolution as treasury shares. This would give the Company the ability to re-issue treasury shares quickly and cost effectively and would provide the Company with additional flexibility in the management of its capital base. Any issues of treasury shares for the purposes of the Company's employee share schemes will be made within the 10 per cent. anti-dilution limit set by the ABI.

As at 22 March 2011, the total number of options over ordinary shares of £0.05 each that were outstanding under all of the Company's share option plans was 1,000,000, which if exercised would represent 0.29 per cent. of the Company's issued share capital at that date (excluding treasury shares). If the Company were to purchase its own shares to the fullest possible extent of its authority from shareholders (existing and being sought), this number of outstanding options could potentially represent 0.33 per cent. of the issued share capital of the Company (excluding treasury shares).

(k) Resolution 19: Notice Period for General Meetings

As a result of the Companies (Shareholders' Rights) Regulations 2009, the Company must pass a special resolution at each Annual General Meeting to allow it to hold general meetings (other than Annual General Meetings) on 14 days' clear notice. Resolution 19 seeks the necessary shareholder approval. The approval will be effective until the Company's next Annual General Meeting, when it is intended that a similar resolution will be proposed.

APPENDIX II

Summary of SOCO International plc Long-Term Incentive Plan

The principal features of the SOCO International plc 2011 Long-Term Incentive Plan ("the Plan") are outlined below.

GENERAL

(a) Operation

The Plan will be administered by the Board (or a duly authorised committee of the Board) or the trustee of the Company's Employee Benefit Trust. The Company's Remuneration Committee will be responsible for granting awards to, and administering the Plan with regard to, Executive Directors. The Board will be responsible for granting awards to and administering the Plan with regard to all other employees. In the remainder of this Appendix, the term "the Committee" will refer to the administering body that is responsible for the appropriate award depending on the participant.

The Plan is discretionary and will only operate in those years that the Committee determines.

(b) Eligibility

Any employee or Executive Director of the Company or any of its subsidiaries, will be eligible to participate in the Plan at the discretion of the Committee.

(c) Form of Awards

Awards may take the form of:

- (i) a contingent award of free shares;
- (ii) a nil cost option; or
- (iii) an award in such other form with substantially similar effect.

(d) Grant of Awards

Awards may be granted within the six weeks following the date on which the Plan is adopted by the Company. Thereafter, awards may normally only be granted in the six weeks following the announcement by the Company of its results for any period, or within the six weeks following the date on which the Committee decides to grant executive remuneration awards as part of its normal annual cycle, or following a change in the legislation relating to share award plans or where there are circumstances considered by the Committee to be exceptional. Awards may also be granted outside these periods in connection with the commencement of an eligible employee's employment if this is appropriate. However, at all times, the grant of award will be subject to the terms of the Model Code on Persons Discharging Managerial Responsibilities' dealings in securities, and if a grant of award in any of those periods is restricted, the six week window will commence when that restriction is lifted.

No award may be granted later than ten years after the approval of the Plan by shareholders.

Awards may be granted over newly issued shares, treasury shares and shares purchased in the market in conjunction with an employee benefit trust established by the Company.

No payment will be required for the grant of an award and awards are not transferable (other than on death). Awards will not be pensionable.

Awards may be granted on terms that on vesting or exercise the employee shall reimburse any secondary Class 1 (employer) National Insurance Contributions arising.

The Committee may determine that the number of shares subject to an award shall, at vesting or exercise, increase by such number of shares as could have been acquired by reinvesting the dividends which would otherwise have been received on those shares.

(e) Individual limit

No employee may be granted awards under the Plan in any financial year over shares worth more than 200 per cent. of base salary, unless the Committee determines that exceptional circumstances exist which justify exceeding this limit, in which case awards shall not exceed 400 per cent. of base salary.

In applying this limit, no account will be taken of shares representing notional reinvestment of dividends on shares, or shares which have been awarded to ensure that a participant is not financially disadvantaged if he agrees to satisfy the Company's National Insurance Contributions liability in relation to his award.

(f) Limits on the issue of shares

The Plan is subject to the following overall limits on the number of new ordinary shares which may be subscribed:

- (i) in any ten year period, not more than ten per cent. of the issued ordinary share capital of the Company from time to time may be issued or issuable pursuant to rights acquired under the Plan and any other employees' share plans adopted by the Company; and
- (ii) in any ten year period, not more than five per cent. of the issued ordinary share capital of the Company from time to time may be issued or issuable pursuant to rights acquired under the Plan and under any other discretionary share plan adopted by the Company.

