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If you have sold or otherwise transferred all of your existing holding of Ordinary Shares in Globo Plc, please forward this document and the enclosed Form of Proxy to the purchaser or transferee or to the stockbroker, bank or other agent through whom the sale or transfer was effected for delivery to the purchaser or transferee. If you have sold or transferred only part of your holding in Ordinary Shares in the Company you should retain these documents.

The distribution of this document in jurisdictions other than the UK may be restricted by law and, therefore, persons into whose possession this document comes should inform themselves about and observe any such restrictions. Any failure to comply with such restrictions may constitute a violation of the securities laws of any such jurisdictions. In particular, this document should not be forwarded or transmitted in or into the United States, Canada, Australia, South Africa, Japan or any other jurisdiction where it would be illegal to do so. The Ordinary Shares have not been, nor will they be, registered under the United States Securities Act 1933 (as amended) or under any of the relevant securities laws of any state of the United States or of Canada, Australia, South Africa or Japan. Accordingly, the Ordinary Shares may not (unless an exemption under relevant securities laws is applicable) be offered, sold, resold or delivered, directly or indirectly, in or into the United States, Canada, Australia, South Africa or Japan or for the account or benefit of any such person located in the United States, Canada, Australia, South Africa or Japan.

This document does not constitute a prospectus for the purposes of the Prospectus Rules of the FSA or an admission document for the purpose of the AIM Rules for Companies.

GLOBO PLC

*(Incorporated and registered in England and Wales under the Companies Act 1985
with registered number 05506731)*

Placing of new Ordinary Shares

by

Daniel Stewart & Company Plc

Nominated Adviser & Broker

and

Notice of General Meeting

Your attention is drawn to the letter from the Chairman of Globo Plc set out on page 5 of this document, which recommends that you vote in favour of the resolutions to be proposed at the General Meeting referred to below.

Notice of a General Meeting of Globo Plc to be held at the offices of Daniel Stewart & Company Plc, Becket House, 36 Old Jewry, London EC2R 8DD at 11.00 a.m. on 10 May 2012 is set out at the end of this document. Shareholders will find accompanying this document a Form of Proxy for use at the General Meeting which, to be valid, must be completed and returned in accordance with the instructions printed on it so as to be received by the Company's Registrars, Share Registrars Limited, Suite E, 1st floor, 9 Lion and Lamb Yard, Farnham, Surrey GU9 7LL no later than 11.00 a.m. on 8 May 2012 (or 48 hours before any adjourned meeting).

Daniel Stewart & Company Plc is authorised and regulated by the Financial Services Authority, and is acting for the Company and no-one else in connection with the Placing and will not be responsible to anyone other than the Company for providing the protections afforded to their customers or for affording advice in relation to the matters referred to herein. Daniel Stewart & Company Plc does not accept any liability whatsoever for the accuracy of opinions contained in this document (or for the omission of any material information) and is not responsible for the contents of this document.

Copies of this document will be available free of charge from the Company's registered office, 3 Vaughan Avenue, Tonbridge, Kent TN10 4EB and from the offices of Daniel Stewart & Company Plc, Becket House, 36 Old Jewry, London EC2R 8DD during normal business hours and a copy is available on the website of Globo Plc at www.globopl.com.

TIMETABLE

Indicative timetable	2012
First Admission	27 April
Latest time and date for receipt of Forms of Proxy	11 a.m. on 8 May
General Meeting	11 a.m. on 10 May
Second Admission	14 May
Placing statistics	
Placing Price	26.5 pence
Number of Ordinary Shares in issue at the date of this document	295,808,743
Number of First Admission Shares	14,092,132
Number of Ordinary Shares in issue immediately following First Admission (assuming that no options or warrants are exercised over Ordinary Shares)	309,900,875
Number of Second Admission Shares	22,247,491
Number of Ordinary Shares in issue immediately following Second Admission (assuming that no options or warrants are exercised over Ordinary Shares)	332,148,366
Estimated gross proceeds of the Placing	£9.63 million

DEFINITIONS

The following definitions apply throughout this document and in the accompanying Form of Proxy, unless the context requires otherwise:

