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If you have sold or transferred all of your ordinary shares of 0.1 pence each (“Ordinary Shares”) in Oxford Pharmascience Group Plc (the “Company”), please send this document, together with the accompanying form of Proxy (“Form of Proxy”), immediately to the purchaser or transferee or to the stockbroker, bank or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee. If you have sold or otherwise transferred some of your Ordinary Shares, please consult your stockbroker, bank or other agent through whom the sale or transfer was effected.

Oxford Pharmascience Group Plc

(A company Incorporated in England and Wales with registration number 07036758)

Placing of 166,666,667 New Ordinary Shares

and

Notice of General Meeting

This document does not constitute a public offer of securities and accordingly is not a prospectus. Neither does it constitute an admission document drawn up in accordance with the AIM Rules. This document does not constitute an offer to buy or to subscribe for, or the solicitation of an offer to buy or subscribe for, New Ordinary Shares. The New Ordinary Shares have not been, and will not be, registered under the United States Securities Act of 1933 as amended (the “Securities Act”) or qualified for sale under the laws of any state of the United States (the “US”) or under the applicable laws of any of Canada, Australia, South Africa or Japan and, subject to certain exceptions, may not be offered or sold in the United States or to, or for the account or benefit of, US persons (as such term is defined in Regulation S under the Securities Act) or to any national, resident or citizen of Canada, Australia, South Africa or Japan. The distribution of this document in other jurisdictions may be restricted by law and, therefore, persons into whose possession this document comes should inform themselves about and observe such restrictions. Any failure to comply with these restrictions may constitute a violation of the securities laws of any such jurisdiction. In particular, this document may not be distributed, directly or indirectly in or into the United States, Canada, South Africa, Australia or Japan. Overseas Shareholders and any person (including, without limitation, nominees and trustees) who have a contractual or other legal obligation to forward this document to a jurisdiction outside the United Kingdom should seek appropriate advice before taking any action.

A notice convening a General Meeting of Oxford Pharmascience Group Plc to be held at the offices of Fasken Martineau LLP, Third Floor, 17 Hanover Square, London W1S 1HU at 10.00 a.m. on 19 March 2013 is set out at the end of this document. Whether or not you intend to be present at the General Meeting, you are urged to complete and return the enclosed Form of Proxy, in accordance with the instructions printed thereon, so as to arrive as soon as possible and in any event by no later than 10.00 a.m. on 15 March 2013. Alternatively, you may appoint a proxy electronically in accordance with the procedures set out in note 8 to the Notice of General Meeting. Completion and return of Forms of Proxy or the electronic appointment of a proxy will not preclude Shareholders from attending and voting at the General Meeting should they so wish.

N+1 Singer Advisory LLP (“N+1 Singer”) which is authorised and regulated in the United Kingdom by the Financial Services Authority, is acting as broker to the Company in connection with the Placing and is not acting for any other person nor will otherwise be responsible to any person for providing the protections afforded to customers of N+1 Singer, or for advising any other person in respect of the Placing. No representation, express or implied, is made by N+1 Singer as to any of the contents of this document (without limiting the statutory rights of any person to whom this document is issued). N+1 Singer has not approved the contents of, or any part of, this document and no liability whatsoever is accepted by N+1 Singer for the accuracy of any information or opinions contained in this document or for the omission of any information.

Copies of this document are available from the Company’s principal business address at Centre for Innovation & Enterprise Oxford University Begbroke Science Park, Sandy Lane, Yarnton, Oxfordshire OX5 1PF from the date of this document to the date of the General Meeting and also from the Company’s website: www.oxfordpharmascience.com.

