

# Notice of the first Annual General Meeting

In accordance with the Articles of Incorporation of the Company adopted by special resolution dated 21 May 2015 (the "Articles"), NOTICE IS HEREBY GIVEN that the first annual general meeting of the Company (the "AGM") will be held at the offices of Aztec Group, East Wing, Trafalgar Court, Les Banques, St Peter Port, Guernsey, GY1 3PP on Friday, 8 April 2016 at 11:00 AM (UK Time).

## Agenda of the Annual General Meeting

The business and resolutions proposed to be considered at the AGM are as follows:

### 1. Chairman of the meeting

- 1.1. To appoint a Chairman of the AGM.<sup>1</sup>

### 2. Notice and quorum

- 2.1. To confirm that due notice of the AGM has been given.  
2.2. To confirm that, in accordance with the Articles, that the meeting is quorate and may proceed to business, by way of reviewing a summary of those members in attendance by person or by proxy.<sup>2</sup>

### 3. Proxy forms and voting rights

- 3.1. To inform the meeting of the total number of shares cast by proxy and to confirm those appointed in respect of those shares.  
3.2. To inform the meeting of the procedure for voting during the AGM, in accordance with the Articles.  
Members are invited to refer to the notes to the Form of Proxy for information regarding voting procedure and rights.

### 4. Final dividend

- 4.1. To note that the Directors have approved a first, semi-annual dividend payment to members holding ordinary shares in the Company in the amount of 3.69p which was paid on 5 April 2016 to members on the register as at 18 March 2016 and the shares were ex-dividend on 17 March 2016.<sup>3</sup>

### 5. Ordinary resolutions

- 5.1. To adopt the annual report and audited financial statements of the Company for the period ended 31 December 2015, including the reports of the Directors and the Auditor.<sup>4</sup>  
5.2. To re-appoint KPMG Channel Islands Limited of Glatigny Court, Glatigny Esplanade, St Peter Port, Guernsey, GY1 1WR as the external auditor of the Company (the "Auditor") to hold office until conclusion of the next annual general meeting.<sup>5</sup>  
5.3. To authorise the Board to negotiate and fix the remuneration of the Auditor in respect of the financial year ended 31 December 2016.<sup>6</sup>  
5.4. To re-elect Tim Breedon as an independent non-executive director of the Company. Mr Breedon was appointed to the Board on 28 April 2015 and further information is available about Mr Breedon on the Company's website.<sup>7</sup>  
5.5. To re-elect Steve Le Page as an independent non-executive director of the Company. Mr Le Page was appointed to the Board on 28 April 2015 and further information is available about Mr Le Page on the Company's website.<sup>7</sup>  
5.6. To re-elect Chris Ambler as an independent non-executive director of the Company. Mr Ambler was appointed to the Board on 28 April 2015 and further information is available about Mr Ambler on the Company's website.<sup>7</sup>  
5.7. To elect Sally-Ann (Susie) Farnon as an independent non-executive director of the Company. Mrs Farnon was appointed to the Board on 22 July 2015 and further information is available about Mrs Farnon on the Company's website.<sup>7</sup>

### 6. Special resolutions

The following resolutions are proposed as special resolutions.

