

**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, 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:  
48 Dover Street  
London  
W1S 4FF  
United Kingdom

Incorporated in England and Wales. Registered No. 3300821

**Directors:**

<b>Rui C de Sousa</b>	(Non-Executive Chairman)
<b>Edward T Story</b>	(President and CEO)
<b>Roger D Cagle</b>	(Executive Vice President, Deputy CEO and CFO)
<b>Cynthia B Cagle</b>	(Vice President - Finance and Company Secretary)
<b>Michael C Johns</b>	(Non-Executive Director and Senior Independent Director)
<b>Olivier M G Barbaroux</b>	(Non-Executive Director)
<b>Robert M Cathery</b>	(Non-Executive Director)
<b>Ettore P M Contini</b>	(Non-Executive Director)
<b>António V Monteiro</b>	(Non-Executive Director)
<b>John C Norton</b>	(Non-Executive Director)
<b>Michael J Watts</b>	(Non-Executive Director)

8 March 2013

Dear Shareholder,

**ANNUAL GENERAL MEETING**

The Company's Annual General Meeting will be held at The Royal Institution, 21 Albemarle St, London W1S 4BS on 13 June 2013 at 10.00 a.m. The Notice of Meeting follows in Appendix II 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 2012.

**Action to be Taken**

A proxy form 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 proxy form 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 proxy form, 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 32,237,325 ordinary shares representing approximately 9.7 per cent. of the current issued share capital of the Company (excluding treasury shares). In making their recommendation each Director being proposed for reappointment abstains in relation to the resolution for their own reappointment.

Yours sincerely,

A handwritten signature in black ink, appearing to read 'Rui de Sousa'.

**Rui de Sousa**  
Chairman

## APPENDIX I

### Explanation of the Resolutions to be Proposed at the Annual General Meeting (“AGM”)

**(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 2012 (“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 2012. You can find the report on pages 57 to 65 of the Report and Accounts.

**(c) Resolutions 3, 4, 5, 6, 7, 8, 9, 10, 11 and 12: Reappointment of Directors**

These are resolutions for the reappointment as Directors of Rui C de Sousa, Edward T Story, Roger D Cagle, Michael C Johns, Olivier M G Barbaroux, Robert M Cathery, Ettore P M Contini, John C Norton, António V Monteiro and Michael J Watts who retire at this AGM as explained on page 43 of the Report and Accounts, and are being proposed by the Board for reappointment. The reappointment of each Director is recommended by the Board in consideration of the results of their individual evaluation and demonstrated satisfactory performance, commitment and effectiveness. Biographical details of the Directors are set out on pages 40 to 41 of the Report and Accounts.

**(d) Resolution 13: Reappointment of Director**

This resolution is to reappoint Cynthia B Cagle in accordance with the Articles of Association following her appointment by the Board since the last AGM. The re-appointment of Ms Cagle is recommended by the Board in consideration of the results of her individual evaluation and demonstrated satisfactory performance, commitment and effectiveness. Biographical details of Ms Cagle are set out on page 40 of the Report and Accounts.

**(e) Resolution 14: Reappointment of Auditors**

This is a resolution to reappoint Deloitte LLP as auditors of the Company to hold office until the conclusion of the next AGM at which accounts are laid before the Company.

**(f) Resolution 15: Auditors' Remuneration**

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

**(g) Resolution 16: Directors' Power to Allot Securities**

Your Directors may allot unissued shares only if authorised to do so by shareholders. The Directors were so authorised at the Company's 2012 AGM. 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 £5,530,534 and (b) equity securities up to an aggregate nominal amount (when added to allotments under (a)) of £11,061,068 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 9,122,268 treasury shares of £0.05 each which represent 2.75 per cent. of the total ordinary share capital in issue excluding treasury shares) as at 8 March 2013, the latest practicable date prior to the publication of this Notice of Meeting. If granted, these authorities will expire at the AGM in 2014 or on 30 June 2014, whichever is the earlier. The Directors have no present intention of issuing shares pursuant to this authority except under (a) to satisfy the exercise of options under the Company's employee share option schemes.

**(h) 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 £852,386 (being approximately 5 per cent. of the Company's issued ordinary share capital at 8 March 2013, the latest practicable date prior to the publication of the Notice of Meeting). If granted, this authority will expire at the conclusion of the AGM in 2014 or on 30 June 2014, 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.

**(i) 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 8 March 2013, the latest practicable date prior to the publication of the Notice of Meeting. 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 8 March 2013, 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 748,500, which if exercised would represent 0.23 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 authorities (both existing and being sought) from shareholders, this number of outstanding options could potentially represent 0.28 per cent. of the issued share capital of the Company (excluding treasury shares).

**(j) 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 AGM to allow it to hold general meetings (other than AGMs) on 14 days' clear notice. Resolution 19 seeks the necessary shareholder approval. The approval will be effective until the Company's next AGM, when it is intended that a similar Resolution will be proposed. The shorter period would not be used as a matter of routine for general meetings, but only where flexibility is merited by the business of the meeting and is thought to be to the advantage of the Company's shareholders as a whole.