‘2006 Act’	the Companies Act 2006, as amended;
‘2011 AGM’	the annual general meeting of the Company held on 17 June 2011;
‘Admission’	(i) in the case of the First Admission Shares, First Admission; and (ii) in the case of the Second Admission Shares, Second Admission;
‘AIM’	AIM, a market operated by the London Stock Exchange Plc;
‘AIM Rules’	the AIM Rules for Companies published by the London Stock Exchange (as amended from time to time);
‘Board’ or ‘Directors’	the directors of Globo whose names are set out on page 5 of this Circular;
‘Circular’	this document;
‘Company’ or ‘Globo’	Globo Plc (company number 05506731);
‘Daniel Stewart’	Daniel Stewart & Company Plc;
‘Executive Directors’	Gerasimos Bonanos, Dimitrios Gryparis and Konstantinos Papadimitrakopoulos;
‘Existing Authorities’	the authorities granted to the Directors to allot new Ordinary Shares on a non pre-emptive basis pursuant to certain of the resolutions passed at the 2011 AGM;
‘First Admission’	the admission of the First Admission Shares to trading on AIM becoming effective in accordance with the AIM Rules;
‘First Admission Shares’	the 14,092,132 Placing Shares placed pursuant to the Placing under the Existing Authorities, conditional <i>inter alia</i> on First Admission;
‘First Admission Warrants’	the warrants to be issued to Daniel Stewart at First Admission in connection with the First Admission Shares, exercisable at the Placing Price per Ordinary Share for a period of five years from the date of issue;
‘Form of Proxy’	the form of proxy enclosed with this Circular for use by Shareholders in connection with the General Meeting;
‘FSA’	the Financial Services Authority;
‘FSMA’	the Financial Services and Markets Act 2000, as amended;
‘General Meeting’	the general meeting of the Company convened for 11.00 a.m. on 10 May 2012 or any adjournment thereof, at the offices of Daniel Stewart & Company Plc, Becket House, 36 Old Jewry, London EC2R 8DD;
‘Group’	Globo and its subsidiaries;
‘ICT’	information and communication technology;
‘London Stock Exchange’	London Stock Exchange plc;
‘Notice of General Meeting’	the notice of the General Meeting, which is set out at the end of this Circular;

‘Ordinary Shares’	the ordinary shares of 1p each in the capital of the Company;
‘Placing’	the placing of the Placing Shares on behalf of the Company as described in this Circular;
‘Placing Agreement’	the conditional agreement dated 23 April 2012 between (1) Globo (2) Daniel Stewart and (3) the Executive Directors in respect of the Placing;
‘Placing Price’	26.5 pence per Placing Share;
‘Placing Shares’	the 36,339,623 new Ordinary Shares to be issued pursuant to the Placing, comprising the First Admission Shares and the Second Admission Shares or, in the event that Second Admission does not take place, the First Admission Shares only;
‘Resolutions’	the resolutions to be proposed at the General Meeting, as set out in the Notice of General Meeting;
‘Second Admission’	the admission of the Second Admission Shares to trading on AIM becoming effective in accordance with the AIM Rules;
‘Second Admission Shares’	the 22,247,491 Placing Shares placed, pursuant to the Placing conditional on, <i>inter alia</i> , the passing of the Resolutions;
‘Second Admission Warrants’	the warrants to be issued to Daniel Stewart at Second Admission in connection with the Second Admission Shares, exercisable at the Placing Price per Ordinary Share for a period of five years from the date of issue;
‘Shareholders’	holders of Ordinary Shares;
‘Sterling’ or ‘£’	the lawful currency of the United Kingdom;
‘UK’ or ‘United Kingdom’	the United Kingdom of Great Britain and Northern Ireland

LETTER FROM THE CHAIRMAN

Globo Plc

*(Incorporated and registered in England and Wales under the Companies Act 1985
with registered number 05506731)*

Directors:

Barry M. Ariko *(Non-Executive Chairman)*
Konstantinos Papadimitrakopoulos *(Chief Executive Officer)*
Gerasimos Bonanos *(Commercial Director)*
Dimitrios Gryparis *(Finance Director)*
Gavin Burnell *(Non-Executive Director)*
Dr. Joseph Coughlin *(Non-Executive Director)*

Registered Office:

3 Vaughan Avenue
Tonbridge
Kent
TN10 4EB

24 April 2012

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

Dear Shareholder,

Placing and Notice of General Meeting

1. Introduction

The Company announced today that it has conditionally raised up to £9.63 million (before expenses) by means of a Placing of 36,339,623 new Ordinary Shares at a price of 26.5 pence per new Ordinary Share.

