

THIS DOCUMENT SHOULD BE READ AS A WHOLE. YOUR ATTENTION IS DRAWN TO THE LETTER FROM THE CHAIRMAN OF D1 OILS PLC CONTAINING THE UNANIMOUS RECOMMENDATION OF THE BOARD THAT YOU VOTE AGAINST ALL THE REQUISITIONED RESOLUTIONS 1 TO 7 AND VOTE FOR THE RE-APPOINTMENT RESOLUTIONS 8 AND 9, TO BE TABLED AT THE REQUISITIONED GENERAL MEETING TO BE HELD ON 14 JUNE 2010.

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION. If you are in any doubt about the contents of this document and/or the action you should take, you should immediately seek your own independent financial advice from your stockbroker, bank manager, solicitor, accountant or other independent financial adviser duly authorised under the Financial Services and Markets Act 2000 (as amended) if you are in the United Kingdom or, if not, another appropriately authorised independent financial adviser.

If you sell or have sold or otherwise transferred all your Ordinary Shares in the Company please immediately forward this document together with the accompanying forms of proxy as soon as possible 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. However, these documents should not be forwarded or transmitted in or into any jurisdiction in which such act would constitute a violation of the relevant laws and restrictions of such jurisdiction. Persons into whose possession this document and any accompanying documents should come, should inform themselves about and observe any such laws and restrictions. If you have sold only part of your holding of Ordinary Shares, please contact immediately your stockbroker, bank or other agent through whom the sale of transfer was effected.

This document does not constitute a prospectus and has not been and will not be examined or approved by the London Stock Exchange or the Financial Services Authority or delivered to the Registrar of Companies in England and Wales for registration. No offer, invitation or inducement to acquire shares or other securities in the Company is being made by or in connection with this document. Certain statements made in this document are forward looking statements. Such statements are based on current expectations and are subject to a number of risks and uncertainties that could cause actual results and performance to differ materially from any expected further results or performances, express or implied, by the forward looking statements.

The Directors of the Company, whose names appear on page 2 of this document, accept responsibility for the information contained in this document. To the best of the knowledge and belief of the Directors (who have taken all reasonable care to ensure that such is the case) the information contained in this document is in accordance with the facts and does not omit anything likely to affect the import of such information.

D1 Oils plc

(Incorporated and registered in England and Wales with Registered No. 5212852)

Notices of General Meetings

as (*inter alia*) requisitioned on behalf of one Member in accordance with section 303 of the Companies Act 2006

Nominated Adviser

Piper Jaffray Limited

Notice of the Requisitioned General Meeting of the Company, to be held at the offices of Pinsent Masons LLP at CityPoint, One Ropemaker Street, London EC2Y 9AH, is set out on page 6 of this document. You will find enclosed a BLUE form of proxy for use at the Requisitioned General Meeting. To be valid, the BLUE form of proxy should be completed and returned to the Company's registrars, Capita Registrars, Freepost RSBH-UXKS-LRBC, PXS, 34 Beckenham Road, Beckenham, Kent, BR3 4TU, as soon as possible and in any event so as to be received no later than **11.30 a.m. on 10 June 2010**. EVERY SHAREHOLDER'S VOTE IS IMPORTANT – PLEASE COMPLETE AND RETURN THE BLUE FORM OF PROXY AS SOON AS POSSIBLE, WHETHER OR NOT YOU INTEND TO BE PRESENT AT THE REQUISITIONED GENERAL MEETING. Completion and return of a form of proxy will not prevent a shareholder from attending and voting in person at the Requisitioned General Meeting should they wish.

Notice of a further general meeting of the Company, to be held at the offices of Pinsent Masons LLP at CityPoint, One Ropemaker Street, London EC2Y 9AH, is set out on page 8 of this document. You will find enclosed a white form of proxy for use at this general meeting. To be valid, the white form of proxy should be completed and returned to the Company's registrars, Capita Registrars, Freepost RSBH-UXKS-LRBC, PXS, 34 Beckenham Road, Beckenham, Kent, BR3 4TU, so as to be received no later than 11.30 a.m. on 25 June 2010. Completion and return of a form of proxy will not prevent a shareholder from attending and voting in person at the general meeting should they wish.

