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If you sell or have sold or otherwise transferred all of your Existing Ordinary Shares please forward this document and the Proxy Form enclosed with it, as soon as possible to the purchaser or transferee, or to the bank, stockbroker or other agent through or to whom the sale or transfer was effected, for transmission to the purchaser or transferee. However, these documents should not be forwarded or transmitted into any jurisdiction where such act would constitute a violation of the relevant laws of such jurisdiction. If you have sold or transferred only part of your holding of Existing Ordinary Shares, you should retain these documents and consult the bank, stockbroker or other agent through whom the sale or transfer was effected.

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Neither this document (or any part of it) nor its distribution shall form the basis of or be relied on in connection with any contract or as an inducement to enter into any contract or commitment whatsoever. This document is being sent to you solely for the purpose of convening the General Meeting referred to below and to provide information to you as a member of the Company to help you to decide how to cast your vote in respect of the Resolutions. No reliance may be placed on this document for any other purpose.

Sabien Technology Group Plc

(Incorporated and registered in England and Wales with registered number 5568060)

Proposed Share Capital Reorganisation, New Articles

and

Notice of General Meeting

Your attention is drawn to the letter from the Chairman of Sabien Technology Plc included in this document which contains a recommendation from the Board that you vote in favour of the Resolutions to be proposed at the General Meeting referred to below. You should read this document in its entirety and consider whether to vote in favour of the Resolutions to be proposed at the General Meeting in light of all the information contained in, or incorporated by reference into, this document.

Notice of a General Meeting of the Company to be held 11.00 a.m. on 13 December 2018 at S4B (UK) Limited, Burlington House, 1-13 York Road, Maidenhead, Berkshire, SL6 1SQ, is set out on pages 12 to 13 of this document. Whether or not you intend to attend the General Meeting, please complete and return the Proxy Form that is enclosed with this document. To be valid, the Proxy Form should be completed, signed and returned to the Company's Registrars, Share Registrars Ltd, as soon as possible and, in any event, so as to be received no later than 11.00 a.m. on 11 December 2018. CREST members can appoint proxies by using the CREST electronic proxy appointment service and transmitting a CREST Proxy Instruction in accordance with the procedures set out in the CREST Manual so that it is received by 11.00 a.m. on 11 December 2018 (under CREST participant ID: 7RA36) as soon as possible and, in any event, so as to be received no later than 11.00 a.m. on 11 December 2018. Completion and return of a Proxy Form, or any CREST Proxy Instruction, will not preclude a Shareholder from attending the General Meeting and voting in person if he or she wishes to do so.

CONTENTS

EXPECTED TIMETABLE OF PRINCIPAL EVENTS.....	4
CORPORATE DETAILS AND ADVISERS.....	5
LETTER FROM THE CHAIRMAN OF THE COMPANY	6
DEFINITIONS	9
NOTICE OF GENERAL MEETING	12

EXPECTED TIMETABLE OF PRINCIPAL EVENTS

Publication of this document	27 November 2018
Last time and date for receipt of Proxy Forms and CREST Proxy Instructions	11.00 a.m. on 11 December 2018
General Meeting	11.00 a.m. on 13 December 2018
Record Date for the Reorganisation	Close of business on 13 December 2018
Admission of the New Ordinary Shares and dealings in them expected to commence on AIM	14 December 2018
Where applicable, expected date for CREST accounts to be credited for New Ordinary Shares in uncertificated form	14 December 2018
Where applicable, expected date for despatch of definitive share certificates in respect of New Ordinary Shares in certificated form	By 21 December 2018

Notes:

1. Reference to times are to London times unless otherwise stated.
2. The dates and times given in this document are based on the Company's current expectations and may be subject to change.
3. Any changes to the timetable set out above will be announced via a Regulatory Information Service.