£3.73 million of the Placing, representing the issue of 14,092,132 Placing Shares, has been placed pursuant to the Existing Authorities ("First Tranche").

£5.90 million of the Placing, ("Second Tranche") representing the issue of 22,247,491 Placing Shares is conditional, *inter alia*, on the passing of the Resolutions set out in the Notice of General Meeting attached to this Circular.

This letter explains some of Globo's achievements during 2011 and sets out why the Board believes that the Placing is in the best interests of the Company and the Shareholders as a whole. The Board unanimously recommends that you vote in favour of the Resolutions to be proposed at the General Meeting to be held at 11.00 a.m. on 10 May 2012 as they have undertaken to do in respect of their own holdings of Ordinary Shares.

2. Globo

During 2011, Globo achieved strong growth in revenues, profits and customer base growth and made substantial progress in transforming the Group into a major international mobile applications business. Notably, international mobile revenues generated 68 per cent. of the Group's total gross profit for the year. During the year, Globo continued to achieve its strategic, financial and operational goals whilst building a solid platform for substantial future development.

With continuing strong momentum in the Mobile Consumer Applications Market, and demand for **CitronGO!** and **GO!Social** remaining buoyant, Globo entered the emerging **Mobile Enterprise Applications Market** through the successful commercial launch in November 2011 of **GO!Enterprise Server** which made an initial contribution of approximately €2 million to the year end December 2011.

The board believes that 2012 will be another year of profitable growth, with further expansion in emerging markets from **CitronGO!** and **GO!Social** (during 2011 the customer base increased by 151 per cent. to approximately 1.4 million active users, an increase on 2010 which had approximately 550,000 active users). **CitronGO!** and **GO!Social** are now being offered in 18 countries in Europe, Africa, Latin America, North America, Asia and the Middle East, with Globo receiving a fixed service fee per month per active user.

In Western Europe, UK and the USA Globo expects **GO!Enterprise Server** (running on Globo's proprietary **GO!3D** technology platform) to achieve traction with sales to customers of all sizes. Used by employees or customers, with comprehensive enterprise level security, through **GO!Enterprise Server** businesses can now mobilise and access all mainstream, vertical or customised software, business tools and applications, using **any**

handset or tablet across any operating system (Android, iPhone, Windows Phone, Blackberry, J2ME, WAP, HTML5) or network (GPRS, 3G, HSPA, WiFi).

Software products and services; in 2012, Globo has won several new contracts with banks and private sector customers.

Telecom Services and S.a.a.S; the Group continues to expand its S.a.a.S customer base and WiPLUS service (Wi-Fi operations), adding new premium hotspot locations which now total 523 sites (end of 2010: 479) which continue to contribute a profitable and recurring revenue stream.

Markets and Growth Drivers

Continuing focus in Mobile Consumer Application Platforms (“MCAP”) is on leveraging and maximising the potential of **CitronGO!** and **GO!Social**, targeting ‘non smartphone’ consumers who today represent the majority of mobile subscribers globally, especially in developing countries.

In Mobile Enterprise Application Platforms (“MEAP”), the launch of **GO!Enterprise Server** has added a new dimension to Globo’s business, providing an opportunity for substantial growth in the developed economies of Western Europe, UK, US, Canada and Australia.