The contents of this document are not to be construed as legal, financial or tax advice. If necessary, each recipient of this document should consult his, her or its own legal adviser, financial adviser or tax adviser for legal, financial or tax advice.

Piper Jaffray Limited ("**Piper Jaffray**"), which is authorised and regulated by the Financial Services Authority is acting for D1 Oils plc and will not be responsible to anyone other than D1 Oils plc for providing the protections afforded to customers of Piper Jaffray Limited or for affording advice in relation to the matters described or referred to herein. The responsibilities of Piper Jaffray Limited, as nominated adviser under the AIM Rules, are owed solely to the London Stock Exchange and are not owed to the Company or to any of the Directors.

Piper Jaffray Limited have been appointed as nominated adviser and broker, respectively, to the Company. Piper Jaffray does not accept any liability whatsoever for the accuracy of any information or opinions contained in this document or for the omission of any material information.

D1 Oils plc (the “Company”)

(A company incorporated in England and Wales with company number 5212852)

Directors:

Barclay Forrest (*Chairman*)

Ben Good (*CEO and Finance Director*)

Martin Jarvis (*Operations Director*)

Henk Joos (*Science and Technology Director*)

Nicholas Ward (*Non-Executive Director*)

Registered office:

1 Park Row

Leeds

LS1 5AB

27 May 2010

Dear Shareholder

Further to the Company’s announcement of 12 May 2010, the Board of D1 Oils plc hereby gives notice of a general meeting of the Company (the “**Requisitioned General Meeting**”) to be held at the offices of Pinsent Masons LLP, CityPoint, One Ropemaker Street, London EC2Y 9AH on 14 June 2010 at 11.30 a.m.

Requisitioned General Meeting

The Requisitioned General Meeting has been called by the directors of the Company, as required under section 303 of the Companies Act 2006, in order that Shareholders may consider and vote on those resolutions proposed by the Requisitioner (as defined below) and those resolutions proposed by the Company.

This follows receipt of a requisition notice dated 11 May 2010 (the “**Requisition**”) from Evo Nominees Limited (the “**Requisitioner**”) which is understood to hold ordinary shares in the Company as nominee on behalf of Principle Capital Investments Limited (“**PCIL**”). The requisition notice sets out ordinary resolutions 1 – 7 for the removal as directors of the Company of Barclay Forrest (Chairman), Ben Good (CEO and Finance Director), Martin Jarvis (Operations Director), Henk Joos (Science and Technology Director) and any other directors appointed to the Board since 11 May 2010, and for the appointment as directors of Jonathan Saul Sieff and Andrew James Peggie (the “**Requisitioned Resolutions**”). PCIL and the related company, Principle Capital LP, together account for 27.5 per cent. of the Company’s shares.

Board Recommendation

The Board unanimously recommends that Shareholders vote AGAINST all of the Requisitioned Resolutions. We consider the Requisitioned Resolutions to be directly against the interests of the Company and its Shareholders as a whole.

This letter sets out the Requisitioned Resolutions, gives reasons why your Board unanimously believes they are AGAINST the best interests of the Company and its Shareholders as a whole and sets out what actions you should take to exercise your vote.

The Board also unanimously recommends that Shareholders vote FOR both the Re-appointment Resolutions as described further below.

Please return the BLUE proxy form (duly completed with an “X” for each relevant resolution) as soon as possible and in any event by 11.30 a.m. on 10 June 2010 (see “Action to be taken”, below).

Background to the Board’s recommendation

The Board’s reaction to the requisition is outlined below:

On Thursday 6 May, the Board made an offer period and strategic financing update announcement which contained, *inter alia*, the following:

“...the Board of D1 Oils can confirm that offer discussions have progressed to the extent that two parties (having already provided indicative offer letters to the Company) have indicated that they may, subject to due diligence, make offers for the Company in each case at a substantial premium to the current share price (in one case wholly in cash and in the other in new listed shares of that potential offeror).