CORPORATE DETAILS AND ADVISERS

Directors	Bruce Malcolm Gordon Alan O'Brien Karl Upton Monaghan Martin Anthony Blake
Company secretary	Edward Michael Sutcliffe
Registered office	S4B (UK) Limited Burlington House 1-13 York Road Maidenhead Berkshire SL6 1SQ
Nominated adviser	Beaumont Cornish Limited
Broker	Peterhouse Capital Limited
Legal adviser to the Company	Moore Blatch LLP
Registrars	Share Registrars Ltd

LETTER FROM THE CHAIRMAN OF THE COMPANY

Sabien Technology Group Plc

(Incorporated and registered in England and Wales with registered number 5568060)

Directors

Bruce Malcolm Gordon, Chairman
Alan O'Brien, Chief Executive Officer
Karl Upton Monaghan, Non-executive
Martin Anthony Blake, Non-executive

Registered office

S4B (UK) Limited
Burlington House
1-13 York Road
Maidenhead
Berkshire
SL6 1SQ

27 November 2018

To the Shareholders and for information purposes only, to the holders of options granted by the Company

Dear Shareholder,

Proposed Reorganisation of the Company's share capital and adoption of the New Articles

Introduction

On 23 November 2018, the Company announced that it proposed to undertake a reorganisation of the Company's share capital whereby each Existing Ordinary Share would be subdivided into one new ordinary share of 0.01 pence ("New Ordinary Share") and one new deferred share of 0.49 pence ("New Deferred Share"). This circular sets out the reasons for and background to the Reorganisation and to provide Shareholders with notice of a General Meeting to be held at 11.00 a.m. on 13 December 2018 including proposals for the subdivision and redesignation of the Existing Ordinary Shares and the adoption of the New Articles.

Background to the Placing and Reorganisation

Further to recent announcements, the Board of Sabien has continued to focus on the conversion of sales pipeline opportunities, including rental opportunities; conversion of Forensic Boiler Audit opportunities; and further non-staff cost reduction to improve Sabien's profitability. But as first announced on 6 August 2018, the Group has, to date, been unable to accelerate the current rate of pipeline conversion which has been slower than expected. As a result, the previously announced target of monthly break-even will not be achieved by December 2018, requiring the Group to raise additional equity.

To address this requirement, Sabien announced on 23 November 2018 that the Company's broker, Peterhouse Capital Limited, had conditionally raised gross proceeds of £400,000 via the placing of 400,000,000 new ordinary shares in the Capital of the Company (the "Placing Shares") with new and existing investors, at a price of 0.1 pence per Placing Share (the "Placing Price").

The Placing Price is less than the current nominal value of the Existing Ordinary Shares of 0.5 pence and the UK Companies Act 2006 (as amended) prohibits the Company from issuing ordinary shares at a discount, that is, at a price below their nominal value. Accordingly, the Company proposes to carry out a subdivision of the Existing Ordinary Shares whereby each Existing Ordinary Share will be subdivided into one New Ordinary Share of 0.01 pence and one New Deferred Share of 0.49 pence (the "Subdivision"). The New Ordinary Shares will continue to carry the same rights as attached to the Existing Ordinary Shares, save for the reduction in nominal value.

The Placing is conditional, *inter alia*, on the approval of the Resolutions at the General Meeting and accordingly, Shareholders should note that should the Resolutions not be passed then the Placing will

not proceed. The proceeds of the Placing will be used to provide additional working capital for the Company and in particular, to support activities to generate orders from the sales pipeline outlined in the Trading Update published on 6 August 2018 and to allow the Board the ability to evaluate additional acquisition and investment opportunities to enhance the long-term value of the Company for shareholders. Should the Placing not proceed the Company would have to urgently source alternative funds for its working capital needs, and should no such alternatives be available, then the Company would be likely to be unable to continue to trade.

The Board is acutely aware that the Placing is dilutive for the existing shareholders and has considered whether any pre-emptive offering might be possible but has concluded that it was neither practicable nor cost effective to do so at this time given the current need to raise additional funds, the working capital requirements of the Company and current market conditions.