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EXPECTED TIMETABLE OF PRINCIPAL EVENTS

Announcement of the Placing and Posting of Circular to Shareholders	27 February 2013
Latest time and date for receipt of Forms of Proxy	10.00 a.m. on 15 March 2013
Latest time and date for receipt of Crest Proxy Instructions	10.00 a.m. on 15 March 2013
General Meeting	10.00 a.m. on 19 March 2013
Admission of Placing Shares to trading on AIM	8.00 a.m. on 20 March 2013

PLACING STATISTICS

Existing Ordinary Shares	730,869,952
Placing Shares to be issued	166,666,667
Enlarged Share Capital	897,536,619
Percentage of the Enlarged Share Capital represented by the Placing Shares	18.6 per cent.
Placing Price	3p
Gross proceeds of the Placing	£5 million

DEFINITIONS

The following definitions apply throughout this document, unless the context otherwise requires:

“Act”	the Companies Act 2006
“Admission”	the admission of the Placing Shares to trading on AIM becoming effective in accordance with the AIM Rules
“AIM”	a market operated by the London Stock Exchange
“AIM Rules”	the AIM Rules for Companies and/or the AIM Rules for Nominated Advisers as applicable
“Code”	the City Code on Takeovers and Mergers
“Company”	Oxford Pharmascience Group Plc
“Concert Party”	those persons whose details are set out in paragraph 6 of this document
“Crest”	the computerised settlement system to facilitate transfer of the title to an interest in securities in uncertified form operated by Euroclear UK and Ireland Limited
“Directors” or “the Board”	the directors of the Company whose names are set out on page 5 of this document
“Engagement Letter”	the letter dated 25 February 2013 from N+1 Singer to the Company setting out the terms and conditions upon which N+1 Singer is engaged by the Company for the purpose of the Placing
“Enlarged Share Capital”	the 897,536,619 Ordinary Shares in issue on Admission, comprising the Existing Ordinary Shares and the New Ordinary Shares
“Existing Ordinary Shares”	the 730,869,952 Ordinary Shares in issue as at the date of this document
“Form of Proxy”	the form of proxy for use in relation to the General Meeting which accompanies this document
“General Meeting”	the general meeting of the Company, the details of which are set out in the Notice of General Meeting, to be held at the offices of Fasken Martineau LLP, 17 Hanover Square, London W1S 1HU at 10.00 a.m. on 19 March 2013 (or at any adjournment thereof) to consider the Resolutions
“Group”	the Company and its subsidiary undertakings
“London Stock Exchange”	London Stock Exchange plc
“New Ordinary Shares”	each of the new Ordinary Shares comprising the Placing Shares
“Notice of General Meeting”	the notice convening the General Meeting which is set out at the end of this document
“Ordinary Shares”	the ordinary shares of 0.1p each in the capital of the Company
“Panel”	the Panel on Takeovers and Mergers

“Placee”	Invesco Asset Management Limited acting as agent for and on behalf of its discretionary managed funds
“Placing”	the conditional placing by N+1 Singer on behalf of the Company of the Placing Shares at the Placing Price, in accordance with the Engagement Letter
“Placing Price”	3 pence per New Ordinary Share
“Placing Shares”	the 166,666,667 new Ordinary Shares to be issued to the Placee pursuant to the Placing
“Posting”	the posting of the Circular and form of proxy
“Resolutions”	the ordinary and special resolutions to be proposed at the General Meeting as set out in the Notice of General Meeting and “Resolution” shall mean any one of them
“Shareholder”	a holder of Ordinary Shares
“uncertificated”	a share or security recorded in the Company’s register of members as being held in uncertificated form, title to which may be transferred by means of Crest

LETTER FROM THE CHAIRMAN OF OXFORD PHARMASCIENCE GROUP PLC

(A company incorporated in England and Wales with number 07036758)

Directors

David Norwood, *Non-Executive Chairman*
James White, *Non-Executive Deputy Chairman*
Marcelo Bravo, *Chief Technology Officer*
Nigel Theobald, *Chief Executive Officer*
Mike Bretherton, *Finance Director*