MCAP and MEAP can be used for secure, enterprise grade, mobile messaging offerings as well as m-Banking, m-Government and services which target very large consumer markets. TechNavio, the well-known market intelligence analysts, forecasts that the value of the MEAP market will reach \$1.6 billion by 2014. The key driver of this growth is the Bring your own device (“BYOD”) trend whereby employees want to use their own mobile devices with their own data plans, sometimes subsidised by enterprises. This can substantially reduce cost for enterprises whilst providing additional services and applications not currently available. Competitors primarily focus on email, contacts and calendars mobile offering, whilst Globo’s **GO!Enterprise Server** adds mobile access to office files and folders and the **GO!Development Studio** enables numerous applications to be mobilised. The main drivers of growth for Globo in the mobile arena will be as follows.

CitronGO! and **GO!Social** will continue to create significant interest as they offer a comprehensive service to provide truly ubiquitous computing on a single screen on feature phones. This aggregated service enables Mobile Network Operators (“MNOs”) and Value Added Service Providers (“VASPs”) to earn revenues from one application and through a single service provider (i.e. Globo), thereby maximising return and efficiency on advertising budgets.

S.a.a.S and revenue share models, rather than software licensing, meet the current needs of MNOs, which mostly wish to limit their investment in new services that traditionally have required large capital expenditure. BYOD trend is generating a substantial opportunity for **GO!Enterprise Server** which aims to be the most cost efficient platform for secure mobile messaging, intranet and business applications whilst providing all functionality currently available.

Operational Highlights

- 2011 financial performance reflected strong organic and profitable growth with mobile applications, products and services contributing €17.2 million to gross profit representing 82.65 per cent. of the total gross profit of the Group.
- Strong demand for mobile consumer products **CitronGO!** and **GO!Social**, now being offered in 18 countries, was reflected in 151 per cent. growth in total active subscriber base to approximately 1.4 million at 31 December 2011 (31 December 2010: approximately 550,000).
- Mobile enterprise product **GO!Enterprise Server**, launched in November 2011, generating substantial interest from potential partners and end-users around the world and contributed approximately €2 million to revenues for 2011.
- In the light of anticipated growth and expansion plans, Group HQ re-located to 2,700 square metres of purpose-built offices, including a carrier grade Data Centre, incorporating the latest technology and telecom equipment, to host part of Globo’s S.a.a.S and telecom offering.
- In November 2011, Globo opened its UK office in London to support the rollout of the **GO!Enterprise Server** in the UK and Western Europe.

- In November 2011, Globo acquired the remaining 65% shareholding in ReachFurther Communications Limited, the Cyprus-based value added service provider and content aggregator, which is now a wholly owned subsidiary.
- During February 2012, acquired Dialect Technologies Inc. (www.godialect.com), a New York-based specialist provider of IP telecom technologies and services to international telecom operators and businesses in the US. In addition to enhancing Globo's enterprise mobile product portfolio, the acquisition strengthens the Group's presence in the US market.

In September 2011, Barry Michael Ariko joined the Board as Non-Executive Chairman. He has extensive senior management experience with a range of companies, including Autonomy Corporation plc, Netscape Communications Corp., AOL, Oracle Corp, and Extricity Inc, as well as having a successful career with software companies throughout their growth phases.

Management has a clear strategy for addressing the emerging enterprise mobility markets in the US, UK and Western Europe where Globo is building a leading global market position. Overall, current trading is strong and the Directors are confident that 2012 will be a year of significant strategic progress and profitable growth for the Group.

To enable Globo's forward plans, your Board intends to apply part of the proceeds of the Placing to further investment in Dialect Technologies Inc to accelerate organic business development for **GO!Enterprise Server** and other mobile products into the US market. This includes increased staffing and development costs in the San Francisco office, as well as the UK; key drivers are the reinforcement of business development, sales, support and marketing activities relating to **GO!Enterprise Server** and other mobile products in the UK and USA. In addition, Globo continues to seek suitable potential acquisitions and/or investments in new ventures or companies with a focus which would enhance and strengthen the expansion in sales of **GO!Enterprise Server**.

3. Details of the Placing

The Company has conditionally raised £9.63 million in aggregate before expenses (£9.08 million net of expenses) by means of a Placing of 36,339,623 new Ordinary Shares at the Placing Price.

