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The issue of New Ordinary Shares pursuant to the Fundraising will not constitute an offer to the public requiring an approved prospectus under section 85 of the Financial Services and Markets Act 2000 (as amended) and accordingly this document does not constitute a prospectus, nor does it constitute an admission document drawn up in accordance with the AIM Rules.

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OMEGA DIAGNOSTICS GROUP PLC

(incorporated and registered in England and Wales with registered no: 5017761)

Placing and Subscription of 23,529,412 new Ordinary Shares at 17p per share and Notice of General Meeting

This document should be read as a whole. Your attention is drawn to the letter from the Chairman of Omega Diagnostics Group plc set out in this document which recommends you to vote in favour of the Resolutions to be proposed at the General Meeting referred to below.

Notice of a General Meeting of Omega Diagnostics Group plc, to be held at the offices of Omega Diagnostics Group PLC, Omega House, Hillfoots Business Village, Alva, Clackmannanshire, FK12 5DQ at 11.00 a.m. on 10 June 2013, is set out at the end of this document. The Form of Proxy for use at the General Meeting accompanies this document and, to be valid, should be completed and returned in accordance with the instructions set out thereon as soon as possible but in any event so as to reach the Company's registrars, Share Registrars Ltd, Suite E, First Floor, 9 Lion and Lamb Yard, Farnham, Surrey, GU9 7LL not later than 11.00 a.m. on 6 June 2013. Completion of a Form of Proxy will not prevent a Shareholder from attending the meeting and voting in person.

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This document does not constitute an offer to buy or subscribe for, or the solicitation of an offer to buy or subscribe for, New Ordinary Shares in any jurisdiction in which such offer or solicitation is unlawful. The New Ordinary Shares have not been, and will not be, registered under the United States Securities Act of 1933 (as amended) or under the securities laws of any state of the United States nor do they qualify for distribution under any of the relevant securities laws of Canada, Australia, the Republic of Ireland, the Republic of South Africa or Japan. Accordingly, the New Ordinary Shares may not, directly or indirectly, be offered, sold or taken up, delivered or transferred in or into the United States, Canada, Australia, the Republic of Ireland, the Republic of South Africa or Japan or any other territory outside the United Kingdom. The distribution of this document outside the United Kingdom may be restricted by law and therefore persons outside the United Kingdom into whose possession this document has come should inform themselves and observe any restrictions as to the Fundraising or the distribution of this document.

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FUNDRAISING STATISTICS

Number of Existing Shares	85,216,257
Number of Placing Shares being placed on behalf of the Company	23,500,000
Number of Subscription Shares	29,412
Number of New Ordinary Shares	23,529,412
Number of Ordinary Shares in issue following Admission	108,745,669
Issue Price	17p
Estimated net proceeds of the Fundraising receivable by the Company	£3.76 million
Number of New Ordinary Shares as a percentage of the Enlarged Issued Share Capital	21.64 per cent.
Market capitalisation of the Company at Admission at the Issue Price	£18.49 million

EXPECTED TIMETABLE OF PRINCIPAL EVENTS

Latest time and date for receipt of Forms of Proxy for the General Meeting	11.00 a.m. on 6 June 2013
Date and time of General Meeting	11.00 a.m. on 10 June 2013
Admission and commencement of dealings in New Ordinary Shares	8.00 a.m. on 11 June 2013
CREST accounts credited with New Ordinary Shares	11 June 2013
Despatch of definitive share certificates for New Ordinary Shares	By 28 June 2013

DEFINITIONS

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

‘Act’	the Companies Act 2006
‘Admission’	the admission of the New Ordinary Shares to trading on AIM becoming effective in accordance with the AIM Rules
‘AIM’	the AIM market operated by the London Stock Exchange
‘AIM Rules’	the AIM Rules for companies whose securities are admitted to trading on AIM as published by the London Stock Exchange from time to time
‘Board’ or ‘Directors’	the board of directors of the Company, whose names are set out at page 6 of this document
‘Business Day’	a day (other than a Saturday, Sunday or public holiday) when banks are usually open for business in London
‘certificated’ or in ‘certificated form’	the description of a share or security which is not in uncertificated form (that is, not in CREST)
‘Company’ or ‘Omega’	Omega Diagnostics Group plc, a company incorporated in England and Wales with registered number 5017761
‘CREST’	the computerised settlement system (as defined in the CREST Regulations) operated by Euroclear UK & Ireland Limited which facilitates the transfer of title to shares in uncertificated form (as defined in the CREST Regulations)
‘CREST Regulations’	the Uncertificated Securities Regulations 2001 (SI 2001 No. 3755), including (i) any enactment or subordinate legislation which amends or supersedes those regulations and (ii) any applicable rules made under those regulations for the time being in force
‘Enlarged Issued Share Capital’	the enlarged issued share capital of the Company immediately following Admission
‘Existing Shares’	the 85,216,257 Ordinary Shares in issue at the date of this document, all of which are admitted to trading on AIM
‘finnCap’	finnCap Limited, the Company’s nominated adviser and broker which is incorporated in England and Wales with registered number 06198898
‘Form of Proxy’	the form of proxy for use by Shareholders in connection with the General Meeting, which is enclosed with this document
‘Fundraising’	the Placing and Subscription
‘General Meeting’	the general meeting of the Company convened for 11.00 a.m. on 10 June 2013 at which the Resolutions will be proposed, notice of which is set out at the end of this document
‘Group’	the Company and its Subsidiaries
‘Issue Price’	17 pence per New Ordinary Share
‘London Stock Exchange’	London Stock Exchange plc