- 6.1. To renew the authorisation of the Company to generally and unconditionally for the purposes of section 315 of the Companies (Guernsey) Law, 2008 (as amended) (the "Law") to make one or more market acquisitions (within the meaning of section 316 of the Law) of ordinary shares in the Company (and to the extent permitted by the Law, to hold such ordinary shares as treasury shares) provided that:<sup>8</sup>
- (a) the Company's authority to make market acquisitions pursuant to the authority granted by this resolution shall, (except with prior shareholder approval) be limited to a maximum of 14.99% of the number of ordinary shares in issue as at the date of this notice (or, if different, 14.99% of the number of ordinary shares in issue as at the date of the annual general meeting);
- (b) the maximum price (exclusive of expenses) which shall be paid for the Ordinary Share pursuant to this authority shall be an amount equal to 105 per cent of the average of the middle market quotation as derived from the London Stock Exchange for the five business days immediately preceding the date on which the purchase is made;
- (c) the minimum price (exclusive of expenses) which shall be paid for the Ordinary Share pursuant to this authority shall be £0.01; and
- (d) unless previously revoked or varied, the authority hereby conferred shall expire at the earlier of 15 months after the date of the AGM or at the conclusion of the next annual general meeting of the Company, save that the Company may, prior to such expiry, enter into a contract to acquire ordinary shares which will or may be completed or executed wholly or partly after such expiry and make an acquisition of such ordinary shares pursuant to any such contract.
- 6.2. In accordance with article 6.7 of the Articles, to authorise the Directors, in accordance with article 4.3 of the Articles, to issue up to a maximum number of 49,110,077 of ordinary shares (being not more than 10% of the number of ordinary shares in issue as at the date of this notice) or such other number being not more than 10% of the ordinary shares in issue at the date of the annual general meeting, whether generally in relation to the issue by the Company of equity securities, in relation to issues of a particular description or in relation to a specified issue of equity securities which, in accordance with the Listing Rules, could only be issued at or above Net Asset Value per share (unless offered pro rata to existing Shareholders or pursuant to further authorisation by shareholders), as if the pre-emption provisions contained in article 6.2 of the Articles do not apply to any such issue, and that, unless previously revoked or varied, such authority will remain valid until the conclusion of the next annual general meeting of the Company, save that the Company may make prior to such expiry any offer or agreement which would or might require ordinary shares or equity securities to be issued after the conclusion of the next annual general meeting of the Company and the Directors may issue ordinary shares or equity securities pursuant to such an offer or agreement notwithstanding the expiry of the authority given by this resolution.<sup>9</sup>

### 7. Any other business

- 7.1. To invite the meeting to present any other business for consideration by the members.

### 8. Matters arising from the meeting

- 8.1. To confirm any matters arising from the AGM and the appropriate action to be taken.

### 9. Closure of meeting

- 9.1. To confirm the time of closure of the AGM.

### Shareholder queries

Shareholders are invited to meet the Board following conclusion of the AGM to discuss any other queries outside of the formalities of the AGM.

Should shareholders wish to attend the AGM, address any specific queries, concerns or discussions with the Board outside the formalities of the AGM or in respect of the proposed agenda of the AGM, please inform the Company Secretary and Investor Relations at [AGA-admin@aztegroup.co.uk](mailto:AGA-admin@aztegroup.co.uk) and [investor.relations@apaxglobalalpha.com](mailto:investor.relations@apaxglobalalpha.com) respectively.

Whether or not you propose to attend the AGM, please complete and submit a Form of Proxy in accordance with the instructions printed on the enclosed form. The Form of Proxy must be received by 11:00 AM on Wednesday, 6 April 2016 to be valid and must be deposited at the address provided in the notes to the Form of Proxy.

# Notes to the notice and agenda for the first Annual General Meeting

## Information Regarding the Agenda and Proposed Resolutions

All capitalised terms not otherwise defined in these notes to the notice and agenda for the annual general meeting shall have the meanings given to them in the Articles. The Articles are available on the Company's website at:

<http://www.apaxglobalalpha.com/investor-information/constitutional-documents/>

1. In accordance with article 20.3 of the Articles the Chairman of any general meeting shall be either:
  - (i) the Chairman of the Board;
  - (ii) in the absence of the Chairman, or if the Board has no Chairman, then the Board shall nominate one of their number to preside as Chairman;
  - (iii) if neither the Chairman of the Board nor the nominated Director are present at the meeting then the Directors present at the meeting shall elect one of their number to be the Chairman;
  - (iv) if only one Director is present at the meeting then he shall be Chairman of the general meeting; or
  - (v) if no Directors are present at the meeting then the members "present in person" shall elect a Chairman for the meeting by an Ordinary Resolution.
2. In accordance with article 20.1 of the Articles the quorum for a general meeting shall be two members "Present in Person", including being present by attorney or by Proxy or, in the case of a corporate member, by duly authorised corporate representative.
3. The Company will publish its dividend timetable and other information regarding the dividend payment on the London Stock Exchange. A copy of such publication will also be made available on the Company's website at:
 

[www.apaxglobalalpha.com/investor-information/announcements](http://www.apaxglobalalpha.com/investor-information/announcements)

The effect of the Ordinary Resolutions proposed at items 5.1 and 5.7 of the Agenda being passed are outlined below. Further information on each of the proposed resolutions may be obtained from the Company Secretary available at:
 

[AGA-admin@aztecgroup.co.uk](mailto:AGA-admin@aztecgroup.co.uk)

