



**THIS DOCUMENT AND THE ENCLOSED FORM OF PROXY ARE IMPORTANT AND REQUIRE YOUR IMMEDIATE ATTENTION. If you are in any doubt as to the action you should take, you are recommended to seek advice from your own stockbroker, bank manager, solicitor, accountant or other financial adviser authorised pursuant to the Financial Services and Markets Act 2000 if you are resident in the United Kingdom or, if not, from another appropriately authorised independent financial adviser.**

If you have sold or otherwise transferred all of your shares in MCB Finance Group plc (the “**Company**”), please send this document and the accompanying Form of Proxy at once 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.

THIS DOCUMENT SHOULD BE READ IN CONJUNCTION WITH THE NOTICE OF ANNUAL GENERAL MEETING OF THE COMPANY SET OUT AT THE END OF THIS DOCUMENT.

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## MCB FINANCE GROUP PLC

*(a company incorporated in England and Wales and registered with number 06032184)*

### NOTICE OF ANNUAL GENERAL MEETING

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Your attention is drawn to the letter from the Chairman of the Company which is set out on pages 1 to 5 of this document and which contains, amongst other matters, the Board’s recommendation to vote in favour of the Resolutions to be proposed at the Annual General Meeting referred to below.

Notice of the Annual General Meeting of the Company to be held at 10.00 a.m. on Thursday 7 July 2011 at the Company’s Helsinki office on Vuorikatu 16A 8, 00100 Helsinki, Finland is set out at the end of this document. Shareholders are requested to return the enclosed Form of Proxy, which to be valid must be completed and returned in accordance with the instructions printed thereon so as to be received as soon as possible at the Company’s registered office, 101 Wigmore Street, London, W1U 1QU but in any event so as to be received before 10.00 a.m. on Tuesday 5 July 2011. Completion and return of a Form of Proxy will not preclude Shareholders from attending, speaking and voting in person at the Annual General Meeting should they so wish.

This document does not constitute or form part of any offer or invitation to sell or issue, or any solicitation of any offer to acquire, purchase or subscribe for any securities. This document has not been examined or approved by the Financial Services Authority or the London Stock Exchange or any other regulatory authority.

Copies of this document are available free of charge until Thursday 7 July 2011 at the Company’s offices during usual business hours or from the investors section of the Company’s website ([www.mcbfinance.com](http://www.mcbfinance.com)). You may not use that website to communicate with the Company for any purpose in connection with this document or the Annual General Meeting.

## EXPECTED TIMETABLE OF PRINCIPAL EVENTS

Publication of this document and posting to Shareholders	Tuesday 14 June 2011
Latest time and date for receipt of Forms of Proxy	10.00 a.m. on Tuesday 5 July 2011
Time and date of Annual General Meeting	10.00 a.m. on Thursday 7 July 2011
Date for the Court hearing of the application to confirm the Capital Reduction	Wednesday 3 August 2011
Date on which the Capital Reduction is expected to become effective	Thursday 4 August 2011
Date on which completion of the Buyback Agreement is expected to take place	Monday 15 August 2011

## DEFINITIONS

<b>Act</b>	Companies Act 2006
<b>Annual General Meeting or AGM</b>	the annual general meeting of the Company and any adjournment thereof, notice of which is set out at the end of this document
<b>Board</b>	the directors of the Company at the date of this document whose names are set out on page 1 of this document
<b>Business Day</b>	any day (other than a Saturday, Sunday or a public holiday in England) on which clearing banks in the City of London are open for the transaction of normal sterling banking business
<b>Buyback Agreement</b>	the conditional agreement for the purchase of the Buyback Shares entered into between the Company, Mr Henry Nilert and Mr Rami Ryhänen
<b>Buyback Shares</b>	the 600,000 Shares held by Mr Henry Nilert and the 100,000 Shares held by Mr Rami Ryhänen
<b>Capital Reduction</b>	the proposed reduction of the share premium account of the Company as more particularly described in this document
<b>City Code</b>	City Code on Takeovers and Mergers of the United Kingdom
<b>Company</b>	MCB Finance Group Plc
<b>Court</b>	the High Court of Justice in England and Wales
<b>Form of Proxy</b>	the form of proxy accompanying this document for use by Shareholders in connection with the Annual General Meeting