The First Tranche of £3.73 million of the Placing has been placed pursuant to the Existing Authorities to issue Ordinary Shares granted at the 2011 AGM.

The Second Tranche of £5.90 million of the Placing, representing the issue of 22,247,491 Placing Shares, requires further shareholder approval and is therefore conditional, *inter alia*, on the passing of the Resolutions at the General Meeting.

Once issued, the Placing Shares will rank in full for all dividends declared, made or paid after the date of the relevant Admission and otherwise *pari passu* with the then existing Ordinary Shares.

It should be noted that First Admission is not conditional on Second Admission. Second Admission is conditional, *inter alia*, on the Resolutions being passed and First Admission having occurred.

The Placing of each tranche of the Placing Shares is conditional, *inter alia*, on there being no material breach of warranty under the Placing Agreement and/or the Placing agreement being terminated prior to the relevant Admission. The issue of each tranche of Placing Shares will be conditional upon the Admission of such Ordinary Shares to AIM.

The Placing is being effected on behalf of the Company by Daniel Stewart on the terms of the Placing Agreement. Pursuant to the Placing Agreement, Daniel Stewart has agreed, subject to certain conditions, to use its reasonable endeavours to procure subscribers for the Placing Shares. The Placing Agreement contains warranties in favour of Daniel Stewart given by the Company and the Executive Directors with respect to its business and certain matters connected with the Placing. The Company has given customary indemnities to Daniel Stewart in connection with the Placing and its performance of services in relation to the Placing. Daniel Stewart has the right to terminate the Placing Agreement in specified circumstances including, *inter alia*, a material breach of warranty, a statement in the transaction documents being materially untrue or misleading or in the event of a change in financial, political, economic or market conditions which in the reasonable opinion of Daniel Stewart is materially adverse to the Placing or Admission.

Under the terms of an engagement letter, the Company will issue the First Admission Warrants and the Second Admission Warrants to Daniel Stewart in connection with the Placing.

Application will be made to the London Stock Exchange for the Placing Shares to be admitted to trading on AIM. It is expected that First Admission will become effective and dealings in the First Admission Shares will commence at 8 a.m. on 27 April 2012. Assuming that the Resolutions are passed, it is expected that Second Admission will become effective and dealings in the Second Admission Shares will commence at 8 a.m. on 14 May 2012.

4. Reasons for the Placing and Use of Proceeds

Assuming that First Admission and Second Admission both occur, the net proceeds of the Placing of £9.08 million, will, in the opinion of the Directors, provide general working capital support and which it is planned will also be applied to:

- a) Investment into Dialect Technologies Inc to accelerate organic business development for GO!Enterprise Server and other mobile products to the US market;
- b) Reinforcement of business development, sales, support and marketing activities relating to GO!Enterprise server and other mobile products in the UK and USA; and
- c) Potential acquisitions and/or investments in new ventures or companies with a focus on the strengthening and expansion in sales of GO!Enterprise Server.

In the event that only First Admission occurs, through the issue of the First Admission Shares pursuant to the Existing Authorities, the gross proceeds of the Placing are expected to be £3.73 million and the net proceeds after expenses are expected to be £3.49 million. In this event, the net proceeds raised will provide ongoing working capital support to the Company and will provide funding for Globo's international business development needs.

5. Resolutions

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

- (1) an ordinary resolution, to grant the Directors sufficient authority to allot the Second Admission Shares, the Second Admission Warrants and additional securities (with a nominal value of up to £37,736 in respect of the additional securities), up to a total nominal value of £262,436;
- (2) a special resolution to disapply pre-emption rights granted to Shareholders pursuant to the 2006 Act in respect of the allotment of securities with a nominal value of up to £262,436 on a non pre-emptive basis.