For the purposes of these limits, awards are treated as being allocated towards these limits at the time of grant and options or other rights to acquire shares which lapse or have been released do not count. However, shares subscribed by the trustees of an employee benefit trust to satisfy rights granted under any employees' share plans adopted by the Company and shares transferred from treasury do count towards these limits unless the contrary has been stated in the remuneration report of the Board.

(g) Vesting

Awards will normally vest following the third anniversary of the date of grant of an award subject to satisfaction of the applicable performance condition. If awards are granted as options they will then become exercisable up until the tenth anniversary of the date of grant.

Where an award vests or an option is exercised, ordinary shares will be issued or transferred to the participant within 30 days subject to the Model Code on Persons Discharging Managerial Responsibilities' dealings in securities.

(h) Performance conditions

Awards will be subject to the satisfaction of performance conditions which will determine the proportion (if any) of the award which will vest at the end of the performance period.

The period over which performance will be measured shall not normally be less than three years. Awards will lapse to the extent that such performance conditions are not met. The conditions may be varied in certain circumstances, following the grant of an award, so as to achieve their original purpose, provided there has also been a sustained improvement in the underlying performance of the Company.

For awards to be made in 2011 it is intended that the applicable performance conditions shall be substantially the same as that for awards made under the previous LTIP in 2010. Awards will vest dependent on the Company's TSR ranking against a group of comparable companies in the oil exploration and production sector. No award will vest if the TSR ranking is below the median. If ranking exceeds the median, 30 per cent. of the award will become capable of vesting, with full vesting for performance in at least the upper quartile. In practice, full vesting will generally occur at a level of performance more challenging than this, for example, for awards to be made in 2011, it is currently intended that full vesting will only occur for performance in the top 16th percentile.

(i) Leavers

If a participant leaves employment of the group by reason of death, ill health, injury, disability, redundancy, retirement (by agreement with his employer) or any other reason at the discretion of the Committee, his vested options will remain exercisable for six months (or twelve months in the case of death). A proportion of unvested awards shall, at the discretion of the Committee, either vest immediately or continue to vest as normal and options will then become exercisable for six months (or twelve months in the case of death) from vesting.

The proportion of unvested awards which vest in these circumstances shall be determined by the Committee, taking into account the period of time which has elapsed between the grant of that award and the date of leaving and the extent to which performance conditions have been satisfied at cessation or the end of the vesting period (as applicable).

If a participant ceases to be an employee of the Group for any other reason, his awards will lapse.

(j) Malus

If it becomes known that a participant engaged in any activity which the Committee considers amounted to serious misconduct, fraud or mis-statement, so as to undermine the effective risk management or accuracy of the financial reporting of the Company, the Committee may reduce the number of shares subject to any of that participant's subsisting awards.

(k) Change of control

In the event of a takeover, reconstruction or winding up of the Company (other than an internal reorganisation), vested options shall remain exercisable and a proportion of unvested awards shall vest and become immediately exercisable, for a limited period. The proportion of an unvested award which vests will, unless the Committee in its discretion determines otherwise, depend on the time which has elapsed between the grant of that award and the change of control and the extent to which performance conditions have been satisfied at that date. Alternatively, on a change of control awards may (or, if the Committee so determines, including on an internal reorganisation, shall) be exchanged for new equivalent awards where appropriate. In this case any performance conditions will continue unless the Committee determines otherwise.

(l) Rights attaching to shares

Shares allotted or transferred under the Plan will rank equally with all other ordinary shares of the Company for the time being in issue (except for rights attaching to such shares by reference to a record date prior to the vesting or exercise of the award to which the shares relate). The Company will apply for the listing of any new shares allotted under the Plan.

The Committee may alternatively satisfy awards in cash.

(m) Variation of capital

In the event of any variation of share capital, demerger or other exceptional corporate event, the Committee may make such adjustments as it considers appropriate to the number of shares subject to awards.

