

**THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION.** It contains the resolution to be voted on at a General Meeting of the Company to be held on 23 March 2018. If you are in any doubt about the contents of this document or the action you should take, you are recommended to seek your own financial advice immediately from your stockbroker, bank manager, solicitor, accountant or other independent financial adviser who is authorised under the Financial Services and Markets Act 2000 (as amended) ("FSMA").

If you have sold or otherwise transferred all of your Ordinary Shares, please immediately forward this document, together with the accompanying 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. Such documents should, however, not be forwarded to or transmitted into any jurisdiction outside of the UK. Any failure to comply with such restriction may constitute a violation of the securities laws of any such jurisdiction.

If you have sold only part of your holding of Ordinary Shares, please retain this document and the accompanying Form of Proxy and contact your stockbroker, bank or other agent through whom the sale or transfer was effected immediately.

Application will be made to the London Stock Exchange for the Placing Shares to be admitted to trading on AIM. It is anticipated that such admission will become effective, and that dealings will commence, at 08:00 a.m. on 28 March 2018.

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## Osirium Technologies plc

*(Incorporated and registered in England and Wales under the Companies Act 2006 with registered number 09854713)*

**Proposed Placing of 3,144,931 new Ordinary Shares at 134 pence per share**

**Proposed Subscription of 14,925 new Ordinary Shares at 134 pence per share**

**and**

### **Notice of General Meeting**

*Nominated Adviser and Broker*

**STIFEL**

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**Your attention is drawn to the letter from the Chairman which is set out in this document and, in particular, to paragraph 10 which contains the unanimous recommendation of the Directors that Shareholders vote in favour of the Resolution to be proposed at the General Meeting.**

Notice of the Company's General Meeting, to be held at 11:00 a.m. on 23 March 2018 at the offices of Stifel Nicolaus Europe Limited, 4th Floor, 150 Cheapside, London EC2V 6ET, is set out at the end of this document. The accompanying Form of Proxy for use in connection with the General Meeting should be completed and returned as soon as possible and, in any event, so as to reach the Company's registrars, Neville Registrars Limited, at Neville House, 18 Laurel Lane, Halesowen, West Midlands, B63 3DA by no later than 11:00 a.m. on 21 March 2018. Completion and return of a Form of Proxy will not preclude a Shareholder from attending and voting at the General Meeting should he or she so wish.

Stifel Nicolaus Europe Limited ("Stifel"), which is authorised and regulated in the United Kingdom by the Financial Conduct Authority (the "FCA"), is acting as nominated adviser and broker to the Company in relation to the Placing and Admission. The responsibilities of Stifel (as the Company's nominated adviser and broker under the AIM Rules) are owed solely to London Stock Exchange plc and are not owed to the Company or to any Director, shareholder or any other person, in respect of his or her decision to acquire shares in the Company in reliance on any part of this document, or otherwise. Stifel is not making any representation or warranty, express or implied, as to the contents of this document. Stifel will not be offering advice and will not otherwise be responsible for providing customer protections to recipients of this document in respect of the Placing or any acquisition of shares in the Company.

This document does not constitute a prospectus for the purposes of section 85 of FSMA and any offer to the public is exempt by virtue of section 86 of FSMA, nor does it constitute an admission document drawn up in accordance with the AIM Rules for

Companies. This document has not been approved for issue by any person for the purposes of section 21 of FSMA. This document does not constitute or form part of any offer or invitation to buy, subscribe for, or sell Ordinary Shares in any jurisdiction in which such offer or solicitation is unlawful. In particular, the Placing 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 or under the applicable laws of any of Canada, Australia, the Republic of 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, the Republic of South Africa or Japan. The distribution or transmission 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 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, the Republic of 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 UK should seek appropriate advice before taking any action.

No person has been authorised to give any information or make any representation and, if given or made, such information or representation must not be relied upon as having been so authorised by the Company, the Directors or Stifel.

Copies of this document are available free of charge on the Company's website [www.osirium.co.uk](http://www.osirium.co.uk).