<b>London Stock Exchange</b>	London Stock Exchange plc
<b>Notice</b>	the notice convening the Annual General Meeting which is set out at the end of this document
<b>Panel</b>	the Panel on Takeovers and Mergers of the United Kingdom
<b>Resolutions</b>	the resolutions set out in the Notice
<b>Shareholders</b>	holders of Shares
<b>Shares</b>	ordinary shares of 10 pence each in the capital of the Company

## MCB FINANCE GROUP PLC

(a company incorporated in England and Wales and registered with number 06032184)

MCB Finance Group Plc  
101 Wigmore Street  
London  
W1U 1QU

Dr Anton Mayr, *Non-Executive Chairman*  
Rami Ryhänen, *Chief Executive Officer*  
Henry Nilert, *Chief Financial Officer*  
Philippe Duleyrie, *Non-Executive Director*

14 June 2011

Dear Shareholder

### Notice of Annual General Meeting

#### 1. Introduction

Following the previous Shareholder meeting held on Tuesday 31 May 2011, the Company attended a procedural Court hearing in relation to the Capital Reduction. At that hearing, the Court held that the deeming provisions for service of notice on Shareholders in the Company's articles of association did not apply when posting documents outside the United Kingdom and accordingly, that Shareholders had not been given sufficient notice of the meeting held on Tuesday 31 May 2011. Accordingly the Company, after consultation with its professional advisers, has decided to convene a new Annual General Meeting to conduct the same business as proposed on Tuesday 31 May 2011.

Accordingly, we are pleased to confirm that this Annual General Meeting of the Company ("**AGM**") will be held at 10.00 a.m. on Thursday 7 July 2011 at the Company's Helsinki office on Vuorikatu, 16A 8, 00100 Helsinki, Finland and the notice of the AGM is set out at the end of this document. Enclosed with this document is a Form of Proxy for use by Shareholders at the AGM and the accounts of the Company for the year ended 31 December 2010 together with the directors' report and the auditors' report on such accounts. Further details of the AGM and the action to be taken in respect of the AGM are set out in paragraph 5 below, in the notice of AGM and the notes to the Form of Proxy.

The business of this meeting is identical to that purportedly conducted at the meeting in May. Votes cast at that meeting are not valid for this meeting. As explained in the circular relating to the May meeting, the Company is proposing certain Resolutions the background to which is set out in paragraph 2 below. These proposals would involve the Company effecting a capital reduction subject to Court approval and, subject (*inter alia*) to receiving Court approval, purchasing 700,000 Shares from two of the Company's directors. The benefit of carrying out these proposals is explained below.

#### 2. Background to and reasons for the proposed Capital Reduction and Buyback of Shares

In December 2010 1.47 million shares in the Company became available on the market at a heavy discount to the then market price of 40 pence per share. At the time the Company could not acquire any of these shares as it did not have distributable profits out of which to make the purchase. However the executive directors, Mr Henry Nilert and Mr Rami Ryhänen, were able to acquire some of these Shares and through their nominees Mr Nilert acquired 600,000 Shares and Mr Ryhänen 100,000 Shares at 9.19 pence per Share which they did on the basis that the legal obstacles to the Company acquiring those shares could be addressed in the future. The directors wanted to allow all of the Shareholders to benefit from the purchase and subsequent cancellation of those 700,000 Shares once the legal issues could be addressed.

The Company has been advised that, in order to achieve the original intent, the Company could carry out a Capital Reduction with the consent of the Court so as to create distributable reserves out of which the

700,000 Shares could be purchased. The distributable reserves would be created by the cancellation of certain balances standing to the credit of the Company's share premium account. The realised profits so created would then be applied in purchasing the Buyback Shares (as defined below).

The purchase of the 700,000 Shares at 10p per Share, which is substantially below the closing market price on 13 June 2011, being the latest practicable date prior to publication of this document, of 76p and their subsequent cancellation, will reduce the number of Shares issued in the Company from 17,394,247 to 16,694,247, or 4.02%. This will benefit Shareholders by them thereby having a larger ownership stake in the remaining Shares of the Company, equal to 4.02% of their current shareholding. As an illustration, a Shareholder with a current 10.0% ownership stake in the Company will, after the steps described below, own 10.402% of the Company.