Registered Office

Third Floor
17 Hanover Square
London
W1S 1HU

27 February 2013

Dear Shareholder

Placing of 166,666,667 New Ordinary Shares at a price of 3 pence per New Ordinary Share and Notice of General Meeting

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

1. Introduction

Your Board announced today that it has conditionally raised £5 million (before expenses) through the placing of 166,666,667 New Ordinary Shares at a placing price of 3p per Ordinary Share with discretionary funds managed by Invesco Asset Management Limited (the “Placees”). The placing of these 166,666,667 New Ordinary Shares (the “Placing”) is conditional on the Company obtaining approval from Shareholders to their allotment at the General Meeting. The net proceeds of the Placing will be used by the Group to accelerate the development of the Group’s business as described in more detail below.

Currently the Directors have insufficient authorities in place to allot the Placing Shares to the Placee without the need first to offer the Placing Shares to existing Shareholders. Accordingly, the Placing is conditional upon the Company, among other things, obtaining approval from Shareholders to empower the Directors to allot the Placing Shares pursuant to the Placing and to disapply statutory pre-emption rights in respect of such allotment.

The Placing, which has been arranged on behalf of the Company by N+1Singer subject to the terms of the Engagement Letter, is therefore conditional, *inter alia*, on the passing of the Resolutions at a general meeting of Shareholders to be held at 10.00 a.m. on 19 March 2013, notice of which appears on pages 10 to 12 of this Document.

This document is therefore provided to Shareholders to: (i) explain the background to and the reasons for the Placing, (ii) give notice of the General Meeting to approve the Placing to be held at the offices of Fasken Martineau LLP, 17 Hanover Square, London W1S 1HU at 10.00 a.m. on 19 March 2013, (iii) explain why the Directors recommend that Shareholders vote in favour of the Resolutions to approve the Placing, and (iv) explain the actions you should now take in respect of the General Meeting.

2. Background to and reasons for Placing

As was previously reported to you in the Company’s circular dated 26 November 2012, 2011 was an important year for the Group having changed its focus to the higher value pharmaceutical market. As stated in the Company’s unaudited interim results for the six months to 30 June 2012, the challenge for the Group going forward was twofold: first, to continue to develop science into innovative products that industry wants and requires and second, to continue to commercialise these products with major pharma companies to secure a profitable route to market.

The Group has continued to evolve its science and has established three solid technology platforms: the soft chew technology OXP Chew, the taste-masking platform OXP Zero and OXP Target, controlled-release technology.

In the first half of 2012 the Group made significant progress with revenues from the OXPchew™ technology continuing to grow with strong sales in Brazil from Aché Laboratorios. Importantly the Group signed its first licensing deal with a major global pharmaceutical company, Bayer. Co-development work has also begun with Hermes Pharma for a range of ibuprofen direct to mouth granules using the OXPzero™ technology. This will lead to clinical studies in early 2013 to demonstrate the bio equivalence of our OXPzero™ ibuprofen salt, a major step towards securing the first licensed medicine using the technology.

Repeating the success of the OXPchew™ business with OXPzero™ by first commercialising a product and then extending this to deals with other highly reputable pharmaceutical companies in ibuprofen remains a short-term goal of the Group.

In addition, the announcement of 13 September 2012 that the Company executed its option to an exclusive global licence from The School of Pharmacy, University College London, with the intention to develop and commercialise a range of formulations of Simvastatin and Atorvastatin with reduced side effects, moves the Company into an area which the Board believes has the potential for significant growth. Cardiovascular disease is the number one cause of deaths worldwide and Statins are the leading drugs used to combat this. Continued concerns remain though about potential side effects of using statins, particularly at higher doses and this is a major issue for this sector. The OXPtarget technology licensed from UCL will potentially allow the formulation of lower dose statins, with the equivalent lipid reduction effect of the current higher dose statin.