Reorganisation

The Company proposes to sub-divide and convert each issued Existing Ordinary Share into one New Ordinary Share and one New Deferred Share. The New Ordinary Shares will have the same rights (including as to voting, dividends and return of capital) as the Existing Ordinary Shares. The rights attaching to the New Deferred Shares are set out in Resolution 2 and will be minimal. The New Deferred Shares will therefore be effectively valueless as they will not carry any rights to vote or dividend rights and they will only be entitled to a payment on a return of capital or on a winding up of the Company after each New Ordinary Share has received a payment of £1,000,000. The New Deferred Shares will not be listed or traded on AIM and will not be transferable without the written consent of the Company. No certificates will be issued in respect of the New Deferred Shares. The Board may decide to take any steps legally required for the New Deferred Shares to be cancelled in due course.

The reorganisation of the Company's share capital will not of itself affect the value of your shareholding, as can be seen from the worked example below:

Example

Existing Ordinary Shares held prior to the Reorganisation	10,000
Current market price per Existing Ordinary Share (<i>being the closing mid-market price as at 23 November 2018, the last practicable day immediately preceding the publication of this document</i>)	0.135p
Current value of shareholding	£13.50
Number of New Ordinary Shares held following the Reorganisation	10,000
Market price per New Ordinary Share immediately following the Reorganisation	0.135p
Value of New Ordinary shareholding	£13.50
Number of New Deferred Shares held following the Reorganisation	10,000
Market price of Deferred shareholding immediately following the Reorganisation	nil

By effecting the Reorganisation in this way, the Company's issued ordinary share capital remains the same. In the example above, the 10,000 Existing Ordinary Shares held today each have a nominal value of 0.5 pence giving a total nominal value for the holding of £50. The New Ordinary Shares have a nominal value of 0.01 pence (£1 in aggregate) which when added to the aggregate nominal value of the New Deferred Shares (£49) means that the nominal value of the holding remains at £50.

Share certificates

No new share certificates are being issued in respect of Existing Ordinary Shares held in certificated form. Shareholders should retain their existing share certificates which will continue to be valid.

Options and Optionholders

The Options and the rights of the holders of the Options (the “**Optionholders**”) are not expected to be affected by the Reorganisation.

The terms of the options provide that in the event of a share capital reorganisation of the kind contemplated by the Reorganisation, the Board shall be able to make such adjustment to the Options as they consider appropriate and the Company’s auditors must confirm in writing that the adjustment is, in their opinion, fair and reasonable.

Accordingly, the Board intend to adjust the Options such that Optionholders will still be able to exercise their rights under the Options, save that such Options shall be for the equivalent number of New Ordinary Shares, and the Board believe that the Company’s auditors will consider this fair and reasonable.

Resolutions

A notice convening the General Meeting to be held S4B (UK) Limited, Burlington House, 1-13 York Road, Maidenhead, Berkshire, SL6 1SQ at 11.00 a.m. on 13 December 2018 is set out at the end of this document. At the General Meeting, the following Resolutions will be proposed:

1. A resolution set out in Resolution 1 to sub-divide and reclassify the Existing Ordinary Shares into New Ordinary Shares and Deferred Shares; and
2. A resolution set out in Resolution 2 to amend the Articles in consequence of the Reorganisation.

Resolution 1 shall be conditional upon the passing of Resolution 2 and Resolution 2 shall be conditional upon the passing of Resolution 1. Accordingly, for the Reorganisation to be effective and for the Placing to proceed, you would need to choose to agree to both of the Resolutions.

Action to be taken

A Form of Proxy is enclosed for use at the General Meeting. Whether or not you intend to be present at the meeting you are requested to complete, sign and return the Form of Proxy as soon as possible but in any event so as to arrive not later than 11.00 a.m. on 11 December 2018 in accordance with the notes to the form of proxy. The completion and return of a Form of Proxy will not preclude you from attending the meeting and voting in person should you subsequently wish to do so. I would like to draw your attention to the detailed notes to the Notice of General Meeting and Form of Proxy.

Recommendation

The Directors unanimously recommend the Shareholders to vote in favour of the Resolutions as they intend to do so in respect of their own beneficial holdings of 63,075,851 Existing Ordinary Shares representing 33.2 per cent of the Existing Ordinary Share capital.