(n) Alterations to the Plan

The Plan may at any time be altered by the Board in any respect. However, any alterations to the advantage of participants to the rules governing eligibility, limits on participation and the number of new shares available under the Plan, terms of vesting, exercise and adjustment of awards must be approved in advance by shareholders in general meeting. Where the alteration or addition is minor in nature and made to benefit the administration of the Plan, to comply with the provisions of any existing or proposed legislation or to obtain or maintain favourable tax, exchange control or regulatory treatment for participants or group companies it shall not require shareholder approval.

No alteration or addition shall be made to the Plan which would materially abrogate or adversely affect the subsisting rights of a participant unless it is approved by consent in writing of participants holding 75 per cent. of shares under subsisting awards or at a meeting of participants by not less than 75 per cent. of voting participants.

(o) Overseas employees

The Committee may grant awards to overseas employees on different terms so as to take account of relevant overseas tax, securities or exchange control laws provided that the awards are not overall more favourable than the terms of awards granted to other employees.

(p) Termination

The Plan will terminate on the tenth anniversary of its approval by the Company in general meeting or by resolution of the Board, but the rights of existing participants will not be affected by any termination. In the event of termination, no further awards will be made under the Plan.

(q) Contractual implications

Participation in the Plan is discretionary and is not intended to confer on a participant:

- (i) any legal right to continue to be eligible in the Plan; or
- (ii) a right to continued employment; or
- (iii) a right to damages for loss of any awards on cessation of employment.

(r) Governing law

The Plan will be governed in accordance with laws of England and Wales and the parties submit to the jurisdiction of the courts of England and Wales.

US ADDENDUM

The US Addendum is intended to prevent any adverse US tax consequences for US taxpayers. The US Addendum has been drafted so that awards granted to US taxpayers comply with Section 409A of the Internal Revenue Code 1986 (as amended).

The terms of awards granted under the US Addendum are identical to the terms of awards granted under the Plan except as follows:

(a) Grant of Awards

Awards granted under the US Addendum may only be in the form of contingent awards of free shares.

(b) Leavers

The specific circumstances in which if a participant leaves employment of the group his awards will not lapse do not include retirement of the participant.

(c) Issue and Transfer of Shares

The issue or transfer of shares to a participant in satisfaction of an award must occur within 30 days of vesting, and not later than by 15 March following the calendar year in which the award vests.

APPENDIX III Notice of Meeting

SOCO INTERNATIONAL PLC NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the Annual General Meeting (the "Meeting") of SOCO International plc (the "Company") will be held at The Lincoln Centre, 18 Lincoln's Inn Fields, London WC2A 3ED on 23 June 2011 at 10 a.m.

Agenda

To consider and, if thought fit, to approve the following Ordinary Resolutions numbered 1 to 16:

1. To receive and adopt the Directors' Report and Accounts for the financial year ended 31 December 2010.
2. To approve the Directors' Remuneration Report included in the Annual Report and Accounts for the financial year ended 31 December 2010.
3. To reappoint Rui C de Sousa, who is Chairman of the Nominations Committee, as a Director.
4. To reappoint Edward T Story as a Director.
5. To reappoint Roger D Cagle as a Director.
6. To reappoint Olivier M G Barbaroux, who is a member of the Remuneration and Nominations Committees, as a Director.
7. To reappoint Robert M Cathery, who is a member of the Remuneration and Nominations Committees, as a Director.
8. To reappoint Ettore P M Contini as a Director.
9. To reappoint John C Norton, who is a member of the Audit and Nominations Committees, as a Director.
10. To reappoint António V M Monteiro, who is a member of the Audit and Remuneration Committees, as a Director.
11. To reappoint Michael J Watts, who is a member of the Audit and Nominations Committees, as a Director.
12. To reappoint Deloitte LLP as auditors for the financial year ending 31 December 2011.
13. To authorise the Directors to agree the auditors' remuneration.
14. To increase the maximum aggregate annual sum payable to Directors by way of fees for their services as Directors to £800,000.
15. That:
 - (a) the rules of the SOCO International plc 2011 Long-Term Incentive Plan ("the Plan"), a draft of which is produced to the Meeting and initialled by the Chairman of the Meeting for the purposes of identification and the principal terms of which are summarised in Appendix II of the circular to Shareholders dated 22 March 2011, be and are hereby approved and adopted and the Directors of the Company be and are hereby authorised to make such amendments to the US Addendum to the Plan as may be necessary to comply with Section 409A of the US Internal Revenue Code and to do all things and make such other minor amendments as may be necessary or expedient to carry the Plan into effect; and
 - (b) the Directors of the Company be authorised to establish further plans based on the Plan but modified to take account of local tax, exchange control or securities law in any overseas jurisdiction provided that the shares made available under such further plans are treated as counting towards the limits on individual or overall participation in the Plan.
16. That the Directors be generally and unconditionally authorised for the purposes of section 551 of the Companies Act 2006 (the "Act") to exercise all the powers of the Company to allot shares and grant rights to subscribe for, or convert any security into, shares:
 - (a) up to an aggregate nominal amount (within the meaning of section 551(3) and (6) of the Act) of £5,671,824 (such amount to be reduced by the nominal amount allotted or granted under (b) below in excess of such sum);
 - (b) comprising equity securities (as defined in section 560 of the Act) up to an aggregate nominal amount (within the meaning of section 551(3) and (6) of the Act) of £11,343,648 (such amount to be reduced by any allotments or grants made under (a) above) in connection with or pursuant to an offer by way of a rights issue in favour of holders of ordinary shares in proportion (as nearly as practicable) to the respective number of ordinary shares held by them on the record date for such allotment (and holders of any other class of equity securities entitled to participate therein or, if the Directors consider it necessary, as permitted by the rights of those securities), but subject to such exclusions or other arrangements as the Directors may consider necessary or appropriate to deal with fractional entitlements, treasury shares, record dates or legal, regulatory or practical difficulties which may arise under the laws of, or the requirements of any regulatory body or stock exchange in, any territory or any other matter whatsoever,these authorisations to expire at the conclusion of the next Annual General Meeting of the Company (or, if earlier, on 30 June 2012), save that the Company may before such expiry make any offer or agreement which would or might require shares to be allotted or rights to be granted, after such expiry and the Directors may allot shares, or grant rights to subscribe for or to convert any security into shares, in pursuance of any such offer or agreement as if the authorisations conferred hereby had not expired.

APPENDIX III Notice of Meeting continued

17. To consider, and if thought fit, to approve the following Special Resolution:
That, subject to the passing of the previous resolution, the Directors be given power pursuant to sections 570(1) and 573 of the Companies Act 2006 (the "Act") to:
- (a) allot equity securities (as defined in section 560 of the Act) of the Company for cash pursuant to the authorisation conferred by that resolution; and
 - (b) sell ordinary shares (as defined in section 560(1) of the Act) held by the Company as treasury shares for cash, as if section 561 of the Act did not apply to any such allotment or sale, provided that this power shall be limited to the allotment of equity securities for cash and the sale of treasury shares:
 - (i) in connection with or pursuant to an offer of or invitation to acquire equity securities (but in the case of the authorisation granted under resolution 16(b), by way of a rights issue only) in favour of holders of ordinary shares in proportion (as nearly as practicable) to the respective number of ordinary shares held by them on the record date for such allotment or sale (and holders of any other class of equity securities entitled to participate therein or if the Directors consider it necessary, as permitted by the rights of those securities) but subject to such exclusions or other arrangements as the Directors may consider necessary or appropriate to deal with fractional entitlements, treasury shares, record dates or legal, regulatory or practical difficulties which may arise under the laws of or the requirements of any regulatory body or stock exchange in any territory or any other matter whatsoever;
 - (ii) in the case of the authorisation granted under Resolution 16(a) above (or in the case of any transfer of treasury shares), and otherwise than pursuant to paragraph (i) of this resolution, up to an aggregate nominal amount of £850,774, such powers to expire at the conclusion of the next Annual General Meeting of the Company (or, if earlier, on 30 June 2012), save that the Company may before such expiry make any offer or agreement that would or might require equity securities to be allotted, or treasury shares to be sold, after such expiry and the Directors may allot equity securities, or sell treasury shares in pursuance of any such offer or agreement as if the power conferred hereby had not expired.
18. To consider, and if thought fit, to approve the following Special Resolution:
That the Company is generally and unconditionally authorised for the purposes of section 701 of the Companies Act 2006 (the "Act") to make market purchases (within the meaning of section 693(4) of the Act) of any of its ordinary shares in the capital of the Company on such terms and in such manner as the Directors may from time to time determine, and where such shares are held as treasury shares, the Company may use them for the purposes of its employee share schemes, provided that:
- (a) the maximum number of ordinary shares which may be purchased is 34,041,944 ordinary shares of £0.05 each, representing approximately 10 per cent. of the issued ordinary share capital at 22 March 2011;
 - (b) the minimum price that may be paid for each ordinary share is the nominal amount of such share which amount shall be exclusive of expenses, if any;
 - (c) the maximum price (exclusive of expenses) that may be paid for each ordinary share is an amount equal to 105 per cent. of the average of the middle market quotations for the ordinary shares of the Company as derived from the Daily Official List of the London Stock Exchange plc for the five business days immediately preceding the day on which such share is contracted to be purchased;
 - (d) the Company may, before this authority expires, make a contract to purchase ordinary shares that would or might be executed wholly or partly after the expiry of this authority, and may make purchases of ordinary shares pursuant to it as if this authority had not expired; and
 - (e) unless previously renewed, revoked or varied, this authority shall expire at the conclusion of the next Annual General Meeting of the Company or, if earlier, on 30 June 2012.
19. To consider, and if thought fit, to approve the following Special Resolution:
That a general meeting of the Company (other than an Annual General Meeting) may be called on not less than 14 clear days' notice.