In addition, earlier stage discussions related to the provision of material levels of equity finance are taking place with a number of parties, which may also include an offer for the Company.

The Board is seeking to bring these discussions to a conclusion within two months. If a firm offer or material new financing is not announceable by this time, the Board intends to conclude its strategic review announced on 25 November in light of these circumstances and its assessment of the Company’s commercial progress and prospects as well as its financial position.”

Since then, talks have continued with each of the parties referred to in that announcement. Indeed, Mission NewEnergy Limited announced, on 25 May, *inter alia* the following:

“Mission NewEnergy Limited (ASX: MBT) (“Mission”) today announces that it is in detailed discussions with the board of D1 Oils plc (AIM: DOO) (“D1 Oils”) with respect to a possible all share offer by Mission for the entire issued and to be issued share capital of D1 Oils. The start of these discussions predates the announcement made on 6 May 2010 by D1 Oils that it was progressing offer talks with two parties. Mission is dedicated to working toward a recommended transaction and to entering a constructive dialogue with D1 Oils’ shareholders and is announcing this proposal as a means to encourage and further the process. This announcement is being made with the knowledge and consent of D1 Oils.”

In light of this, and having consulted its Nomad and financial adviser, Piper Jaffray, we believe that now is a highly inappropriate time to change the composition of the Board. Further, we believe that the step of serving the requisition itself, through the uncertainty and distraction that may cause, and on account of the unnecessary cost involved, is an act which damages the interests of Shareholders. For this reason, we are proposing to hold the Requisitioned General Meeting as soon as reasonably practicable in order that, if the Requisitioned Resolutions are rejected, we may return to the job of delivering value to Shareholders as soon as possible.

We also note that Jonathan Saul Sieff and Andrew James Peggie, the two new directors proposed by the Requisitioner are, *inter alia*, directors of Principle Capital Holdings S.A (“PCH”) and/or other subsidiaries and affiliates of PCH. PCH is also an affiliate of PCIL and of Principle Capital Fund Managers Limited (“PCFML”), which acts for PCIL. Brian Myerson, Executive Chairman of PCH, was a director of the Company from 17 July 2008 to 12 March 2010 (including Chairman from 22 December 2008 to 12 March 2010). In October last year, PCFML made a proposal for the reverse takeover of the Company by another affiliate of PCH, which was rejected in December 2009 by other major Shareholders representing 41.0 per cent. of the Company’s issued share capital, on investment, strategic and financial grounds.

Neither the Requisitioner, PCH, nor any of their respective affiliates or associates, nor the proposed new directors, have properly communicated how their appointment would result in a new strategy for the Company, with a clear plan for delivery, that would result in superior value compared to the actions currently being undertaken by the existing Board.

Finally, even though the Requisitioned Resolutions propose the removal of all but one of our number, our recommendations are unanimous. The current director who is not referred to in the Requisitioned Resolutions, Nicholas Ward, the independent non-executive director appointed on 7 April 2010, intends to resign from the Board if all the Requisitioned Resolutions are carried against his recommendation.

Re-appointment of certain directors

To avoid any ongoing uncertainty, we propose that Martin Jarvis (unless previously removed as a director) and Nicholas Ward (who were each appointed as directors by the Board during the period since the last annual general meeting of the Company (23 July 2009)) voluntarily retire as directors of the Company immediately after the vote by Shareholders on Requisitioned Resolution 7 has taken place, and that their re-appointment then be voted on at the Requisitioned General Meeting pursuant to resolutions 8 and 9 (the “**Re-appointment Resolutions**”).

The Re-appointment Resolutions would, in the usual course of events, be dealt with as ordinary business at the next annual general meeting of the Company. However, in light of the Requisition the Board proposes that all matters regarding the composition of the Board be dealt with at the Requisitioned General Meeting.

Net assets position

The Company intends to publish its accounts for financial year 2009 after the Requisitioned General Meeting and within the timetable prescribed by Rule 19 of the AIM Rules.