Ordinary Resolutions are passed if more than half of votes are cast in favour of the resolution.
4. If this Ordinary Resolution is passed, members shall be deemed to have adopted, and to have received, the contents and statements included within the annual report and audited financial statements of the Company for the period ended 31 December 2015, including the reports of the Directors and the Auditor, accordingly the requirements under section 251 and 252 of the Companies (Guernsey) Law, 2008 (as amended) shall be satisfied.
5. If this Ordinary Resolution is passed, the Auditor shall be re-appointed to hold office until conclusion of the next annual general meeting and may, unless such office becomes vacant before then, be eligible for re-election at that annual general meeting, in accordance with article 40.7 of the Articles.
6. If this Ordinary Resolution is passed, the Board shall be authorised to negotiate and fix the remuneration of the Auditor for the financial year ended 31 December 2016, in accordance with article 40.5 of the Articles. The Board shall have due discretion to the appropriateness of such remuneration.
7. In accordance with article 22.3 of the Articles, each Director at the date of the notice convening the annual general meeting shall retire from office and may offer themselves for election or re-election by the members. Each Director has so retired and is offering himself for re-election. If this Ordinary Resolution is passed, the relevant Director shall therefore be re-elected to continue to hold office as a Director of the Company until conclusion of the next annual general meeting, unless such office becomes vacant before then, in which case a casual vacancy shall be filled in accordance with the Articles.

Where any member may intend to vote against the re-election of a Director, the Directors encourage shareholders to discuss their intentions and rationale for doing so with the Chairman, prior to casting their vote. If such vote is against re-election of the Chairman, shareholders are invited to discuss their intentions and rationale for doing so with the Chairman of the Audit Committee.

In accordance with article 23.2 of the Articles, the Board is authorised to fix the fees of the Directors (other than any alternate Directors) for their services, subject to an overall cap of £315,000 per financial year on the aggregate fees (such fees being distinct from any salary, remuneration for any executive office or other amounts payable to a Director pursuant to any other provisions of the Articles). The Board intends to fix the Directors' fees for 2016 in accordance with article 23.2. The total of Directors' fees (and expenses) paid for 2015 are disclosed in the annual report and audited financial statement of the Company for the period ended 31 December 2015, which is available from the Company's website.

The effect of the Special Resolutions proposed at items 6.1 and 6.2 of the Agenda being passed are outlined below. Further information on each of the proposed resolutions may be obtained from the Company Secretary available at:

[AGA-admin@aztecgroup.co.uk](mailto:AGA-admin@aztecgroup.co.uk)

Special Resolutions are passed if more than 75% of votes are cast in favour of the resolution.

8. If this Special Resolution is passed, the Company shall continue to be authorised to make market acquisitions of its own shares in accordance with section 315 the Companies (Guernsey) Law, 2008 (as amended) on the basis set out in the prospectus of the Company dated 22 May 2015 (Part X: 2.5).
9. If this Special Resolution is passed, the Company shall be able to issue ordinary shares or equity securities up to the maximum amount specified in this Special Resolution, without having regard to the pre-emption provisions that are set out in article 6.2 of the Articles.

### Voting procedure and rights

As at 7 March 2016 (being the last business day prior to publication of this notice) the Company's issued share capital consisted of 491,100,768 ordinary shares of no par value, carrying one vote each. Therefore, the total voting rights in the Company as at 7 March 2016 are 491,100,768.

The provisions for proceedings for voting at the annual general meeting and rights as to the votes of members are included in articles 20 and 21 of the Articles respectively. Members are encouraged to review these provisions before casting their vote, appointing a proxy and/or attending the annual general meeting.

The below is provided as a summary for members. It is not inclusive of all provisions of the Articles and may be paraphrased. Members should review the Articles in detail.

### Voting procedure – casting your vote

Shareholders who hold their shares in certificated form are requested to complete and return the enclosed Form of Proxy to the Company's registrars at Capita Asset Services, The Registry, PXS 1, 34 Beckenham Road, Beckenham, Kent, BR3 4ZF as soon as possible, but in any event, to be valid, so as to arrive no later than 11:00 AM on Wednesday, 6 April 2016, being not less than 48 hours before the start time of the meeting.

Shareholders who hold their shares in uncertificated form may use the CREST electronic proxy appointment service. In order for a proxy appointment made by means of CREST to be valid, the appropriate CREST message (a "CREST Proxy Instruction") must be properly authenticated in accordance with CRESTCo's specifications and must contain the information required for such instructions, as described in the CREST Manual. The message must be transmitted so as to be received by the Company's registrars, Capita Asset Services (CREST ID:RA10) by 11:00 AM on Wednesday, 6 April 2016, being not less than 48 hours before the start time of the meeting.