The special resolution to disapply pre-emption rights will give the Directors authority to issue the Second Admission Shares, the Second Admission Warrants and a further 3,773,634 Ordinary Shares (representing approximately 1.14 per cent. of the issued share capital of the Company following the Placing) to provide the Company with a level of flexibility for future funding. This authority will expire on the earlier of the date falling 12 months from the date of the passing of this Resolution and the next annual general meeting of the Company which is expected to take place in May 2012. Accordingly, the Company will seek to renew the Directors' authorities to issue Ordinary Shares, including the authority to issue Ordinary Shares for cash other than on a pre-emptive basis, at the next annual general meeting of the Company which it is intended will be held in May this year.

The Resolutions must be passed for Second Admission to proceed.

Shareholders should note that holders of First Admission Shares will be eligible to vote on the Resolutions at the General Meeting.

6. General Meeting and action to be taken

A notice convening the General Meeting to be held at the offices of Daniel Stewart & Company Plc, Becket House, 36 Old Jewry, London EC2R 8DD at 11.00 a.m. on 10 May 2012 is set out at the end of this document. A Form of Proxy for use by Shareholders in connection with the General Meeting is also enclosed with this document.

Whether or not you propose to attend the General Meeting in person, 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, Share Registrars Limited, Suite E, 1st Floor, 9 Lion and Lamb Yard, Farnham, Surrey GU9 7LL. Alternatively it can be sent by fax to 01252 719232; or scanned and sent by email to proxies@shareregistrars.uk.com.

The Form of Proxy should be returned as soon as possible and in any event so as to arrive no later than 11.00 a.m. on 8 May 2012 (or 48 hours before any adjourned meeting). Completion and return of the Form of Proxy will not preclude you from attending the General Meeting and voting in person should you so wish.

7. Recommendation

The Directors consider the Placing to be in the best interests of the Company and the Shareholders as a whole. The Directors who hold Ordinary Shares have given irrevocable undertakings to vote in favour of the Resolutions to be proposed at the General Meeting in respect of their shareholdings, representing in aggregate approximately 23.2 per cent. of the Company's current issued share capital.

The Directors unanimously recommend the Shareholders to vote in favour of the Resolutions.

Yours faithfully

Barry M. Ariko
Chairman

24 April 2012

NOTICE OF GENERAL MEETING

GLOBO PLC

*(Incorporated and registered in England and Wales under the Companies Act 1985
with registered number 05506731)*

(the “Company”)

NOTICE IS HEREBY GIVEN that a General Meeting of the Company will be held at the offices of Daniel Stewart & Company Plc, Becket House, 36 Old Jewry, London EC2R 8DD at 11.00 a.m. on Thursday 10 May 2012 for the purpose of considering and, if thought fit, passing the following Resolutions, of which Resolution 1 will be proposed as an ordinary resolution and Resolution 2 will be proposed as a special resolution.

In this Notice words and defined terms shall have the same meanings as words and defined terms in the Circular to which this Notice is attached.

Ordinary Resolution

1. THAT the directors of the Company be and are hereby generally and unconditionally authorised pursuant to Section 551 of the 2006 Act (in addition to all existing authorities conferred upon the directors for the allotment of relevant securities which shall continue in full force and effect) to exercise all the powers of the Company to allot Relevant Securities (as defined in this resolution) in the capital of the Company up to an aggregate nominal amount of £262,436. The authority conferred by this resolution shall expire on the date falling 12 months from the date of the passing of this resolution, or if earlier at the conclusion of the next annual general meeting of the Company (unless previously revoked or varied by the Company in general meeting) save that the Company may before such expiry, revocation or variation make an offer or agreement which would or might require Relevant Securities to be allotted after such expiry, revocation or variation and the directors may allot Relevant Securities in pursuance of such offer or agreement as if the authority hereby conferred had not expired or been revoked or varied. In this resolution, ‘Relevant Securities’ means any shares in the capital of the Company and the grant of any right to subscribe for, or convert any security into, shares in the capital of the Company.