The Group's challenge is now to convert the OXP Zero and OXPtarget technologies into real, exciting products that industry wants and to repeat the commercial success of OXPchew™ in the more attractive and higher value areas of NSAIDs (Non Steroidal Anti-Inflammatory Drugs) and Statins.

While the Group has sufficient cash resources for its near term needs, and retains discretion over a substantial part of its development and other expenditure, the Board believes that the Group requires and would benefit from additional finance to enable it to accelerate its growth strategy.

If the Resolutions are not passed by Shareholders at the General Meeting, the Placing would be unable to proceed. In this situation, the Company would continue to invest its cash resources in line with its current plan to commercialise its technology platforms however the Directors believe that the acceleration of these programs has the potential to deliver higher and quicker shareholder value.

3. Current Trading

The Company continues to make good progress in building commercial opportunities for its OXPChew technology and co-developing a novel ibuprofen product with Hermes Pharma. It expects to continue to derive a mixture of sales and royalties in connection with these products.

The Company's announcements of 27 November 2012 and 3 December 2012 respectively in relation to additional OXPchew™ and OXPzero™ based products reported that the Company had entered into feasibility and option agreements with third party healthcare companies. Commercial discussions between the Group and third parties continue to progress. Further announcements will be made as appropriate.

The Directors believe that the Placing will allow the Group to continue to fund trading losses whilst building material shareholder value by accelerating sustainable income streams over the longer term from existing and new applications of its technology.

4. Use of proceeds

The total funds raised from the Placing (net of expenses) of approximately £4.97 million will be used by the Company to continue to develop its current business by developing its own dossiers for taste masked

NSAIDS and to fund the clinical work required to enable a dossier submission for improved statin products, with the intention of licensing this to partners in 2015.

5. Details of the Placing

The Placing will raise £5.0 million before expenses through the issue of 166,666,667 New Ordinary Shares at a Placing Price of 3p per share. Net proceeds of the Placing are expected to be approximately £4.97 million. Completion of the Placing and the issue of the Placing Shares are subject to the passing of the Resolutions at the General Meeting.

The Placing is being conducted by way of a non pre-emptive share issue. The Directors believe that this is the most cost effective method to raise funds, avoiding the significant costs of a full public offer. The Placing Shares represent approximately 18.6 per cent. of the Enlarged Share Capital.

The Placing Shares will, on Admission, be credited as fully paid and will have the same rights in all respects with the Existing Ordinary Shares, including the right to receive all dividends and other distributions declared. The Placing is conditional, *inter alia*, upon:

- (i) the approval of the Resolutions at the General Meeting;
- (ii) the Engagement Letter becoming unconditional in all respects and not having been terminated in accordance with its terms; and
- (iii) Admission.

The Placing is to be effected on behalf of the Company by N+1 Singer, under the terms of the Engagement Letter. Completion of the Placing is subject to certain conditions including the passing of the Resolutions. Under the terms of the Engagement Letter, the Company has agreed to pay N+1 Singer a fixed corporate finance fee in consideration for its corporate finance and broking services in respect of the Placing.

The Engagement Letter contains certain warranties given by the Company with respect to its business and the Group and certain matters connected with the Placing. The Placing may be terminated by N+1 Singer for, *inter alia*, a material breach by the Company of the terms of the Engagement Letter or the warranties contained in it or their being a material adverse change in the condition of the Group.

Application will be made to the London Stock Exchange for the Placing Shares to be admitted to trading on AIM and it is expected that Admission will be effective and trading will commence at 8.00 a.m. on 20 March 2013.

Immediately following Admission, the Company will have 897,536,619 Ordinary Shares in issue. Since the Company currently holds no shares in treasury, the total number of voting rights in the Company is therefore 897,536,619 and this figure may therefore be used by Shareholders as the denominator for the calculations by which they will determine if they are required to notify their interest in, or a change in their interest in, the share capital of the Company under the FSA's Disclosure and Transparency Rules.