The return of a Form of Proxy or the appointment of a proxy through CREST will not preclude a member from attending and voting at the Annual General Meeting in person, should they subsequently decide to do so.

The **Form of Proxy** can be downloaded and printed from the Company's website at the following address:

[www.apaxglobalalpha.com/investor-information/results-and-publications](http://www.apaxglobalalpha.com/investor-information/results-and-publications)

## Notes to the notice and agenda for the first Annual General Meeting continued

### Voting rights and rights to appoint a proxy

A member shall not be entitled in respect of any share to take part in any proceedings or vote at any general meeting or class meeting of the Company or to exercise any right conferred by membership:

- (i) unless all calls due from that member in respect of their shares have been paid;
- (ii) unless that member has been registered as the holder of such shares;
- (iii) if so determined by the Board, any member who has failed to comply with a notice requiring the disclosure of members' interests and given under article 10 of the Articles, as set out in article 21.2 of the Articles.

Unless one of their number has been elected to represent them and to vote whether in person or Proxy in their name, joint registered holders whose name stands first on the Register of the Company shall alone be entitled to vote.

Pursuant to the Articles and the Companies (Guernsey) Law, 2008 (as amended):

- (i) a member of the Company is entitled to appoint another person as his proxy to exercise all or any of his rights to attend and speak and vote at a meeting of the Company.
- (ii) a member may appoint more than one proxy in relation to a meeting, provided that each proxy is appointed to exercise the rights attached to a different share or shares held by that member.
- (iii) the appointment of a Proxy shall not preclude a member from attending at voting in person at a meeting or poll concerned, subject to article 21.12 of the Articles.
- (iv) a Proxy need not be a member and an instrument of proxy may be valid for one or more meetings.

The instrument appointing a Proxy and the power of attorney or other authority (if any) under which it is signed, or a copy of that power or authority certified notarially or in some other way approved by the Directors shall, whether in writing or in electronic form, be deposited at the Registered Office of the Company or, if in electronic form, to such address as specified in this notice, not less than 48 hours before the time for holding the annual general meeting or adjourned meeting at which the person named in the appointment proposes to vote.

### Proceedings at the Annual General Meeting

Two members present In person shall be deemed to form a quorum for the purposes of the meeting. If within thirty minutes from the time appointed for the meeting a quorum is not present, the meeting shall stand adjourned for five business days at the same time and place or to such other day and at such other time and place as the Board may determine.

A resolution put to a vote shall be decided by a show of hands or by a poll at the option of the Chairman. A poll may be demanded by:

- (i) the Chairman; or
- (ii) not less than five members having the right to vote on the resolution; or
- (iii) one or more of the members present In person representing at least ten per cent of the total voting rights of all of the members having the right to vote on the resolution.

The demand for a poll may be withdrawn.

In the case of an equality of votes, the Chairman shall have a second or casting vote in addition to any other vote he may have.

Unless a poll is demanded, a declaration by the Chairman that a resolution has on a show of hands been carried or lost and an entry to that effect in the minute book shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded.

# Apax Global Alpha Limited

Registered Number: 59939  
(the "Company")

## FORM OF PROXY ANNUAL GENERAL MEETING

Friday, 8 April 2016 at 11:00 AM (UK Time)  
at the offices of Aztec Group, East Wing, Trafalgar Court, Les Banques, St Peter Port, Guernsey GY1 3PP

### BEFORE COMPLETING THIS FORM, PLEASE READ THE NOTES OVERLEAF

I/We, \_\_\_\_\_  
(Write your name in BLOCK LETTERS please)  
of \_\_\_\_\_  
Post Code: \_\_\_\_\_  
(Your address in full including your post code)

being a member/members of the Company hereby appoint the Chairman of the meeting or (refer to note 2)

Name of Proxy: \_\_\_\_\_  
Address: \_\_\_\_\_  
Post Code: \_\_\_\_\_

as my/our proxy to vote in my/our name(s) and on my/our behalf in the manner indicated below at the Annual General Meeting of the Company to be held at the offices of Aztec Group, East Wing, Trafalgar Court, Les Banques, St Peter Port, Guernsey, GY1 3PP on Friday, 8 April 2016 at 11:00 AM (UK Time) and at any adjournment thereof.