In the Company’s balance sheet for 31 December 2008, the Company’s net assets were shown as less than half of its called-up share capital. This remains the case and has been for some time. However, in accordance with previous announcements made in relation to cost reductions, the trading position of the Company and the offer period, the Board believes it has taken and is taking action that is appropriate to address this matter. Nevertheless, under the Companies Act 2006, the directors must call a general meeting of the Company to consider whether any, and if so what, steps should be taken to deal with the situation.

Accordingly, the Board hereby gives notice of a further general meeting to be held at the offices of Pinsent Masons LLP, Citypoint, One Ropemaker Street, London EC2Y 9AH on 29 June 2010 at 11.30 a.m. The Board does not propose to recommend that, at such further general meeting, any additional action be taken or resolutions proposed.

Summary

- The directors believe they are acting in the best interests of ALL Shareholders in pursuing discussions with other parties who may make offers for the Company
- We made clear to the market on May 6 that we expected to bring these discussions to a conclusion within two months
- The timing of this requisition is therefore highly inappropriate and even the serving of this requisition is damaging to the interests of Shareholders
- There is a lack of clarity as to the reasons for the requisition or the intentions of the Requisitioner and of the Requisitioner’s proposed directors
- All current directors recommend that Shareholders vote AGAINST the Requisitioned Resolutions 1 to 7
- All current directors recommend that Shareholders vote IN FAVOUR of the Re-appointment Resolutions 8 and 9

ACTION TO BE TAKEN

Requisitioned General Meeting

Set out on page 6 of this document is the Notice of Requisitioned General Meeting to be held at the offices of Pinsent Masons LLP, CityPoint, One Ropemaker Street, London EC2Y 9AH on 14 June 2010 at 11.30 a.m. A BLUE proxy form is enclosed with this document for this meeting. Whether or not you intend to be present at the Requisitioned General Meeting, you are asked to complete the BLUE proxy form so it is received by the Company's Registrar, Capita Registrars Limited, as soon as possible but in any event not later than **11.30 a.m. on 10 June 2010**.

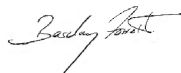
Your Directors believe that the Requisitioned Resolutions are AGAINST the best interests of the Company and its Shareholders as a whole.

ACCORDINGLY, THE BOARD UNANIMOUSLY RECOMMENDS THAT SHAREHOLDERS VOTE **AGAINST** ALL THE REQUISITIONED RESOLUTIONS 1 TO 7 AND **IN FAVOUR** OF BOTH RE-APPOINTMENT RESOLUTIONS 8 AND 9, AS THE DIRECTORS INTEND TO DO IN RESPECT OF THEIR OWN BENEFICIAL HOLDINGS.

General Meeting on net assets position

Set out on page 8 of this document is a further Notice of General Meeting to be held at the offices of Pinsent Masons LLP, CityPoint, One Ropemaker Street, London EC2Y 9AH on 29 June 2010 at 11.30 a.m. This meeting relates only to those matters set out under the heading "Net assets position" above. A WHITE proxy form is enclosed with this document for this further meeting. However, NO resolutions are being proposed by the Company at this meeting. Should you wish to appoint a proxy for purposes of this further meeting, please complete the WHITE proxy form so it is received by Capita Registrars Limited not later than 11.30 a.m. on 25 June 2010.

Yours faithfully



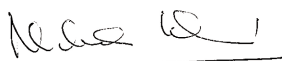
J B Forrest
Chairman

INDEPENDENT DIRECTOR'S RECOMMENDATION

I believe, having consulted with Piper Jaffray, that it is in the best interests of Shareholders that the existing Board of the Company should remain unchanged to pursue the discussions announced on 6 May.

I strongly urge you to vote AGAINST all the Requisitioned Resolutions 1 to 7 and IN FAVOUR of the Re-appointment Resolutions 8 and 9 at the forthcoming Requisitioned General Meeting of the Company. Should all the Requisitioned Resolutions be carried against my recommendation, it is my intention to resign as a Director of the Company.