6. Concert Party

The shareholdings of the Concert Party before and after the Placing are set out below:

<i>Name</i>	<i>Existing shareholding in the Company</i>	<i>% of Existing issued share capital</i>	<i>Number of Placing Shares subscribed for in the Placing</i>	<i>Total shareholding following the Placing</i>	<i>Percentage of the issued share capital of the Company as enlarged by the Placing</i>
Ora Capital Partners	206,443,187	28.25	–	206,443,187	23.00
Richard Griffiths	–	–	–	–	–
Robert Quested	37,871,472	5.18	–	37,871,472	4.22
Annabel Ede-Golightly	1,300,000	0.18	–	1,300,000	0.14
Michael Bretherton	1,619,041	0.22	–	1,619,041	0.18
Beatrice Hollond	838,175	0.11	–	838,175	0.09
William Orgee	–	–	–	–	–
James Ede-Golightly	171,500	0.02	–	171,500	0.02
Total	248,243,375	33.97	–	248,243,375	27.66

Following completion of the Placing, the Concert Party will have interests in shares carrying approximately 27.66 per cent. of the voting rights of the Company.

No individual member of the Concert Party is increasing its resulting percentage holding as a result of its participation in the Placing.

Shareholders should note that, following the Placing, if the Concert Party or any of its members (individually or collectively) acquires an interest in additional Ordinary Shares which increases the Concert Party's percentage of Ordinary Shares carrying voting rights to 30 per cent. or more of the voting rights of the Company, the Concert Party would normally be required by the Panel to make a general offer to the Shareholders, pursuant to Rule 9 of the Code, to acquire the balance of the equity share capital in the Company at the highest price paid by any member of the Concert Party in the previous 12 months (unless a dispensation from this requirement has been obtained from the Panel in advance).

7. Notice of General Meeting

A notice convening the General Meeting to be held at the offices of Fasken Martineau LLP, Third Floor, 17 Hanover Square, London W1S 1HU at 10.00 a.m. on 19 March 2013 is set out at the end of this document.

The resolutions to be proposed at the General Meeting are as follows:

1. an ordinary resolution to provide the Directors with an authority under section 551 of the Act to allot Ordinary Shares up to a maximum nominal amount of £166,666.67 (being the maximum required for the purposes of issuing the Placing Shares pursuant to the Placing); and
2. subject to the passing of the above Resolution, a special resolution granting the Directors with an authority pursuant to sections 570 to 573 of the Act to allot Ordinary Shares up to a maximum nominal amount of £166,666.67 for cash on a non-pre-emptive basis such that they can allot the Placing Shares pursuant to the Placing, without the need first to offer such shares to the existing Shareholders.

8. Action to be taken

You will find enclosed with this document a Form of Proxy for use at the General Meeting. Whether or not you intend to attend the General Meeting you are requested to complete the Form of Proxy in accordance with the instructions printed on it and to return it to the Company's registrars, Neville Registrars Limited, Neville House, 18 Laurel Lane, Halesowen, B63 3DA as soon as possible, and in any event so as to arrive no later than 10.00 a.m. on 15 March 2013. If you hold your Ordinary Shares in CREST you may appoint a

proxy using the CREST proxy appointment service by following the instructions in note (8) to the Notice of General Meeting. The completion and return of a Form of Proxy, or the electronic appointment of a proxy will not preclude Shareholders from attending the General Meeting and voting in person should they so wish.

9. Recommendation

The Directors believe that the Placing and therefore the Resolutions are in the best interests of the Company and Shareholders taken as a whole. The Directors therefore unanimously recommend that you vote in favour of the Resolutions, as they intend to do in respect of their own shareholdings.