## **APPENDIX II**

### **Notice of Meeting**

#### **SOCO INTERNATIONAL PLC**

#### **NOTICE OF ANNUAL GENERAL MEETING**

Notice is hereby given that the Annual General Meeting of SOCO International plc will be held at The Royal Institution, 21 Albemarle St, London W1S 4BS on 13 June 2013 at 10.00 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 2012.
- 2.** To approve the Directors' Remuneration Report included in the Annual Report and Accounts for the financial year ended 31 December 2012.
- 3.** To reappoint Rui C de Sousa, who is the 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 Michael C Johns, who is the Chairman of the Remuneration Committee and a member of the Audit and Nominations Committees, as a Director.
- 7.** To reappoint Olivier M G Barbaroux, as a Director.
- 8.** To reappoint Robert M Cathery, as a Director.
- 9.** To reappoint Ettore P M Contini as a Director.
- 10.** To reappoint John C Norton, who is the Chairman of the Audit Committee, as a Director.
- 11.** To reappoint António V M Monteiro, who is a member of the Audit, Remuneration and Nominations Committees, as a Director.
- 12.** To reappoint Michael J Watts, who is a member of the Audit, Remuneration and Nominations Committees, as a Director.
- 13.** To reappoint Cynthia B Cagle as a Director.
- 14.** To reappoint Deloitte LLP as auditors to hold office until the conclusion of the next Annual General Meeting at which the accounts are laid before the Company.
- 15.** To authorise the Directors to agree the auditors' remuneration.
- 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 £5,530,534;  
(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 £11,061,068 (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;  
such authorities to expire at the conclusion of the next Annual General Meeting of the Company (or, if earlier, on 30 June 2014), 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 II**

### **Notice of Meeting continued**

#### **17. To consider, and if thought fit, to approve the following Special Resolution:**

That, in substitution for all existing powers and 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 authority 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 £852,386: and
- (iii) such powers to expire at the conclusion of the next annual general meeting of the Company (or, if earlier, on 30 June 2014), 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 34,095,432 ordinary shares of £0.05 each;
- (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 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 2014.

#### **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  
8 March 2013

#### **Registered Office:**

48 Dover Street  
London  
W1S 4FF  
United Kingdom

Registered in England  
No. 3300821

## NOTES

### 1. Proxies

Only holders of Shares and their proxies or duly appointed corporate representatives are entitled to attend and vote at the Annual General Meeting ("AGM"). 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. Where a member appoints a proxy other than the Chairman of the meeting, it is that member's responsibility to ensure that the proxy attends the meeting and acts upon the member's voting intentions.

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 6DA not later than 48 hours before the time of the meeting. Completion of a form of proxy will not preclude a member attending and voting in person at the meeting. Completion 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 AGM if he/she wishes to do so.

If you wish to register your proxy appointments or vote electronically via the [www.sharevote.co.uk](http://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 the [www.sharevote.co.uk](http://www.sharevote.co.uk) website, 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 this note 3 no later than 10.00 a.m. on 11 June 2013. Alternatively, if Members are registered with the Equiniti online portfolio service "Shareview.co.uk", they can vote by logging on with a User ID and Pin, clicking on the link to vote under your SOCO International plc holding details and follow 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 AGM and any adjournment(s) thereof by using the procedures, 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](http://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 11 June 2013.

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 current Articles of Association are available for inspection at the offices of Clifford Chance LLP, 10 Upper Bank Street, London, E14 5JJ during normal business hours from the date of the Notice of Meeting until the close of the AGM (Saturdays, Sundays and public holidays excepted) and will be available for inspection at the place of the AGM 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 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 11 June 2013 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 AGM 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, and other information required by section 311A of the Act, can be found at <http://www.socointernational.com>.

## **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 AGM; or
- (ii) any circumstance connected with an auditor of the Company 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 AGM. 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 AGM includes any statement that the Company has been required under section 527 of the Act to publish on a website.

## **11. Circulation of resolutions and inclusion of other matters**

Under Section 338 and Section 338A of the Act shareholders meeting the threshold requirements in those sections have the right to require the Company (i) to give to shareholders of the Company entitled to receive notice of the AGM notice of a resolution which may properly be moved and is intended to be moved at the AGM and/or (ii) to include in the business to be dealt with at the AGM any matter (other than a proposed resolution) which may be properly included in the business. A resolution may properly be moved or a matter may properly be included in the business unless (a) (in the case of a resolution only) it would, if passed, be ineffective (whether by reason of inconsistency with any enactment or the Company's constitution or otherwise), (b) it is defamatory of any person, or (c) it is frivolous or vexatious. Such a request may be in hard copy form or in electronic form, must identify the resolution of which notice is to be given or the matter to be included in the business, must be authorised by the person or persons making it, must be received by the Company not later than 1 May 2013, being the date 6 clear weeks before the AGM, and (in the case of a matter to be included in the business only) must be accompanied by a statement setting out the grounds for the request.

## **12. Total number of shares and voting rights**

As at 8 March 2013 (being the last practicable business day prior to the publication of the Notice of Meeting) the Company's issued share capital comprises 340,954,315 ordinary shares of £0.05, each such share carrying one vote, including 9,122,268 shares in Treasury. Therefore, the total voting rights in the Company as at that date are 331,832,047.

## **13. 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 proxy form) to communicate with the Company for any purposes other than those expressly stated.