Yours faithfully



Nicholas Ward

D1 Oils plc (the “Company”)

Notice of Requisitioned General Meeting as requisitioned on behalf of one Member in accordance with section 303 of the Companies Act 2006

The Board of D1 Oils plc hereby gives notice of a general meeting of the Company (the “**Requisitioned General Meeting**”) to be held at the offices of Pinsent Masons LLP, CityPoint, One Ropemaker Street, London EC2Y 9AH on 14 June 2010 at 11.30 a.m. to consider and, if thought fit, to pass the following resolutions as ordinary resolutions of the Company.

Your Board unanimously recommends that you vote AGAINST resolutions 1 to 7 and vote FOR resolutions 8 and 9

The enclosed BLUE proxy form relates to this Meeting

REQUISITIONED RESOLUTIONS

1. THAT John Barclay Forrest be and is hereby forthwith removed as a director of the Company.
2. THAT Benjamin Richard Good be and is hereby forthwith removed as a director of the Company.
3. THAT Martin John Jarvis be and is hereby forthwith removed as a director of the Company.
4. THAT Henk Joos be and is hereby forthwith removed as a director of the Company.
5. THAT any person appointed as a director of the Company between 11 May 2010 and immediately prior to the General Meeting of the Company at which this resolution is considered, other than any such person whose appointment is approved or ratified at this General Meeting, be and is hereby forthwith removed as a director of the Company.
6. THAT Jonathan Saul Sieff be and is hereby forthwith appointed as a director of the Company.
7. THAT Andrew James Peggie be and is hereby forthwith appointed as a director of the Company.

RE-APPOINTMENT RESOLUTIONS

8. THAT Martin John Jarvis who, subject to resolution 3 above not being passed, voluntarily retires as a director of the Company immediately after the vote on resolution 7 above has taken place, be re-appointed (subject as aforesaid) as a director of the Company with immediate effect.
9. THAT Nicholas Ward, who voluntarily retires as a director of the Company immediately after the vote on resolution 7 above has taken place, be re-appointed (unless all of resolutions 1-7 are passed) as a director of the Company with immediate effect.