By order of the Board

Cynthia Cagle
Company Secretary
22 March 2011

Registered Office:

St James's House
23 King Street
London
SW1Y 6QY
United Kingdom

Registered in England
No. 3300821

NOTES

1. Proxies

Only holders of Shares are entitled to attend and vote at the Annual General Meeting. A member is entitled to appoint another person as his proxy to exercise all or any of his rights to attend, to speak and to vote at the Meeting. A member may appoint more than one proxy in relation to the Meeting, provided that each proxy is appointed to exercise the rights attached to a different share or shares held by him. A proxy need not be a member of the Company.

A Form of Proxy is enclosed with this notice and instructions for completion are shown on the form. Forms of Proxy need to be deposited at the office of the Company's registrar, Equiniti Limited at Aspect House, Spencer Road, Lancing, West Sussex BN99 6ZR not later than 48 hours before the time of the Meeting. Completion and return of a Form of Proxy will not preclude a member attending and voting in person at the Annual General Meeting if he/she wishes to do so. Completion electronically of a Form of Proxy, or other instrument appointing a proxy or a CREST Proxy Instruction will not preclude a member attending and voting in person at the Annual General Meeting if he/she wishes to do so.

If you wish to register your proxy appointments or vote electronically via the www.sharevote.co.uk website, see note 2 below. If you are a CREST member and wish to register the appointment of a proxy by using the CREST electronic proxy appointment service, see note 3 below.

2. Online voting

Members may register their proxy appointments or vote electronically via www.sharevote.co.uk, where full details of the procedure are given. Members will need the Voting ID, Task ID and Shareholder Reference Number set out on the Form of Proxy. A Form of Proxy lodged electronically will be invalid unless it is lodged at the electronic address specified in note 3 below no later than 10.00 a.m. on 21 June 2011. Alternatively, if Members are registered with the Equiniti online portfolio service "Shareview.co.uk", they can vote by logging on to their portfolio and clicking on "Company Meetings" and following the on-screen instructions. Members are advised to read the terms and conditions of use carefully. Electronic communication facilities are available to all shareholders and those who use them will not be disadvantaged. The Company will not accept any communication that is found to contain a computer virus.

3. Crest Proxy instructions

If you are a member of CREST, you may register the appointment of a proxy by using the CREST electronic proxy appointment service.

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(s) thereof by using the procedures, and to the address, described in the CREST Manual subject to the provisions of the Company's articles of association. CREST personal members or other CREST sponsored members, and those CREST 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 and Ireland (formerly CRESTCo) specifications and must contain the information required for such instructions, as described in the CREST Manual (available via www.euroclear.com/CREST). The message, regardless of whether it constitutes the appointment of a proxy or an amendment to the instruction given to a previously appointed proxy, must, in order to be valid, be transmitted so as to be received by the issuer's agent (ID RA19) by 10.00 a.m. on 21 June 2011.

For this purpose, the time of receipt will be taken to be the time (as determined by the time stamp applied to the message by the CREST Applications Host) from which the issuer's agent is able to retrieve the message by enquiry to CREST in the manner prescribed by CREST. After this time any change of instructions to proxies appointed through CREST should be communicated to the appointee through other means.