## **FORWARD-LOOKING STATEMENTS**

This document includes "forward-looking statements" which includes all statements other than statements of historical fact, including, without limitation, those regarding the Company's financial position, business strategy, plans and objectives of management for future operations, or any statements preceded by, followed by or that include the words "targets", "believes", "expects", "aims", "intends", "will", "may", "anticipates", "would", "could" or similar expressions or negatives thereof. Such forward-looking statements involve known and unknown risks, uncertainties and other important factors beyond the Company's control that could cause the actual results, performance or achievements of the Company to be materially different from future results, performance or achievements expressed or implied by such forward-looking statements. Such forward-looking statements are based on numerous assumptions regarding the Company's present and future business strategies and the environment in which the Company will operate in the future. These forward-looking statements speak only as at the date of this document. The Company expressly disclaims any obligation or undertaking to disseminate any updates or revisions to any forward-looking statements contained herein to reflect any change in the Company's expectations with regard thereto or any change in events, conditions or circumstances on which any such statements are based unless required to do so by applicable law or the AIM Rules.

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## DIRECTORS AND ADVISERS

Directors	Simon Lee ( <i>Chairman and Non-Executive Director</i> ) David Guyatt ( <i>Chief Executive Officer</i> ) Rupert Hutton ( <i>Chief Financial Officer</i> ) Stephen Purdham ( <i>Non-Executive Director</i> ) Simon Hember ( <i>Non-Executive Director</i> )
Company Secretary	Martin Kay
Nominated adviser and broker	Stifel Nicolaus Europe Limited 4th Floor 150 Cheapside London EC2V 6ET
Legal advisers to the Company	Blake Morgan LLP 6 New Street Square London EC4A 3DJ
Legal advisers to the nominated adviser and broker	Pinsent Masons LLP 30 Crown Place Earl Street London EC2A 4ES
Registrar	Neville Registrars Limited Neville House 18 Laurel Lane Halesowen West Midlands B63 3DA

## PLACING STATISTICS

Number of Existing Ordinary Shares	10,394,355
Placing Price	134 pence
Number of Placing Shares	3,144,931
Number of Subscription Shares	14,925
Total number of new Ordinary Shares to be issued pursuant to the Placing and the Subscription	3,159,856
Enlarged Share Capital	13,554,211
Placing Shares and Subscription Shares as a percentage of the Enlarged Share Capital	Approximately 23.3 per cent.
Estimated net proceeds receivable by the Company	Approximately £4.0 million

## EXPECTED TIMETABLE OF PRINCIPAL EVENTS

Latest time and date for receipt of completed Forms of Proxy	11:00 a.m. on 21 March 2018
General Meeting	11:00 a.m. on 23 March 2018
Admission and commencement of dealings in the Placing Shares	08:00 a.m. on 28 March 2018

## DEFINITIONS

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

<b>“Admission”</b>	admission of the Placing Shares and the Subscription Shares to trading on AIM becoming effective in accordance with Rule 6 of the AIM Rules;
<b>“AIM”</b>	the market of that name operated by the London Stock Exchange;
<b>“AIM Rules”</b>	the AIM Rules for Companies and (where the context admits) the AIM Rules for Nominated Advisers (each as amended from time to time);
<b>“Board” or “Directors”</b>	the directors of the Company as at the date of this document, whose names are set out on page 4 of this document;
<b>“Company” or “Osirium”</b>	Osirium Technologies plc, a public limited company incorporated in England & Wales under registered number 09854713 and having its registered office at One Central Square, Cardiff CF10 1FS;
<b>“CREST”</b>	the computerised settlement system (as defined in the CREST Regulations) operated by Euroclear UK & Ireland Limited which facilitates the transfer of title to shares in uncertificated form;
<b>“CREST Regulations”</b>	the Uncertificated Securities Regulations 2001 (SI 2001/3755) including any enactment or subordinate legislation which amends or supersedes those regulations and any applicable rules made under those regulations or any such enactment or subordinate legislation for the time being in force;
<b>“Enlarged Share Capital”</b>	the number of Ordinary Shares in issue immediately following the Placing, the Subscription and Admission;
<b>“Existing Ordinary Shares”</b>	the 10,394,355 Ordinary Shares of 1 pence each in the capital of the Company in issue at the date of this document;
<b>“Form of Proxy”</b>	the form of proxy enclosed with this document for use by Shareholders in connection with the General Meeting;
<b>“General Meeting” or “GM”</b>	the general meeting of the Company convened for 11:00 a.m. on 23 March 2018, notice of which is set out at the end of this document;
<b>“Group”</b>	the Company and its subsidiary, Osirium Limited;
<b>“London Stock Exchange”</b>	the London Stock Exchange Group plc;
<b>“Notice of GM”</b>	the notice convening the GM, which is set out on page 12 of this document;
<b>“Option”</b>	an option to acquire ordinary shares of 1 pence each in the capital of the Company;
<b>“Ordinary Shares”</b>	the ordinary shares of 1 pence each in the capital of the Company in issue from time to time;
<b>“Placees”</b>	subscribers for Placing Shares pursuant to the Placing;
<b>“Placing”</b>	the conditional placing of the Placing Shares by Stifel as broker for the Company at the Placing Price pursuant to the Placing Agreement;
<b>“Placing Agreement”</b>	the agreement dated 6 March 2018 between the Company and Stifel relating to the Placing;
<b>“Placing Price”</b>	134 pence per Placing Share;
<b>“Placing Shares”</b>	the 3,144,931 new Ordinary Shares to be issued pursuant to the Placing which have been conditionally placed by Stifel;
<b>“Resolution”</b>	the resolution set out in the Notice of GM;