Yours faithfully,

Bruce Gordon
Chairman

DEFINITIONS

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

“Admission”	the admission of the New Ordinary Shares to trading on AIM becoming effective in accordance with the AIM Rules;
“AIM”	the market of that name operated by the London Stock Exchange plc;
“AIM Rules”	the AIM Rules for Companies published by the London Stock Exchange (as amended from time to time);
“AIM Rules for Nominated Advisers”	the AIM Rules for Nominated Advisers published by the London Stock Exchange (as amended from time to time);
“Articles”	the articles of association of the Company as at the date of this document;
“Board” or “Directors”	the directors of the Company, whose names are set out on page 5 of this document;
“Companies Act”	Companies Act 2006, as amended from time to time;
“CREST”	the relevant system (as defined in the CREST Regulations), in respect of which Euroclear is the operator;
“CREST Manual”	means the rules governing the operation of CREST, consisting of the CREST Reference Manual, CREST International Manual, CREST Central Counterparty Service Manual, CREST Rules, Registrars Service Standards, Settlement Discipline Rules, CCSS Operations Manual, Daily Timetable, CREST Application Procedures and CREST Glossary of Terms (all as defined in the CREST Glossary of Terms promulgated by Euroclear on 15 July 1996 and as subsequently amended);
“Crest member”	a person who has been admitted by Euroclear as a system-member (as defined in the CREST Regulations);
“CREST participant”	a person who is, in relation to CREST, a system participant (as defined in the CREST Regulations);
“CREST Proxy Instruction”	an appropriate and valid CREST message appointing a proxy by means of CREST;
“CREST Regulations”	the Uncertificated Securities Regulations 2001 (SI 2001/3755), as amended;
“Existing Deferred Shares”	the existing non-voting deferred shares of 4.5 pence each in the capital of the Company following the Capital Reorganisation;
“Existing Ordinary Shares”	the existing ordinary shares of 0.5 pence each in the capital of the Company;
“Euroclear”	CREST operator (as defined in the CREST Regulations);

“FCA”	the Financial Conduct Authority of the United Kingdom, and any of its successor authorities;
“FSMA”	the Financial Services and Markets Act 2000, as amended from time to time;
“General Meeting” of “GM”	the general meeting of the Company to be held at 11.00 a.m. on 13 December 2018 at the Company’s registered office S4B (UK) Limited, Burlington House, 1-13 York Road, Maidenhead, Berkshire, SL6 1SQ, a notice for which is set out at the end of this document, and any adjournment thereof;
“Group”	the Company and each of its subsidiaries and subsidiary undertakings;
“London Stock Exchange”	London Stock Exchange plc;
“New Deferred Shares”	the new non-voting deferred shares of 0.49 pence each in the capital of the Company following the Reorganisation;
“New Ordinary Shares”	the new ordinary shares of 0.01 pence each in the capital of the Company following the Reorganisation;
“Notice of General Meeting”	the notice of the General Meeting set out on pages 12 to 13 of this document;
“Options”	the options granted by the Company entitling the holders to subscribe for Existing Ordinary Shares;
“Proxy Form”	the form of proxy enclosed with this document for use at the General Meeting;
“Regulatory Information Service”	a service approved by the FCA for the distribution to the public of regulatory announcements and included within the list maintained on the FCA’s website;
“Reorganisation”	the subdivision and reclassification of the Company’s share capital as set out in Resolution 2;
“Resolutions”	the resolutions set out in the Notice of General Meeting to be proposed at the General Meeting and set out on pages 12 to 13 of this document;
“Shareholders”	the holders of Existing Ordinary Shares;
“subsidiary”	subsidiary as that term is defined in section 1159 of the Companies Act;
“subsidiary undertaking”	a subsidiary undertaking as that term is defined in section 1162 of the Companies Act;
“UK Listing Authority” or “UKLA”	the FCA acting in its capacity as the competent authority for the purposes of Part VI of FSMA;
“US Person”	as defined in regulation 5 of the US Securities Act of 1933 (as amended from time to time);

“United Kingdom”

the United Kingdom of Great Britain and Northern Ireland;
and

“United States”

the United States of America, its territories and possessions, any state of the United States of America and the District of Columbia and all other areas subject to its jurisdiction.