**Step 1:** Accordingly, the Company has entered into a conditional agreement with Mr Nilert and Mr Ryhänen dated 6 May 2011 (the "**Buyback Agreement**") to acquire 600,000 Shares from Mr Nilert or his nominee and 100,000 Shares from Mr Ryhänen or his nominee (the "**Buyback Shares**") at a price of 10 pence per Share ("**Step 1**"). This Agreement is conditional upon (a) the passing of Resolutions 6 and 7 and (b) the approval of the Court of the proposed Capital Reduction and upon the Capital Reduction becoming effective and (c) the Company having sufficient distributable profits. The Company intends to make an application to the Court to approve the Capital Reduction on Wednesday 3 August 2011 provided that the Resolutions have been passed. If the Court approves the Capital Reduction, it is expected that the Company will complete the Buyback Agreement to purchase the Buyback Shares on Monday 15 August 2011. The purchase price has been rounded to 10 pence per Buyback Share, instead of the 9.19 pence per Share paid by Mr Nilert and Mr Ryhänen in December 2010, in order to account for certain costs incurred by them in facilitating the transaction.

Under sections 693 and 694 of the Act, the Company is not permitted to make off market purchases of its own shares unless it obtains prior Shareholder approval. Resolution 7 will give that approval. The Buyback Agreement requires the Company to purchase the Buyback Shares at a price of 10 pence each subject to the Company having sufficient distributable reserves to do so and accordingly, the Buyback Agreement constitutes an off market share purchase under sections 693 and 694 of the Act.

The Buyback Shares must be purchased on or before 30 September 2011 and the Buyback Agreement shall have no force or effect if Court approval to the Capital Reduction and the other conditions are not satisfied on or before 30 September 2011. The reduction of the share premium account referred to above, if approved by the Court, will create realised profits which will be applied in purchasing the Buyback Shares.

**Step 2:** These proposals require not only the approval of Shareholders as referred to above but also, under the Act, the subsequent approval of the Court and registration of the Court's order with the Registrar of Companies ("**Step 2**"). If Resolution 6 is passed by Shareholders, it is proposed to commence proceedings to obtain the confirmation of the Court as soon as possible. It is anticipated that the final hearing at which the Court will approve the Capital Reduction will take place on or about Wednesday 3 August 2011. If that Resolution is not passed and/or Court approval is not obtained, it will not be possible for the Company to undergo the Capital Reduction and the purchase of Buyback Shares will not go ahead.

**Step 3:** MC Global Limited ("**MCG**"), the Company's founder and largest Shareholder, would like to maintain its shareholding percentage in the Company and acknowledge the actions taken by Mr Nilert and Mr Ryhänen for the benefit of all Shareholders. Accordingly MCG has entered into a conditional agreement dated 6 May 2011 with Mr Nilert and Mr Ryhänen to sell 321,148 Shares to those directors at 10 pence per share on the basis that such a sale would maintain its overall shareholding at the same level as it had prior to any share buy-back being effected. Accordingly subject to the Buyback Agreement being completed on or before 30 September 2011, MCG has agreed to sell 275,270 Shares to Mr Nilert and 45,878 Shares to Mr Ryhänen at a price of 10p per Share ("**Step 3**").

The change in percentage shareholdings of MCG, Mr Nilert and Mr Ryhänen (and persons connected with them) and other Shareholders prior to Step 1 and following completion of Step 3 is set out below:

*Shareholding as a percentage of the Company's total issued share capital*

<i>Name</i>	<i>At the date of this document</i>	<i>Following the Capital Reduction and cancellation of the Buyback Shares but before Step 3</i>	<i>Following Step 3</i>
MC Global Limited	45.88	47.80	45.88
Mr Henry Nilert	7.54	4.26	5.91
Mr Rami Ryhänen	1.03	0.47	0.75
Other Shareholders	46.13	48.06	48.06

### **3. The City Code**

Following the completion of Step 2 above but before Step 3 has been completed, the shareholding of MCG will increase from 45.88% to 47.80%. On the completion of Step 3, MCG's shareholding will decrease back to its original level of 45.88%. Under ordinary circumstances this temporary increase in shareholding would trigger a requirement for MCG to make an offer for the entire issued share capital of the Company under Rule 9 of the City Code. The Panel has however confirmed to the Company that MCG will not be under any obligation to make such an offer under Rule 9 of the City Code as a result of the proposals set out in this document. The reason why MCG will not be under such an obligation is because the Panel has confirmed that the City Code does not apply to the Company, on the grounds that its central management and control is based outside the United Kingdom, the Channel Islands and the Isle of Man and therefore outside the Panel's jurisdiction. Accordingly Shareholders will not have the protection afforded by the City Code and were an investor to acquire more than 29.9% of the Shares, such person may acquire control of the Company in circumstances in which no requirement for a mandatory offer is triggered in respect of the Company under the City Code.