Yours faithfully

David Norwood

Non-Executive Chairman

NOTICE OF GENERAL MEETING

OXFORD PHARMASCIENCE GROUP PLC

(A company Incorporated in England and Wales with registration number 07036758)

NOTICE IS HEREBY GIVEN that a general meeting of Oxford Pharmascience Group Plc (the “Company”) will be held at the offices of Fasken Martineau LLP, Third Floor, 17 Hanover Square, London W1S 1HU at 10.00 a.m. on 19 March 2013 for the purposes of considering and, if thought fit, passing the following resolutions of which resolution 1 will be proposed as an ordinary resolution and resolution 2 as a special resolution. In this notice, save as otherwise defined herein, words and defined terms shall have the same meaning as defined terms in the document sent to Shareholders (the “Circular”) to which this notice is attached.

ORDINARY RESOLUTION

- 1 THAT the Directors be and are generally and unconditionally authorised pursuant to and in accordance with Section 551 of the Companies Act 2006 (the “Act”) to exercise all powers of the Company in addition to (and not in substitution for) all other authorities pursuant to section 551 of the Act , to the extent not utilised at the date this Resolution is passed, to allot shares in the Company and to grant such subscription and conversion rights as are contemplated by sections 551(1)(a) and (b) of the Act respectively up to a maximum aggregate nominal amount of £166,666.67 in connection with the Placing (which is defined and further details of which are set out in the Circular) provided that this power shall expire on the earlier of 30 June 2013 and the conclusion of the next annual general meeting of the Company, unless and to the extent that such authority is renewed, varied, revoked or extended prior to such date, except that the Company may before such expiry make an offer or agreement which would or might require relevant securities to be allotted in pursuance of such offer or agreement as if the authority conferred hereby had not expired.

SPECIAL RESOLUTION

2. THAT subject to Resolution 1 above being passed, the Directors be generally empowered to allot equity securities (within the meaning of section 560 of the Act) of the Company in addition to (and not in substitution for) all other authorities pursuant to sections 570 to 573 of the Act, to the extent not utilised at the date this Resolution is passed) for cash pursuant to the authority granted in Resolution 1 above as if section 561(1) of the Act or any pre-emption provisions contained in the articles of association of the Company or otherwise did not apply to any such allotment, provided that this power is limited to the allotment of equity securities with an aggregate nominal amount of £166,666.67 in connection with the Placing (which is defined and further details of which are set out in the Circular) provided that this power shall expire on the earlier of 30 June 2013 and the conclusion of the next annual general meeting of the Company, unless and to the extent that such authority is renewed, varied, revoked or extended prior to such date, except that the Company may at any time before such expiry make an offer or agreement which would or might require equity securities to be allotted after such expiry and the Directors may allot equity securities in pursuance of such an offer or agreement as if this power had not expired.

27 February 2013

By Order of the Board

Christopher Hill
Company Secretary

Registered Office:
17 Hanover Square
London W1S 1HU

Company No: 07036758

Notes:

- (1) A Shareholder 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 or her. A proxy need not be a member of the Company. Where a Shareholder appoints more than one proxy, each proxy must be appointed in respect of different shares comprised in his or her shareholding which must be identified on the proxy form. Each such proxy will have the right to vote on a poll in respect of the number of votes attaching to the number of shares in respect of which the proxy has been appointed. Where more than one joint Shareholder purports to appoint a proxy in respect of the same shares, only the appointment by the most senior Shareholder will be accepted as determined by the order in which their names appear in the Company's register of members. If you wish your proxy to speak at the meeting, you should appoint a proxy other than the chairman of the meeting and give your instructions to that proxy.
- (2) A corporation which is a Shareholder may appoint one or more corporate representatives who have one vote each on a show of hands and otherwise may exercise on behalf of the Shareholder all of its powers as a shareholder provided that they do not do so in different ways in respect of the same shares.
- (3) A Form of Proxy is enclosed for use by members. To be valid it should be completed, signed and delivered (together with the power of attorney or other authority (if any) under which it is signed, or a notarially certified copy of such power of authority) to the Company's registrars Neville Registrars Limited, Neville House, 18 Laurel Lane, Halesowen, B63 3DA, as soon as possible, and in any event so as to arrive no later than 10.00 a.m. on 15 March 2013, within 48 hours before the appointed time for the meeting (or adjourned meeting) at which the person named in the appointment proposes to vote, whether on a show of hands or a poll taken at or within 48 hours after the meeting or adjourned meeting; or within 24 hours before a poll which is taken more than 48 hours after the day of the meeting or adjourned meeting. Shareholders who intend to appoint more than one proxy can obtain additional forms of proxy from Neville Registrars. Alternatively, the form provided may be photocopied prior to completion. The Forms of Proxy should be returned in the same envelope and each should indicate that it is one or more than one appointments being made.
- (4) To change your proxy instructions simply submit a new proxy appointment using the methods set out above. Note that the cut-off time for receipt of proxy appointments (see above) also apply in relation to amended instructions; any amended proxy appointment received after the relevant cut-off time will be disregarded.