NOTICE OF GENERAL MEETING
SABIEN TECHNOLOGY GROUP PLC

Company No. 5568060

Notice is given that a general meeting of Sabien Technology Group Plc ("**Company**") will be held at S4B (UK) Limited, Burlington House, 1-13 York Road, Maidenhead, Berkshire, SL6 1SQ on 11.00 a.m. on 13 December 2018 for the purposes of considering and, if thought fit, passing the following resolutions of which Resolution 1 will be proposed as an ordinary resolution and Resolution 2 will be proposed as a special resolution:

Ordinary Resolution

1. **THAT**, subject to and conditional on the passing of Resolution 2 below, each of the ordinary shares of £0.005 each in the issued share capital of the Company be sub-divided into one new ordinary share of £0.0001 each and one new deferred share of £0.0049 each, such shares to have the rights and to be subject to the restrictions in the Company's articles of association as amended pursuant to Resolution 2 below.

Special Resolution

2. **THAT**, subject to and conditional on the passing of Resolution 1 above, the articles of association of the Company be altered as follows:
 - 2.1. by the addition of the following new article 4A:

NEW DEFERRED SHARES

- 4A. *The New Deferred Shares shall entitle the holders thereof to the following rights:*
 - (a) *the holders of the New Deferred Shares shall have no right to receive notice of, nor attend and vote at, any general meeting of the Company;*
 - (b) *the holders of the New Deferred Shares shall have no right to receive any dividend or other distribution;*
 - (c) *the holders of the New Deferred Shares shall on a return of capital or on a winding up or otherwise entitle the holders thereof only to the repayment of the amounts paid up on such shares after the repayment of the capital paid up on the Ordinary Shares and the payment of £1,000,000 on each such Ordinary Share but the holders of the New Deferred Shares shall not be entitled to any further participation in the assets or profits of the Company. The New Deferred Shares are liable to be cancelled without payment of any consideration to the holders thereof;*
 - (d) *the rights attaching to the New Deferred Shares shall not be modified, abrogated or varied by the issue of any shares ranking in priority thereto, by the redemption of any shares other than the New Deferred Shares or by the cancellation of the New Deferred Shares without any payment to the holders thereof;*
 - (e) *the creation or issue of New Deferred Shares shall be deemed to confer irrevocable authority on the Company at any time thereafter to appoint any person to execute on behalf of all the holders of the New Deferred Shares a transfer thereof and/or agreement to transfer the same, without making any payment or obtaining the consent or sanction of the holders thereof, to such person or persons as the Company may determine and to cancel the same in accordance with the Act without making any payment to or obtaining the*

sanction of the holders thereof and pending such transfer, to retain the certificates (if any) for such shares; and

(f) the New Deferred Shares are not transferable without the written consent of the Company.”

2.2. By the deletion of the present definition in article 2.1 and by the insertion of the following definition:

“Ordinary Shares ordinary shares of 0.01 pence each in the capital of the Company;”

2.3. By the insertion of the following new definition in article 2.1:

“New Deferred Shares new deferred shares of 0.49 pence each in the capital of the Company;”

By order of the Board

Edward Michael Sutcliffe
Company Secretary

Dated: 27 November 2018

Registered in England & Wales no. 5568060

Notes

Entitlement to attend and vote

1. The right to vote at the meeting is determined by reference to the register of members of the Company. Only those shareholders registered in the register of members of the Company 48 hours (excluding non-working days) prior to the date and time of the meeting (or, if the meeting is adjourned, 48 hours (excluding non-working days) before the date and time of the adjourned meeting) shall be entitled to attend and vote at the meeting in respect of the number of shares registered in their name at that time. Changes to entries in the register of members of the Company after that time shall be disregarded in determining the rights of any person to attend or vote (and the number of votes they may cast) at the meeting.