### **4. AGM**

At the AGM, Resolutions will be proposed as explained below. Resolutions 1 to 4 (inclusive) are proposed as ordinary resolutions. This means that for each of those Resolutions to be passed, a majority of the votes cast must be in favour of the Resolution. Resolutions 5 to 8 (inclusive) are proposed as special resolutions. This means that for each of these Resolutions to be passed, at least three-quarters of the votes cast must be in favour of the Resolution.

#### **Resolution 1 – Receiving the accounts**

A Resolution will be proposed to receive and consider the Company's annual accounts for the financial year ended 31 December 2010, together with the directors' report and the auditors' report on those accounts.

#### **Resolution 2 – Reappointment of auditors**

A Resolution will be proposed to re-appoint Mazars LLP as auditors of the Company to hold office until the conclusion of the next Annual General Meeting before which statutory accounts are laid before the Company and that their remuneration be determined by the directors of the Company.

#### **Resolution 3 – Re-appointment of Director**

A Resolution will be proposed to re-appoint Philippe Duleyrie, who is retiring in accordance with Article 88 of the Company's articles of association and, being eligible, offers himself for re-election as a director of the Company.

#### **Resolution 4 – Authority to allot relevant securities**

A Resolution will be proposed giving the directors of the Company authority to exercise all the powers of the Company to allot Shares or grant rights to subscribe for, or convert any security into, Shares in accordance with section 551 of the Act up to an aggregate nominal amount of £579,666 (being one third of the current issued share capital of the Company, as at the close of business on 13 June 2011, being the latest practicable date prior to publication of this document, in accordance with institutional shareholder voting guidelines), subject to Resolution 5 in the case of issues for cash. Such authority, unless renewed, varied or revoked, shall expire at the conclusion of the annual general meeting in 2012 or the date which falls fifteen months from the date this Resolution is passed (whichever is the earlier). If approved this authority will be in substitution for any previous authority.

#### **Resolution 5 – Disapplication of statutory pre-emption rights**

A Resolution will be proposed to empower the directors of the Company to allot equity securities (within the meaning of section 560 of the Act) for cash as if the pre-emption provisions in section 561 of the Act did not apply in respect of:

- (a) the allotment of equity securities in connection with any offer by way of rights or open offer of relevant equity securities where the equity securities respectively attributed to the interests of all holders of relevant equity securities are (subject to certain exceptions) proportionate to the respective numbers of relevant equity securities held by them; and
- (b) the allotment of equity securities otherwise than pursuant to paragraph (a) above, up to a maximum aggregate nominal amount of £260,193. This represents 15% of the Company's current issued share capital of 17,394,247 Shares as at 13 June 2011, being the latest practicable date prior to publication of this document.

Whilst the directors of the Company have no immediate plans to issue Shares, they consider that a limited disapplication of pre-emptive rights under section 571 of the Act is desirable to provide the Company with the necessary flexibility to take advantage of financing opportunities should they arise.

The authority conferred under this Resolution, unless renewed, varied or revoked, shall expire at the conclusion of the annual general meeting in 2012 or the date which falls fifteen months from the date this Resolution is passed (whichever is the earlier). If approved this authority will be in substitution for any previous authority.

#### **Resolution 6 – Capital Reduction**

Your Board has been putting in place the necessary arrangements so as to enable the Company to acquire a certain number of its own Shares. Resolution 6, together with Resolution 7 are proposed to authorise that acquisition. The process by which the Company will do this is set out under the heading "Background to and reasons for the proposed Capital Reduction and Buyback of Shares".

The purpose of the Capital Reduction is to eliminate the deficit in the retained earnings balance of the Company's statement of financial position and to create a reserve. The Company will use some of this reserve to purchase the Buyback Shares. The remaining reserves will give the Company flexibility to make future share buybacks or to pay dividends when authorised to do so by the Shareholders.

#### **Resolution 7 – Buyback of the Company's ordinary shares**

A Resolution will be proposed to authorise the Company to complete the Buyback Agreement to purchase the Buyback Shares at a fixed price. Once acquired, the Company intends to cancel the Buyback Shares.

#### **Resolution 8 – Authorisation to make market purchases of the Company's ordinary shares**

A Resolution will be proposed to authorise the Company generally to make purchases in the market of its own ordinary shares, subject to specified limits including the minimum and maximum prices which may be paid. The maximum number of Shares which the Company may purchase pursuant to this authority is 1,739,424 Shares (being approximately 10% of the Company's current issued share capital as at 13 June 2011, being the latest practicable date prior to publication of this document).