Where you have appointed a proxy using the hard-copy proxy form and would like to change the instructions using another hard-copy proxy form, please contact Neville Registrars Limited, Neville House, 18 Laurel Lane, Halesowen, B63 3DA. 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.

- (5) In order to revoke a proxy instruction you will need to inform the Company by sending a signed hard copy notice clearly stating your intention to revoke your proxy appointment as above. In the case of a member which is a company, the revocation notice must be executed under its common seal or signed on its behalf by an officer of the company or an attorney for the company. Any power of attorney or any other authority under which the revocation notice is signed (or a duly certified copy of such power or authority) must be included with the revocation notice.

The revocation notice must be received by Neville Registrars no later than 10.00 a.m. on 15 March 2013. If you attempt to revoke your proxy appointment but the revocation is received after the time specified then, subject to the paragraph directly below, your proxy appointment will remain valid.

- (6) An abstention (or "vote withheld") option has been included on the Form of Proxy and in the available options for electronic proxy voting. The legal effect of choosing the abstention option on any resolution is that the Shareholder concerned will be treated as not having voted on the relevant resolution. The number of votes in respect of which there are abstentions will however be counted and recorded, but disregarded in calculating the number of votes for or against each resolution.
- (7) In accordance with Regulation 41 of the Uncertificated Securities Regulations 2001 (as amended), the Company specifies that only those Shareholders registered in the register of members of the Company as at 10.00 a.m. on 15 March 2013 or, in the event that the meeting is adjourned, in such register not later than 10.00 a.m. two days prior to the adjourned meeting, shall be entitled to attend, or vote (whether in person or by proxy) at the meeting in respect of the number of shares registered in their names at the relevant time. Changes after the relevant time will be disregarded in determining the rights of any person to attend or vote at the meeting.
- (8) CREST members who wish to appoint a proxy or proxies by using the CREST electronic proxy appointment service may do so by utilising the procedures described in the CREST Manual. The message, (a CREST proxy instruction) must be properly authenticated in accordance with the specifications of Euroclear UK & Ireland Limited ("EUI") and must contain the information required for such instructions, as described in the CREST manual. The message, regardless of whether it relates to the appointment of a proxy or to 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 Company's agent (ID 7RA11) not later than the time stated in note (3) above. 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 Company's agent is able to retrieve the message by enquiry to CREST in the manner prescribed by EUI.

CREST members and, where applicable, their CREST sponsors or voting service providers should note that EUI does not make available special procedures 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, to procure that his CREST sponsor or voting service provider takes) such action as shall be necessary to ensure that a message is transmitted by any particular time. Reference should be made 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.

- (9) As at 18.00 on 26 February 2013, the Company's issued share capital comprised 730,869,952 ordinary shares of £0.001 each. Each ordinary share carries the right to one vote at a general meeting of the Company and, therefore, the total number of voting rights in the Company as at 18.00 on 26 February 2013 was 730,869,952 ordinary shares.