<b>“Shareholders”</b>	holders of Ordinary Shares and the term <b>“Shareholder”</b> shall be construed accordingly;
<b>“Stifel”</b>	Stifel Nicolaus Europe Limited, a private limited company incorporated in England & Wales under registered number 03719559 and having its registered office at 4th Floor, 150 Cheapside, London, United Kingdom EC2V 6ET, the Company’s nominated adviser and broker for the purposes of the Placing and Admission;
<b>“Subscription”</b>	the subscription by Simon Lee, the Chairman of the Company, of the Subscription Shares at the Placing Price;
<b>“Subscription Shares”</b>	14,925 new Ordinary Shares;
<b>“United Kingdom” or “UK”</b>	the United Kingdom of Great Britain and Northern Ireland;
<b>“£” and “pence”</b>	pounds and pence sterling respectively, being the lawful currency of the United Kingdom.

**LETTER FROM THE CHAIRMAN**  
**OSIRIUM TECHNOLOGIES PLC**

*(Incorporated and registered in England and Wales under the Companies Act 2006, with registered number 09854713)*

*Directors:*

Simon Lee (*Chairman and Non-Executive Director*)  
David Guyatt (*Chief Executive Officer*)  
Rupert Hutton (*Chief Financial Officer*)  
Stephen Purdham (*Non-Executive Director*)  
Simon Hember (*Non-Executive Director*)

*Registered Office:*

One Central Square  
Cardiff  
CF10 1FS

To holders of Ordinary Shares and, for information only, to Option holders

6 March 2018

Dear Shareholder,

**Placing, Subscription and Notice of General Meeting**

**1. Introduction**

The Company announced earlier today a proposed placing to raise £4.2 million (before expenses) through the issue of 3,144,931 new Ordinary Shares at the Placing Price and a Subscription by me of a further 14,925 new Ordinary Shares at the Placing Price to raise a further £20,000.

The allotment of the Placing Shares and Subscription Shares is conditional, *inter alia*, upon the Company obtaining approval of Shareholders at the General Meeting to disapply Shareholders' statutory pre-emption rights which would otherwise apply to the allotment of the Placing Shares and the Subscription Shares.

**The purpose of this document is, amongst other things, to explain the background to and reasons for the Placing and to explain why the Board believes that the Placing will promote the growth and success of the Company for the benefit of the Shareholders as a whole, and seeks Shareholder approval to the passing of the Resolution at the General Meeting of the Company.**

This document also contains the Directors' recommendation that Shareholders vote in favour of the Resolution. Notice of the General Meeting, at which the Resolution will be proposed, is set out at the end of this document. A Form of Proxy is also enclosed with this document for use at the GM.

The Directors intend to vote in favour of the Resolution in respect of their own beneficial holdings in the Company which amount in aggregate to 1,136,988 Ordinary Shares and represent approximately 10.9 per cent. of the Company's Existing Ordinary Shares.