In seeking this authority the Board is not indicating any commitment to buy back Shares. The Board will only exercise the authority if, in the light of market conditions prevailing at the time, it considers that the purchase of Shares can be expected to result in an increase in earnings per share and is in the best interests of Shareholders generally. The directors do, however, consider it desirable for this authorisation to be available to provide flexibility in the management of the Company's capital reserves. This authority shall (unless previously renewed or revoked) expire on the earlier of the annual general meeting of the Company in 2012 or the date which is twelve months after the date on which the Resolution is passed. This authority is in addition to the authority proposed in Resolution 7.

## **5. Action to be taken**

A Form of Proxy for use by Shareholders at the Annual General Meeting is enclosed. Whether or not you propose to attend the AGM, you are requested to complete and sign the Form of Proxy in accordance with the instructions printed thereon and return it to the Company's registered office, 101 Wigmore Street, London W1U 1QU, as soon as possible and in any event so as to be received by the Company no later than 10.00 a.m. on Tuesday 5 July 2011. The completion and return of the Form of Proxy will not preclude you from attending the Annual General Meeting, speaking and voting in person should you wish to do so.

## **6. Recommendation**

The Board considers that the proposals described in this document will promote the success of the Company for the Shareholders as a whole.

Accordingly, the directors unanimously recommend that you vote in favour of the Resolutions numbered 1 to 5 (inclusive) and Resolution 8 as all the directors intend to do in respect of their own beneficial holdings of 2,034,827 Shares representing 11.70% of the current issued share capital of the Company as at 13 June 2011, being the latest practicable date prior to publication of this document. As Resolutions 6 and 7 are concerned with authority in relation to transactions involving Mr Nilert and Mr Ryhänen, those directors have not participated in the Board's consideration of Resolutions 6 and 7 nor the terms of the Capital Reduction or the Buyback Agreement. Accordingly, the independent directors, Dr Anton Mayr and Mr Philippe Duleyrie, recommend that you vote in favour of the Resolutions numbered 6 and 7 as they intend to do in respect of their own beneficial holdings of 544,211 Shares representing 3.13% of the current issued share capital of the Company as at 13 June 2011, being the latest practicable date prior to publication of this document.

*Yours faithfully,*

Dr Anton Mayr  
Chairman

## **MCB FINANCE GROUP PLC**

### **Notice of Annual General Meeting**

Notice is hereby given that the Annual General Meeting of the Company will be held at 10.00 a.m. on Thursday 7 July 2011 at the Company's Helsinki office on Vuorikatu 16A 8, 00100 Helsinki, Finland for the purpose of considering and, if thought fit, passing the following Resolutions:

The Resolutions numbered 1 to 4 (inclusive) will be proposed as ordinary resolutions (which means that for each Resolution to be passed, more than half of the votes cast must be in favour of the Resolution). The Resolutions numbered 5 to 8 (inclusive) will be proposed as special resolutions (which means that for each Resolution to be passed, at least three-quarters of the votes cast must be in favour of the Resolution).

#### **Ordinary Resolutions**

1. THAT the financial statements for the year ended 31 December 2010 and the reports of the directors and auditors thereon be received and considered.
2. THAT Mazars LLP, Chartered Accountants, be re-appointed as auditors of the Company from the conclusion of the meeting until the conclusion of the next annual general meeting of the Company and that the directors be authorised to fix their remuneration.
3. THAT Philippe Duleyrie, who retires and, being eligible to offer himself for re-election, be re-elected as a director of the Company pursuant to article 88 of the Company's articles of association.
4. THAT in substitution for any existing such authority the directors of the Company ("**Directors**") be generally and unconditionally authorised pursuant to section 551 of the Companies Act 2006 ("**Act**") to exercise all or any of the powers of the Company to allot shares in the Company and to grant rights to subscribe for or to convert any security into shares in the Company up to an aggregate maximum nominal amount of £579,666; provided that this authority shall expire (unless previously renewed, varied or revoked by the Company in general meeting) on whichever is the earlier of the conclusion of the annual general meeting of the Company in 2012 and the date falling fifteen months from the date of the passing of this Resolution except that the Company may, before the expiry of the authority granted pursuant to this Resolution, make an offer or agreement which would or might require relevant securities to be allotted after the expiry of authority and the directors may allot from time to time such shares and grant such rights in pursuant of such an offer or agreement as if the authority conferred by this Resolution had not expired.