Special Resolution

2. THAT, subject to and conditional upon the passing of Resolution 1 above (and in addition to all existing powers of the directors under section 570 of the 2006 Act, which shall continue in full force and effect), the directors be and are hereby empowered pursuant to section 570 of the 2006 Act to allot equity securities (as defined in section 560 of the 2006 Act) for cash as if section 561(1) of the 2006 Act did not apply to any such allotment pursuant to the general authority conferred on them by Resolution 1 above (as varied from time to time by the Company in general meeting) provided that such power shall be subject to the continuance of the authority conferred by Resolution 1 above and limited to the allotment of equity securities up to an aggregate nominal amount of £262,436 and provided further that such power shall expire on the date falling 12 months from the date of the passing of this resolution, or if earlier at the conclusion of the next annual general meeting of the Company, but may be previously revoked or varied from time to time by special resolution so that the Company may before such expiry, revocation or variation make an offer or agreement which would or might require equity securities to be allotted after such expiry, revocation or variation and the directors may allot equity securities in pursuance of such offer or agreement as if such power had not expired or been revoked or varied.

By Order of the Board

Dated: 24 April 2012

L. E. Young
Secretary

Registered office: 3 Vaughan Avenue, Tonbridge, Kent TN10 4EB

Notes

Appointment of proxies

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 the meeting and you should have received a proxy form with this notice of meeting. You can only appoint a proxy using the procedures set out in these notes and the notes to the proxy form.
2. A proxy does not need to be a member of the Company but must attend the meeting to represent you. Details of how to appoint the Chairman of the meeting or another person as your proxy using the proxy form are set out in the notes to the proxy form. If you wish your proxy to speak on your behalf at the meeting you will need to appoint your own choice of proxy (not the Chairman) and give your instructions directly to them.
3. You may appoint more than one proxy provided each proxy is appointed to exercise rights attached to different shares. You may not appoint more than one proxy to exercise rights attached to a single share. The notes to the proxy form explain how to appoint more than one proxy.
4. If you do not give your proxy an indication of how to vote on any resolution, they will vote or abstain from voting at their discretion. Your proxy will vote (or abstain from voting) as they think fit on any other matter which is put before the meeting. A vote withheld is not a vote in law, which means that the vote will not be counted in the calculation of votes for or against the resolution.
5. The notes to the proxy form explain how to direct your proxy how to vote on each resolution or withhold their vote.
6. To appoint a proxy using the proxy form, the form must be completed and signed. It must then be sent or delivered to the Company's registrars, Share Registrars Limited, Suite E, 1st floor, 9 Lion and Lamb Yard, Farnham, Surrey GU9 7LL. The proxy form must be received by Share Registrars Limited no later than 11.00 a.m. on 8 May 2012.
7. In the case of a member which is a company, the proxy form 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 other authority under which the proxy form is signed (or a duly certified copy of such power or authority) must be submitted with the proxy form.

Appointment of proxy by joint members

8. In the case of joint shareholders, where more than one of them purports to appoint a proxy, only the appointment submitted by the most senior holder will be accepted to the exclusion of the votes of all other joint holders. Seniority is determined by the order in which the names of the joint holders appear in the Company's register of members in respect of the joint holding (the first-named being the most senior).

Changing proxy instructions

9. 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 applies 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 a hard-copy proxy form and would like to change the instructions using another hard-copy proxy form, please contact Share Registrars Limited on 01252 821390.

If you submit more than one valid proxy appointment, the one received last before the latest time for the receipt of proxies will have effect.

Termination of proxy appointments

10. 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, to: Share Registrars Limited, Suite E, 1st floor, 9 Lion and Lamb Yard, Farnham, Surrey GU9 7LL or by fax to 01252 719232. 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 submitted with the revocation notice. In either case, the revocation notice must be received by Share Registrars Limited no later than 11.00 a.m. on 8 May 2012.

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.

Appointment of a proxy does not prevent 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.

Communication

11. Except as provided above, members who have general queries about the meeting should contact Share Registrars Limited on 01252 821390 or by email to enquiries@shareregistrars.uk.com (no other methods of communication will be accepted).

You may not use any electronic address provided either:

- in this notice of general meeting; or
- any related documents (including the proxy form),

to communicate with the Company for any purposes other than those expressly stated.

Issued shares and total voting rights

As at 23 April 2012, the Company's issued share capital comprised 295,808,743 ordinary shares of 1p 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 23 April 2012 was 295,808,743.