The Directors believe that the Placing is the most appropriate way to raise additional funds for Osirium. The Directors consider that the Placing provides greater certainty than other available means of raising additional funds in a timely fashion and minimises transactional costs.



## **2. Background to and reasons for the Placing**

Since its IPO in April 2016, Osirium has continued to focus on strengthening its sales, marketing, R&D and engineering teams.

The Group's sales director has been strengthening Osirium's direct sales capabilities while also building a broad channel network and transitioning the business from a passive to an active channel strategy. The sales team now comprises four direct sales people, three pre-sales people and two sales consultants focused on delivering proof of concept software to, and converting, sales prospects, as well as expanding the Group's footprint within existing clients. The marketing team is also up to full strength and is building Osirium's UK and global brand, lead generation capabilities including Osirium's internet presence, public relations and events.

The R&D and engineering teams are developing new technology further enhancing Osirium's next generation software solutions. At the same time, Osirium's profile has increased considerably and has seen growing and positive industry recognition of its innovative approach, culminating in Osirium being named as a 2017 'Cool Vendor' by Gartner, the leading independent IT research firm, and the Osirium Platform being recognised by analysts KuppingerCole in their January 2018 Executive Report.

Gartner estimate that cyber-security spending was \$89bn in 2017, growing at 8% per annum. Privileged Access Management (PAM) is emerging as one of the fastest growing markets within the wider cyber-security market and is expected to grow at 27% p.a. to \$2.3bn by 2020 by which time it will represent 2% of all cyber-security spending. This anticipated growth will be supported by significant opportunities in the mid-market space.

Throughout this time, the Group's new customer wins, bookings and revenue streams have increased significantly, in line with the Directors' strategic objectives, to deliver a step change since Osirium's IPO. In addition to the well-publicised increase in security threats globally, Osirium's growth has been underpinned by growing awareness of PAM as mission-critical IT infrastructure for the upper middle market as well as enterprise clients. The onset of General Data Protection Regulation (GDPR) from May 2018, as part of increasing regulatory compliance standards, is also driving mainstream adoption across all industries.

The Company is seeking funding to:

- scale the Group's business in the multi-billion-dollar market for privileged access management (PAM) which is considered predominately greenfield and growing more than 25% p.a.;
- invest further in its sales, marketing, and product development;
- double the size of its engineering and R&D teams in 2018, which should allow it to continue to innovate, develop next-generation solutions and continue to displace in-house solutions and legacy products; and
- strengthen Osirium's balance sheet and fund the Group's working capital requirements over the next twelve months and beyond.

## **3. Current trading**

On 9 January 2018, the Company confirmed that its trading has continued to improve year on year in line with expectations and, as a result, expects bookings for the year ended 31 December 2017 to be in line with market expectations.

The Board remains very confident in the Group's prospects and believes Osirium has a unique proposition and is well placed to prosper as cyber-security becomes an even greater priority for corporates globally.

#### 4. Details of the Placing

Under the Placing, the Company has conditionally raised £4.2 million (before expenses) through a placing of 3,144,931 ordinary shares at 134 pence per share with institutional and other sophisticated investors. The Company has entered into a Placing Agreement with Stifel under which Stifel has agreed to use its reasonable endeavours to procure Placées for the Placing Shares at the Placing Price. The Placing has not been underwritten.

The Placing Shares will represent approximately 23.2 per cent. of the Enlarged Share Capital. The Placing Price represents a discount of approximately 5 per cent. to the closing mid-market price on AIM of 141 pence per ordinary share on 5 March 2018, being the last dealing day prior to publication of this document.

**The Company currently has limited authority to issue new ordinary shares for cash on a non-pre-emptive basis. Accordingly, the Placing is conditional upon, *inter alia*, the passing of the resolution to be put to shareholders of the Company at the General Meeting to authorise the Directors to allot new ordinary shares otherwise than on a pre-emptive basis. In addition, the allotment of the Placing Shares is conditional, *inter alia*, on the Placing Agreement becoming unconditional and not being terminated in accordance with its terms prior to Admission. It is expected that Admission will take place on 28 March 2018.**

The Placing Agreement contains, *inter alia*, customary undertakings and warranties given by the Company in favour of Stifel as to the accuracy of information contained in the announcement of the Placing earlier today and other matters relating to the Company. Stifel may terminate the Placing Agreement in specified circumstances prior to Admission, including, *inter alia*, for material breach of the Placing Agreement or breach of any warranties contained in it and in the event of certain *force majeure* events occurring.