#### **Special Resolutions**

5. THAT, subject to the passing of Resolution 4 above, the Directors be empowered pursuant to section 571 of the Act to allot equity securities (as defined in section 560 of the Act) for cash pursuant to the authority conferred by Resolution 4 above as if section 561 of the Act did not apply to any such allotment provided that this power shall be limited to the allotment of equity securities (as defined in section 560 of the Act):
  - (a) in connection with an offer of such securities by way of rights (including, without limitation, a rights issue, open offer or similar arrangements) to holders of equity securities in proportion (as nearly as may be practicable) to their respective holdings of such equity securities, but subject to such exclusions or other arrangements as the Directors may deem necessary or expedient to deal with legal or practical problems under the law of any territory or requirements of any regulatory body or stock exchange in any territory or in connection with fractional entitlements or shares represented by depositary receipts or otherwise; and
  - (b) otherwise than pursuant to paragraph (a) above, to allotments of equity securities in the Company for cash up to an aggregate nominal value equal to £260,193;

and shall expire (unless previously renewed, varied or revoked by the Company in general meeting) on whichever is the earlier of the conclusion of the annual general meeting of the Company in 2012 and the date falling fifteen months from the date of the passing of this Resolution, except that the Company may before the expiry of this power make an offer or agreement which would or might require equity securities to be allotted after the expiry of such period and the Directors may allot equity securities in pursuance of such offer or agreement as if the power conferred by this Resolution had not expired. This authorisation shall be in substitution for all previous authorisations conferred upon the directors pursuant to section 570 of the Act.

6. THAT, the share premium account of the Company be reduced by €3,852,264.
7. THAT, in accordance with the Act, the Buyback Agreement (as defined in the circular to shareholders of the Company dated 14 June 2011) be and is approved and the Company be and is authorised to enter into the Buyback Agreement for the off-market purchase by the Company of 700,000 of its ordinary shares of 10 pence each, the authority conferred by this special resolution to expire on whichever is the earlier of the conclusion of the annual general meeting of the Company held in 2012 and 1 August 2012, unless such authority is renewed prior to that time.
8. THAT the Company generally be authorised for the purposes of section 701 of the Act and article 53 of the Company's articles of association to make market purchases (as defined in section 693(4) of the Act) of its ordinary shares provided that:
  - (a) the maximum number of ordinary shares hereby authorised to be purchased is 1,739,424 ordinary shares;
  - (b) the minimum price (exclusive of expenses) which may be paid is 10 pence for each ordinary share being the nominal value thereof;
  - (c) the maximum price (exclusive of expenses) which may be paid for such shares for so long as the ordinary shares are traded on the Alternative Investment Market of London Stock Exchange plc shall be 50 per cent. above the average of the middle market quotations taken from the London Stock Exchange Daily Official List for the 5 business days before the purchase made;
  - (d) the authority hereby conferred shall (unless previously renewed or revoked) expire on the earlier of the annual general meeting of the Company in 2012 and the date which is twelve months after the date on which this resolution is passed; and
  - (e) the Company may make a contract to purchase its own ordinary shares under the authority hereby conferred prior to the expiry of such authority, which will or may be executed wholly or partly after the expiry of such authority; and may make a purchase of its shares in pursuance of any such contract.

By order of the Board

Henry Nilert  
Company Secretary

14 June 2011

Registered office:  
101 Wigmore Street  
London  
W1U 1QU

**Notes:**

1. A member of the Company entitled to attend and vote at the meeting may appoint one or more proxies to attend, speak and vote instead of him. A proxy need not be a member of the Company.
2. A Form of Proxy is provided with this Notice. Instructions for its use are shown on the form (including how to appoint multiple proxies (as the case may be)). To be valid, the Form of Proxy enclosed with this notice must be completed and executed in accordance with the instructions printed thereon and must be received by the Company at its registered office at 101 Wigmore Street, London W1U 1QU by no later than 10.00 a.m. on Tuesday 5 July 2011. Deposit of the Form of Proxy will not prevent a shareholder attending the meeting and voting in person.
3. If someone else signs the Form of Proxy on your behalf, you or that person must send the power of attorney or other written authority under which it is signed (or a notary certified copy of such power of authority) to the Company together with the Form of Proxy.