Proxies

2. A shareholder is entitled to appoint another person as his or her proxy to exercise all or any of his or her rights to attend and to speak and vote at the meeting. A proxy need not be a shareholder of the Company.

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. Failure to specify the number of shares each proxy appointment relates to or specifying a number which when taken together with the numbers of shares set out in the other proxy appointments is in excess of the number of shares held by the shareholder may result in the proxy appointment being invalid.

A proxy may only be appointed in accordance with the procedures set out in notes 3 to 4 below and the notes to the proxy form.

The appointment of a proxy will not preclude a shareholder from attending and voting in person at the meeting.

3. A form of proxy is enclosed. When appointing more than one proxy, complete a separate proxy form in relation to each appointment. Additional proxy forms may be obtained by contacting the Company's registrar on 01252 821390 or the proxy form may be copied. Calls are charged at your network provider's standard rates. If you are outside the United Kingdom please call +44 1252 821390. Calls outside the United Kingdom will be charged at the applicable international rate. The helpline is open between 9.00am - 5.30pm, Monday to Friday, excluding public holidays in England and Wales. State clearly on each proxy form the number of shares in relation to which the proxy is appointed.

To be valid, a proxy form must be received by post or (during normal business hours only) by hand at the offices of the Company's registrar, The Courtyard, 17 West Street, Farnham, Surrey GU9 7DR no later than 48 hours (excluding non-working days) before the time of the meeting (or, if the meeting is adjourned, no later than 48 hours (excluding non-working days) before the time of any adjourned meeting).

4. CREST members who wish to appoint a proxy or proxies for the meeting (or any adjournment of it) 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 voting 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.

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 instructions, 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 Share Registrars Limited no later than 48 hours (excluding non-working days) prior to the meeting or, if the meeting is adjourned, no later than 48 hours (excluding non-working days) before the time of any 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 Applications Host) from which Share Registrars Limited 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.

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 messages. Normal system timings and limitations will therefore apply in relation to the input of CREST Proxy Instructions. It is the responsibility of the CREST member concerned to take (or, if the CREST member is a CREST personal member or sponsored member or has appointed a voting service provider(s), to procure that his or her 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 service providers are referred, in particular, to those sections of the CREST Manual concerning practical limitations of the CREST system and timings.

The Company may treat a CREST Proxy Instruction as invalid in the circumstances set out in Regulation 35(5)(a) of the Uncertificated Securities Regulations 2001.

Corporate representatives

5. A shareholder which is a corporation may authorise one or more persons to act as its representative(s) at the meeting. Each such representative may exercise (on behalf of the corporation) the same powers as the corporation could exercise if it were an individual shareholder, provided that (where there is more than one representative and the vote is otherwise than on a show of hands) they do not do so in relation to the same shares.

Total voting rights

6. As at the close of business on 23 November 2018 (being the last practicable date before the publication of this notice), the Company’s issued share capital consists of 190,254,867 ordinary shares of 0.5 pence each, carrying one vote each. The Company does not hold any ordinary shares of 0.5 pence each in treasury. Therefore, the total voting rights in the Company as at 26 November 2018 are 190,254,867.

Documents available for inspection

7. The following documents will be available for inspection during normal business hours at the registered office of the Company from the date of this notice until the time of the meeting. They will also be available for inspection at the place of the meeting from at least 15 minutes before the meeting until it ends:
 - 7.1. Copies of the service contracts of the executive directors.
 - 7.2. Copies of the letters of appointment of the non-executive directors.

Communications with the Company

Except as provided above, shareholders who wish to communicate with the Company in relation to the meeting should do so by calling the registrar helpline on 01252 821390. Calls will be charged at your network provider's standard rates. If you are outside the United Kingdom please call +44 1252 821390. Calls outside the United Kingdom will be charged at the applicable international rate. The helpline is open between 9.00am - 5.30pm, Monday to Friday, excluding public holidays in England and Wales.

No other methods of communication will be accepted. Any electronic communication sent by a shareholder to the Company or the registrar which is found to contain a virus will not be accepted by the Company.