The Placing is conditional upon, *inter alia*, Admission occurring by no later than 8.00 a.m. on 28 March 2018 (or such later time and/or date as the Company and Stifel may agree, not being later than 8.00 a.m. on 27 April 2018). If such condition is not satisfied or, if applicable, waived, the Placing will not proceed.

The Placing Shares will be issued credited as fully paid and will rank *pari passu* in all respects with the Existing Ordinary Shares, including the right to receive dividends and other distributions declared on or after the date on which they are issued.

It is expected that CREST accounts will be credited on the relevant day of Admission and that share certificates (where applicable) will be despatched within 5 working days of Admission.

#### 5. Details of the Subscription

Concurrent with and conditional on the Placing, I have agreed to subscribe for 14,925 new Ordinary Shares at the Placing Price to raise an additional £19,999.50. Following the Subscription, my total shareholding will increase to 126,861 Ordinary Shares, representing 0.94% of the Enlarged Share Capital.

#### 6. Application for Admission to AIM

Application will be made to the London Stock Exchange for the Placing Shares and the Subscription Shares to be admitted to trading on AIM. It is anticipated that such admission will become effective and that dealings in the Placing Shares and the Subscription Shares will commence at 08:00 a.m. on 28 March 2018.

## **7. General Meeting**

The notice convening the General Meeting to be held at the offices of Stifel Nicolaus Europe Limited, 4th Floor, 150 Cheapside, London EC2V 6ET at 11:00 a.m. on 23 March 2018 is set out at the end of this document. At the General Meeting, Shareholders will consider a resolution, to be passed as a special resolution, to disapply Shareholders' statutory pre-emption rights which would otherwise apply to the allotment of the Placing Shares and the Subscription Shares.

## **8. Action to be taken**

Shareholders will find accompanying this document a Form of Proxy for use at the General Meeting. Whether or not Shareholders intend to be present at the GM, they are requested to complete, sign and return the Form of Proxy in accordance with the instructions printed on it to the Company's registrars, Neville Registrars Limited, at Neville House, 18 Laurel Lane, Halesowen, West Midlands, B63 3DA, as soon as possible and, in any event, so as to arrive by no later than 11:00 a.m. on 21 March 2018. Completion and return of the Form of Proxy will not affect Shareholders' rights to attend and vote in person at the General Meeting if they so wish. Further information regarding the appointment of proxies can be found in the notes to the Notice of GM.

Shareholders who hold their Ordinary Shares in uncertificated form and receive this document and the accompanying Form of Proxy through their broker or other intermediary, should complete and send a letter of direction in accordance with the instructions provided by their broker or other intermediary. Many brokers provide a form and opportunity to submit voting instructions online.

## **9. Documents Available**

Copies of this document will be available to the public, free of charge, at the Company's registered office and at the offices of Stifel, 4th Floor, 150 Cheapside, London, EC2V 6ET, during usual business hours on any weekday (Saturdays, Sundays and public holidays excepted) for one month from the date of this document. This document will also be available on the Company's website, [www.osirium.co.uk](http://www.osirium.co.uk).

## **10. Recommendation**

**The Board considers the Placing to be in the best interests of the Company and its Shareholders as a whole and therefore the Directors (other than myself in relation to the Subscription) unanimously recommend that Shareholders vote in favour of the Resolution to be proposed at the General Meeting, as they intend to do in respect of their aggregate holding of 1,136,988 Existing Ordinary Shares (representing approximately 10.9% per cent. of the Company's existing share capital).**

Yours sincerely,

**Simon Lee**

*Chairman*

## Osirium Technologies plc

*(Incorporated and registered in England and Wales with registered number 09854713)*