I/We direct my/our proxy to vote on the following resolutions as I/we have indicated by marking the appropriate box with an 'X'. If no indication is given, my/our proxy will vote or abstain from voting at his or her discretion and I/we authorise my/our proxy to vote (or abstain from voting) as he or she thinks fit in relation to any other matter (including amendments to resolutions) which is properly put before the meeting.

Unless otherwise indicated, where you indicate 'X' in an appropriate box, it shall cast all the votes attached to your shares in respect of the corresponding resolution. If you wish to only cast a proportion of your shares as votes towards a resolution then please indicate 'X' and the number of votes you wish to cast.

This form is to be used in respect of the resolutions set out in the notice of meeting as follows:

| Ordinary resolutions   | For                      | Against                  | Withheld                 | Discretionary            |
|--|--------------------------|--------------------------|--------------------------|--------------------------|
| 5.1 To adopt the annual report and audited financial statements of the Company for the period ended 31 December 2015, including the reports of the Directors and the Auditor.  | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 5.2 To re-appoint KPMG Channel Islands Limited of Gategny Court, Gategny Esplanade, St Peter Port, Guernsey, GY1 1WR as the external auditor of the Company (the "Auditor") to hold office until conclusion of the next annual general meeting.  | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 5.3 To authorise the Board to negotiate and fix the remuneration of the Auditor in respect of the financial year ended 31 December 2016.   | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 5.4 To re-elect Tim Breedon as an independent non-executive Director of the Company.   | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 5.5 To re-elect Steve Le Page as an independent non-executive Director of the Company.   | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 5.6 To re-elect Chris Ambler as an independent non-executive Director of the Company.  | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 5.7 To elect Sally-Ann (Susie) Farnon as an independent non-executive Director of the Company.   | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| <b>Special resolutions</b>   |                          |                          |                          |                          |
| 6.1 To renew the authorisation of the Company to generally and unconditionally for the purposes of section 315 of the Companies (Guernsey) Law, 2008 (as amended) (the "Law") to make one or more market acquisitions (within the meaning of section 316 of the Law) of Ordinary Shares in the Company (and to the extent permitted by the Law, to hold such Ordinary Shares as treasury shares) provided that: 9<br>(e) the Company's authority to make market acquisitions pursuant to the authority granted by this resolution shall, (except with prior shareholder approval) be limited to a maximum of 14.99% of the number of Ordinary Shares in issue as at the date of this notice (or, if different, 14.99% of the number of Ordinary Shares in issue as at the date of the annual general meeting);<br>(f) the maximum price (exclusive of expenses) which shall be paid for the Ordinary Share pursuant to this authority shall be an amount equal to 105 per cent. of the average of the middle market quotation as derived from the London Stock Exchange for the five business days immediately preceding the date on which the purchase is made;<br>(g) the minimum price (exclusive of expenses) which shall be paid for the Ordinary Share pursuant to this authority shall be £0.01; and<br>(h) unless previously revoked or varied, the authority hereby conferred shall expire at the earlier of 15 months after the date of the AGM or at the conclusion of the next annual general meeting of the Company, save that the Company may, prior to such expiry, enter into a contract to acquire Ordinary Shares which will or may be completed or executed wholly or partly after such expiry and make an acquisition of such Ordinary Shares pursuant to any such contract. | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 6.2 In accordance with article 6.7 of the Articles, to authorise the Directors, in accordance with article 4.3 of the Articles, to issue up to a maximum number of 49,110,077 of Ordinary Shares (being not more than 10% of the number of Ordinary Shares in issue as at the date of this notice) or such other number being not more than 10% of the Ordinary Shares in issue at the date of the annual general meeting, whether generally in relation to the issue by the Company of equity securities, in relation to issues of a particular description or in relation to a specified issue of equity securities which, in accordance with the Listing Rules, could only be issued at or above net asset value per share (unless offered pro rata to existing Shareholders or pursuant to further authorisation by Shareholders), as if the pre-emption provisions contained in article 6.2 of the Articles do not apply to any such issue, and that, unless previously revoked or varied, such authority will remain valid until the conclusion of the next annual general meeting of the Company, save that the Company may make prior to such expiry any offer or agreement which would or might require Ordinary Shares or equity securities to be issued after the conclusion of the next annual general meeting of the Company and the Directors may issue Ordinary Shares or equity securities pursuant to such an offer or agreement notwithstanding the expiry of the authority given by this resolution.  | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |

Please return this form to the Company's Registrars whose address is Capita Asset Services, The Registry, PXS 1, 34 Beckenham Road, Beckenham, Kent, BR3 4ZF to arrive no later than 11:00am on Wednesday, 6 April 2016 (being not less than 48 hours before the time for the Annual General Meeting, discounting any day that is not a working day).