By Order of the Board



Marie Edwards
Company Secretary

Registered Office:
1 Park Row
Leeds LS1 5AB

27 May 2010

Notes

1. Members are entitled to appoint a proxy to exercise all or any of their rights to attend and to speak and vote on their behalf at the meeting. A Shareholder may appoint more than one proxy in relation to the Requisitioned General Meeting provided that each proxy is appointed to exercise the rights attached to a different share or shares held by that Shareholder. A proxy need not be a Shareholder of the Company. A BLUE proxy form which may be used to make such appointment and give proxy instructions accompanies this notice. If you do not have a proxy form and believe that you should have one, or if you require additional forms, please contact contacting the Registrars helpline on 0871 664 0300 (calls cost 10p per minute) or (from overseas) +44 208 639 3399.
2. To be valid any proxy form or other instrument appointing a proxy must be received by post or (during normal business hours only) by hand at the Company's registrars, Capita Registrars, Freepost RSBH-UXXS-LRBC, PXS, 34 Beckenham Road, Beckenham, Kent BR3 4TU not less than 48 hours (excluding non-working days) before the time for holding the meeting (namely by 11.30 a.m. on 10 June 2010) or any adjournment thereof.
3. The return of a completed proxy form, other such instrument or any CREST Proxy Instruction (as described in paragraph 7 below) will not prevent a Shareholder attending the Requisitioned General Meeting and voting in person if he/she wishes to do so.
4. To be entitled to attend and vote at the Requisitioned General Meeting (and for the purpose of the determination by the Company of the votes they may cast), Shareholders must be registered in the Register of Members of the Company at 5.30 p.m. on 12 June 2010 (or, in the event of any adjournment, 5.30 p.m. on the date which is two days before the time of the adjourned 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.
5. As at 26 May 2010 (being the last business day prior to the publication of this Notice) the Company's issued share capital consists of 126,675,219 ordinary shares, carrying one vote each. Therefore, the total voting rights in the Company as at that time were 126,675,219.
6. CREST members who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service may do so by using the procedures described in the CREST Manual. CREST personal members or other CREST sponsored members, and those CREST members who have appointed a service provider(s), should refer to their CREST sponsor or voting service provider(s), who will be able to take the appropriate action on their behalf.
7. In order for a proxy appointment or instruction made using the CREST service to be valid, the appropriate CREST message (a "**CREST Proxy Instruction**") must be properly authenticated in accordance with Euroclear UK & Ireland Limited's specifications, and must contain the information required for such instruction, as described in the CREST Manual. The message, regardless of whether it constitutes the appointment of a proxy or is an amendment to the instruction given to a previously appointed proxy must, in order to be valid, be transmitted so as to be received by the issuer's agent (ID RA10) by 11.30 a.m. on 12 June 2010 or, if the meeting is adjourned, 48 hours before the time fixed for the adjourned meeting. For this purpose, the time of receipt will be taken to be the time (as determined by the timestamp applied to the message by the CREST Application Host) from which the issuer's agent is able to retrieve the message by enquiry to CREST in the manner prescribed by CREST. After this time any change of instructions to proxies appointed through CREST should be communicated to the appointee through other means.
8. CREST members and, where applicable, their CREST sponsors, or voting service providers should note that Euroclear UK & Ireland Limited does not make available special procedures in CREST for any particular message. 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(s) take(s) such action as shall be necessary to ensure that a message is transmitted by means of the CREST system by any particular time. In this connection, CREST members and, where applicable, their CREST sponsors or voting system providers are referred, in particular, to those sections of the CREST Manual concerning practical limitations of the CREST system and timings.
9. 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.
10. In order to facilitate voting by corporate representatives at the meeting, arrangements will be put in place at the meeting so that (i) if a corporate Shareholder has appointed the chairman of the meeting as its corporate representative with instructions to vote on a poll in accordance with the directions of all of the other corporate representatives for that Shareholder at the meeting, then on a poll those corporate representatives will give voting directions to the chairman and the chairman will vote (or withhold a vote) as corporate representative in accordance with those directions; and (ii) if more than one corporate representative for the same corporate Shareholder attends the meeting but the corporate Shareholder has not appointed the chairman of the meeting as its corporate representative, a designated corporate representative will be nominated, from those corporate representatives who attend, who will vote on a poll and the other corporate representatives will give voting directions to that designated corporate representative. Corporate Shareholders are referred to the guidance issued by the Institute of Chartered Secretaries and Administrators on proxies and corporate representatives (www.icsa.org.uk) for further details of this procedure. The guidance includes a sample form of representation letter if the chairman is being appointed as described in (i) above.
11. Copies of the Directors' service contracts are available for inspection at the Company's registered office during normal business hours on any weekday (except Saturdays, Sundays and public holidays) and at the place of the Requisitioned General Meeting for 15 minutes prior to and during the Requisitioned General Meeting.

D1 Oils plc (the “Company”)

Notice of general meeting in accordance with section 656 of the Companies Act 2006

The Board of D1 Oils plc hereby gives notice of a general meeting of the Company to be held at the offices of Pinsent Masons LLP, CityPoint, One Ropemaker Street, London EC2Y 9AH on 29 June 2010 at 11.30 a.m. for the purpose of considering, in accordance with section 656 of the Companies Act 2006, whether any, and if so what, steps should be taken to deal with the situation that the net assets of the Company are half or less of its called-up share capital.

The enclosed WHITE proxy form relates to this Meeting

By Order of the Board



Marie Edwards

Company Secretary

Registered Office:

1 Park Row

Leeds LS1 5AB

27 May 2010

Notes

1. Members are entitled to appoint a proxy to exercise all or any of their rights to attend and to speak and vote on their behalf at the meeting. A Shareholder may appoint more than one proxy in relation to the general meeting to be held on 29 June 2010 (the “**General Meeting**”) provided that each proxy is appointed to exercise the rights attached to a different share or shares held by that Shareholder. A proxy need not be a Shareholder of the Company. A WHITE proxy form which may be used to make such appointment and give proxy instructions accompanies this notice. If you do not have a proxy form and believe that you should have one, or if you require additional forms, please contact contacting the Registrars helpline on 0871 664 0300 (calls cost 10p per minute) or (from overseas) +44 208 639 3399.
2. To be valid any proxy form or other instrument appointing a proxy must be received by post or (during normal business hours only) by hand at the Company’s registrars, Capita Registrars, Freepost RSBH-UXKS-LRBC, PXS, 34 Beckenham Road, Beckenham, Kent BR3 4TU not less than 48 hours (excluding non-working days) before the time for holding the General Meeting (namely by 11.30 a.m. on 25 June 2010) or any adjournment thereof.
3. The return of a completed proxy form, other such instrument or any CREST Proxy Instruction (as described in paragraph 7 below) will not prevent a Shareholder attending the General Meeting and voting in person if he/she wishes to do so. **Please note however that the Company is NOT proposing that any resolutions are considered by the General Meeting, or voted on.**
4. To be entitled to attend and vote at the General Meeting (and for the purpose of the determination by the Company of the votes they may cast), Shareholders must be registered in the Register of Members of the Company at 5.30 p.m. on 27 June 2010 (or, in the event of any adjournment, 5.30 p.m. on the date which is two days before the time of the adjourned 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.
5. As at 26 May 2010 (being the last business day prior to the publication of this Notice) the Company’s issued share capital consists of 126,675,219 ordinary shares, carrying one vote each. Therefore, the total voting rights in the Company as at that time were 126,675,219.
6. CREST members who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service may do so by using the procedures described in the CREST Manual. CREST personal members or other CREST sponsored members, and those CREST members who have appointed a service provider(s), should refer to their CREST sponsor or voting service provider(s), who will be able to take the appropriate action on their behalf.
7. In order for a proxy appointment or instruction made using the CREST service to be valid, the appropriate CREST message (a “**CREST Proxy Instruction**”) must be properly authenticated in accordance with Euroclear UK & Ireland Limited’s specifications, and must contain the information required for such instruction, as described in the CREST Manual. The message, regardless of whether it constitutes the appointment of a proxy or is an amendment to the instruction given to a previously appointed proxy must, in order to be valid, be transmitted so as to be received by the issuer’s agent (ID RA10) by 11.30 a.m. on 27 June 2010 or, if the meeting is adjourned, 48 hours before the time fixed for the adjourned meeting. For this purpose, the time of receipt will be taken to be the time (as determined by the timestamp applied to the message by the CREST Application Host) from which the issuer’s agent is able to retrieve the message by enquiry to CREST in the manner prescribed by CREST. After this time any change of instructions to proxies appointed through CREST should be communicated to the appointee through other means.

8. CREST members and, where applicable, their CREST sponsors, or voting service providers should note that Euroclear UK & Ireland Limited does not make available special procedures in CREST for any particular message. 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(s) take(s)) such action as shall be necessary to ensure that a message is transmitted by means of the CREST system by any particular time. In this connection, CREST members and, where applicable, their CREST sponsors or voting system providers are referred, in particular, to those sections of the CREST Manual concerning practical limitations of the CREST system and timings.
9. 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.
10. In order to facilitate voting by corporate representatives at the meeting, arrangements will be put in place at the meeting so that (i) if a corporate Shareholder has appointed the chairman of the meeting as its corporate representative with instructions to vote on a poll in accordance with the directions of all of the other corporate representatives for that Shareholder at the meeting, then on a poll those corporate representatives will give voting directions to the chairman and the chairman will vote (or withhold a vote) as corporate representative in accordance with those directions; and (ii) if more than one corporate representative for the same corporate Shareholder attends the meeting but the corporate Shareholder has not appointed the chairman of the meeting as its corporate representative, a designated corporate representative will be nominated, from those corporate representatives who attend, who will vote on a poll and the other corporate representatives will give voting directions to that designated corporate representative. Corporate Shareholders are referred to the guidance issued by the Institute of Chartered Secretaries and Administrators on proxies and corporate representatives (www.icsa.org.uk) for further details of this procedure. The guidance includes a sample form of representation letter if the chairman is being appointed as described in (i) above.