CREST members and, where applicable, their CREST sponsors or voting service provider(s) should note that Euroclear UK and Ireland (formerly CRESTCo) does not make available special procedures in CREST for any particular messages. Normal system timings and limitations will therefore apply in relation to the input of CREST Proxy Instructions. It is the responsibility of the CREST member concerned to take (or, if the CREST member is a CREST personal member or sponsored member or has appointed a voting service provider(s), to procure that his CREST sponsor or voting service provider(s) take(s) 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 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.

4. Documents on display

Copies of Executive Directors' service agreements; copies of the terms and conditions of appointment of Non-Executive Directors; and the articles of association of the Company are available for inspection at the offices of Ashurst LLP, Broadwalk House, 5 Appold Street, London, EC2A 2HA during normal business hours from the date of the Notice of Meeting until the close of the Annual General Meeting (Saturdays, Sundays and public holidays excepted) and will be available for inspection at the place of the Meeting for at least 15 minutes prior to and during the Meeting.

5. Right to attend and vote

Pursuant to regulation 41 of the Uncertificated Securities Regulations 2001, the Company specifies that in order to have the right to attend and vote at the Annual General Meeting (and also for the purpose of determining how many votes a person entitled to attend and vote may cast), a person must be entered on the register of members of the Company at 6.00 p.m. on 21 June 2011 or, in the event of any adjournment, at 6.00 p.m. on the date which is two days before the day of the adjourned meeting. Changes to entries on the register of members after this time shall be disregarded in determining the rights of any person to attend or vote at the Meeting.

6. Corporate members

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 that they do not do so in relation to the same shares.

7. Nominated persons

Any person to whom the Notice of Meeting is sent who is a person nominated under section 146 of the Companies Act 2006 (the "Act") to enjoy information rights (a "Nominated Person") may have a right, under an agreement between him/her and the member by whom he/she was nominated, to be appointed (or to have someone else appointed) as a proxy for the meeting. If a Nominated Person has no such proxy appointment right or does not wish to exercise it, he/she may have a right, under such an agreement, to give instructions to the member as to the exercise of voting rights.

The statement of the above rights of the members in relation to the appointment of proxies does not apply to Nominated Persons. Those rights can only be exercised by members of the Company.

8. Questions

Any member attending the Annual General Meeting has the right to ask questions. The Company must cause to be answered any such question relating to the business being dealt with at the Meeting but no such answer need be given if:

- (a) to do so would interfere unduly with the preparation for the Meeting or involve the disclosure of confidential information,
- (b) the answer has already been given on a website in the form of an answer to a question, or
- (c) it is undesirable in the interests of the Company or the good order of the Meeting that the question be answered.

9. Website

A copy of this Notice of Meeting, and other information required by section 311A of the Act, can be found at <http://www.socointernational.co.uk>.

10. Website publication of audit concerns

Under section 527 of the Act, members meeting the threshold requirements set out in that section have the right to require the Company to publish on a website a statement setting out any matter relating to:

- (i) the audit of the Company's accounts (including the auditors' report and the conduct of the audit) that are to be laid before the Annual General Meeting for the financial year beginning 1 January 2010; or
- (ii) any circumstance connected with an auditor of the Company appointed for the financial year beginning 1 January 2010 ceasing to hold office since the previous meeting at which annual accounts and reports were laid in accordance with section 437 of the Act (in each case) that the members propose to raise at the Annual General Meeting. The Company may not require the members requesting any such website publication to pay its expenses in complying with sections 527 or 528 of the Act. Where the Company is required to place a statement on a website under section 527 of the Act, it must forward the statement to the Company's auditors not later than the time when it makes the statement available on the website. The business which may be dealt with at the Annual General Meeting includes any statement that the Company has been required under section 527 of the Act to publish on a website.

11. Total number of shares and voting rights

As at 22 March 2011 (being the last practicable business day prior to the publication of the Notice of Meeting) the Company's issued share capital comprises 340,419,452 ordinary shares of £0.05, each such share carrying one vote, including 110,000 shares in treasury. Therefore, the total voting rights in the Company as at that date are 340,309,452.

12. Communication

You may not use any electronic address (within the meaning of section 333(4) of the Act) provided in this Notice of Meeting (or in any related documents including the Form of Proxy) to communicate with the Company for any purposes other than those expressly stated.