For natural members (individuals), please sign here:

Name: \_\_\_\_\_ Signature: \_\_\_\_\_  
(please write your name in full as it would appear on the Register of members)

For legal members (corporations or otherwise), please sign here:

For and on behalf of: \_\_\_\_\_  
(please write full legal name of member as it would appear on the Register of members)

Acting by: \_\_\_\_\_  
(please write full name(s) of legal representative(s))

In the capacity of: \_\_\_\_\_  
(please write in what capacity legal representative(s) represent member, e.g. Director)

Please tick here if this proxy appointment is one of multiple appointments being made. Please refer to note 4 for the appointment of more than one proxy.

#### Notes to the Form of Proxy for the First Annual General Meeting

1. As a member of the Company you are entitled to appoint a proxy to exercise all or any of your rights to attend, speak and vote at a general meeting of the Company. You can only appoint a proxy using the procedures set out in these notes.
2. A member entitled to attend and vote at the meeting is also entitled to appoint one or more proxies to attend, speak, and vote on a show of hands and on a poll, instead of him. The proxy need not be a member of the Company. If you do not wish to appoint the Chairman of the meeting as your proxy, a proxy of your own choice may be appointed by inserting the proxy's name on this Proxy Form in the space provided, but where you appoint as your proxy someone other than the Chairman, you are responsible for ensuring that they attend the meeting and are aware of your voting intentions. If you sign and return this proxy form with no name inserted in the box, the Chairman of the meeting will be deemed to be your proxy.
3. Appointment of a proxy does not preclude you from attending the meeting and voting in person. If you have appointed a proxy and attend the meeting in person, your proxy appointment will automatically be terminated.
4. If you appoint more than one proxy, each proxy must be appointed in respect of a specified number of shares within your holding, and only one proxy may be appointed in respect of any one share within your holding. If you wish to do this, each proxy must be appointed on a separate Form of Proxy. When appointing more than one proxy you must indicate the number of shares in respect of which the proxy is appointed to the right of the name of the shareholder at the top of the Form of Proxy, and whether, by ticking the box provided, the proxy instruction is one of multiple instructions being given.
5. The Form of Proxy must, in the case of an individual, be signed by the appointor or their agent or attorney duly authorised in writing, or in the case of a corporation, either be under its common seal or be signed by an officer or attorney or other person duly authorised to sign the same. Any power of attorney or any other authority under which this proxy form is signed (or a duly certified copy of such power or authority) must be included with the proxy form.
6. To direct your proxy how to vote on the resolutions mark the appropriate box with an 'X'. Please note the "vote withheld" option is provided to enable you to abstain on any particular resolution. However, a "vote withheld" is not a vote in law and will not be counted in the calculation of the proportion of the votes "for" and "against" a resolution.
7. If the Form or Proxy is returned without an indication as to how the proxy must vote on a particular matter or if you select the "Discretionary" option, or, if further matters are raised at the meeting, the proxy will exercise his discretion as to whether, and if so how, he votes.
8. Pursuant to Regulation 41 of the United Kingdom's Uncertificated Securities Regulations 2001, entitlement to attend and vote at the meeting and the number of votes which may be cast thereat will be determined by reference to the Register of Members of the Company at 11:00am on Wednesday, 6 April 2015 (or, in the event of any adjournment, at 11:00am on the date which is 48 hours before the time of adjourned meeting discounting any day that is not a working day). Changes to entries on the Register of Members after that time shall be disregarded in determining the rights of any person to attend and vote at the meeting.
9. To be effective, the Form of Proxy and any authority under which it is executed (or a notarially certified copy of such authority) must be deposited with Capita Asset Services, PXS 1, 34 Beckenham Road, Beckenham, Kent BR3 4ZF no later than 11:00am on Wednesday, 6 April 2015 (being not less than 48 hours before the time for holding the meeting discounting any day that is not a working day). Completion and return of the Form of Proxy will not preclude members from attending and voting in person at the meeting.
10. If you submit more than one valid proxy appointment, the appointment received last before the latest time for the receipt of proxies will take precedence.