### NOTICE OF GENERAL MEETING

**NOTICE is hereby given** that a General Meeting of Osirium Technologies plc (the "Company") will be held at the offices of Stifel Nicolaus Europe Limited, 4th Floor, 150 Cheapside, London EC2V 6ET at 11:00 a.m. on Friday, 23 March 2018 for the purpose of considering and, if thought fit, passing the following resolution which will be proposed as a special resolution:

#### Special Resolution

THAT, in addition to any existing authorities in that regard, the Directors be and are hereby empowered pursuant to section 570 of the Companies Act 2006 (the "Act") to allot equity securities (as defined in section 560 of the Act) for cash, pursuant to the authority conferred on them to allot such shares or grant such rights by resolution passed at the Company's 2017 AGM on 1 June 2017 up to a maximum nominal value of £32,000 as if sub-section (1) of section 561 of the Act did not apply to any such allotment, provided that this power shall expire on 27 April 2018 save that the Company may at any time before such expiry make an offer or agreement which might require such shares to be allotted after such expiry and the Directors may issue and allot shares in pursuance of such offer or agreement notwithstanding that the authority hereby conferred has expired.

Dated: 6 March 2018

**By order of the Board,**

Martin Kay  
*Company Secretary*

**Registered Office:**

One Central Square  
Cardiff  
CF10 1FS

**Notes:**

- 1 As at 5 March 2018 (being the latest practicable date before publication of this document), the issued share capital of the Company comprised 10,394,355 ordinary shares of 1 pence each and the total number of voting rights was 10,394,355. There are no shares in the capital of the Company held by the Company in treasury.
- 2 Shareholders entitled to attend and vote at the General Meeting are entitled to appoint a proxy to exercise all or any of their rights to attend, speak and vote (including on a poll) on their behalf at the meeting and at any adjournment of it. A form of proxy for use by shareholders is enclosed with this document (the "Form of Proxy"). A shareholder may appoint more than one proxy in relation to the meeting provided that each proxy is appointed to exercise the rights attached to a different share or shares held by that shareholder. To appoint more than one proxy, you may photocopy the Form of Proxy. Please indicate the proxy holder's name and the number of shares in relation to which they are authorised to act as your proxy (which, in aggregate, should not exceed the number of ordinary shares held by you). A proxy need not be a member of the Company but must attend the General Meeting in person.
- 3 Details of how to appoint the Chairman of the meeting or another person as your proxy are set out in the notes to the Form of Proxy.
- 4 To be valid any Form of Proxy or other instrument appointing a proxy must be received by post at or (during normal business hours) delivered by hand to Neville Registrars Limited, Neville House, 18 Laurel Lane, Halesowen, West Midlands, B63 3DA by no later than 11:00 a.m. on 21 March 2018, together with, if appropriate, the original power of attorney or other authority (if any) under which the Form of Proxy is signed or a duly certified copy of that power or authority. In the case of a corporation, the Form of Proxy must be executed under its common seal or under the hand of any officer or attorney duly authorised. The return of a completed Form of Proxy or other such instrument will not prevent a shareholder attending the meeting and voting in person if he/she wishes to do so. Any shareholder who appoints a proxy but who attends in person shall have his/her proxy terminated automatically. If a shareholder submits more than one valid proxy appointment, the appointment received last before the latest time for the receipt of proxies will take precedence.
- 5 In the case of joint holders, where more than one of the joint holders purports to appoint a proxy, only the appointment submitted by the most senior holder will be accepted. 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).
- 6 A vote withheld option is provided on the Form of Proxy to enable you to instruct your proxy not to vote on any particular resolution, however, it should be noted that a vote withheld in this way 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. If no voting indication is given, your proxy will vote or abstain from voting at his/her discretion. Your proxy will vote (or abstain from voting) as he/she thinks fit in relation to any other matter which is put before the General Meeting.
- 7 Pursuant to Regulation 41 of the Uncertificated Securities Regulations 2001, the Company specifies that only those members registered in the Company's register of members at the close of business on 21 March 2018 (or, in the event of any adjournment, at the close of business on the date which is two days before the time of the adjourned meeting) shall be entitled to attend, speak and vote at the General Meeting. Changes to the register of members after the relevant deadline shall be disregarded in determining the rights of any person to attend and vote at the meeting.