‘New Ordinary Shares’	the Placing Shares and Subscription Shares
‘Notice of General Meeting’	the notice of General Meeting set out at the end of this document
‘Ordinary Shares’	ordinary shares of 4 pence each in the share capital of the Company
‘Placing’	the placing to certain institutional and other investors of the Placing Shares at the Issue Price pursuant to the Placing Agreement
‘Placing Agreement’	the conditional agreement, dated 24 May 2013, between the Company and finnCap relating to the Placing
‘Placing Shares’	the 23,500,000 new Ordinary Shares to be issued pursuant to the Placing
‘Proposals’	the Fundraising and the approval of the Resolutions
‘Resolutions’	the resolutions to be proposed at the General Meeting and set out in the Notice of General Meeting
‘Shareholder’	a holder of Existing Shares
‘Subscription’	the subscription by certain Directors of the Subscription Shares at the Issue Price
‘Subscription Shares’	the 29,412 New Ordinary Shares to be issued pursuant to the Subscription
‘Subsidiary’	has the meaning given to it in section 1159 of the Act
‘UK’ and ‘United Kingdom’	the United Kingdom of Great Britain and Northern Ireland
‘UK Listing Authority’	the Financial Conduct Authority acting in its capacity as the competent authority for the purposes of Part VI of the Financial Services and Markets Act 2000
‘US’ or ‘United States’	the United States of America, its territories and possessions, any state of the United States of America, the District of Columbia and all other areas subject to its jurisdiction

LETTER FROM THE CHAIRMAN

OMEGA DIAGNOSTICS GROUP PLC

(incorporated in England and Wales with registered no: 5017761)

Directors:

David Evans	<i>(Non-Executive Chairman)</i>
Andrew Shepherd	<i>(Chief Executive Officer)</i>
Jag Grewal	<i>(Sales and Marketing Director)</i>
Kieron Harbinson	<i>(Finance Director and Company Secretary)</i>
Michael Gurner	<i>(Non-Executive Director)</i>
William Rhodes	<i>(Non-Executive Director)</i>

Registered Office

One London Wall
London
EC2Y 5AB

24 May 2013

To Shareholders and for information only to holders of options or warrants over Ordinary Shares

Dear Shareholder

**Proposals for
Placing and Subscription of 23,529,412 new Ordinary Shares at 17 pence per share
and Notice of General Meeting**

1. Introduction

The Company today announced that it proposes to raise £4 million (before expenses) by the issue of the New Ordinary Shares. The proceeds from the proposed Fundraising will principally be used to continue the implementation of the Company's allergy instrumentation strategy, to fund the scale-up in production of the Visitect CD4 test and to roll out the test into field trial country evaluations. The issue of the New Ordinary Shares is conditional on the passing of the Resolutions to be proposed at the General Meeting.

The purpose of this letter is to outline the reasons for the Fundraising and explain why the Board considers the Resolutions to be in the best interests of the Company and the Shareholders as a whole and why the Directors recommend that you vote in favour of the Resolutions as they intend to do in respect of the Ordinary Shares held by them.

2. Background to and reasons for the Fundraising

History

Omega is a UK-Headquartered company with subsidiary operations in the UK, Germany and India focused on the development, marketing and sale of products in the In-vitro Diagnostics ("IVD") industry. The Group's IVD products are sold globally, especially into the BRIC countries and emerging markets and primarily within three business segments: Allergy and Autoimmune, Food Intolerance and Infectious Disease.

Omega's diagnostic kits and systems are found in hospitals, blood banks, clinics and laboratories around the world and provide information used by physicians and practitioners to diagnose disease, make treatment decisions and to monitor patients.

Allergy Development Programme

Omega develops, manufactures and sells allergy tests for over 600 allergens, with more than 20 years of knowledge and understanding in the development and production of in-vitro allergy tests. In March 2011 Omega entered into an exclusive Patent Licence Agreement with a subsidiary of Immunodiagnostic Systems Group plc ("IDS") enabling Omega to develop a range of allergy immunoassays on IDS' automated system (IDS-iSYS). When combined with Omega's experience in assay development, this forms a strong platform

for allergy testing and a greater opportunity for revenue generation in the global allergy market, currently estimated at \$0.5bn per year, with a compound annual growth rate of 8%.

Visitect® CD4 (“Visitect CD4”)

The Company is also pursuing an exciting new opportunity represented by its new Point-of-Care (“PoC”) Visitect CD4 test. PoC testing for CD4 could transform the way that care and treatment are provided to HIV-positive patients particularly in developing countries.

Visitect CD4 is a simple PoC device for the measurement of CD4 cell counts in HIV patients to ascertain when antiretroviral therapy should be initiated, and to monitor the effectiveness of the prescribed drugs.

CD4 counts are typically performed using flow cytometry which physically counts every individual cell. This process usually requires expensive equipment, laboratory facilities and trained staff, something that many regions of the world do not currently have, cannot afford and logistically cannot put in place.

Omega has an exclusive global licence from the Burnet Institute in Melbourne, Australia to a unique, simple, lateral flow PoC device which provides a binary read out confirming that the CD4 count is above or below 350 cells/μL. A result is available within 40 minutes and treatment can be administered shortly thereafter. This has the opportunity to reduce greatly the number of patients in remote locations lost to care as a result of the length of time between testing and treatment. The device does not need an instrument to provide a reading but a smart phone reader, currently in early feasibility studies, is designed to remove any operator subjectivity in interpreting the test result as well as to provide logistical benefits. The Directors believe that this could further differentiate Omega’s product offering from the competition. The process to transfer the technology from the Burnet Institute to Omega is estimated to complete during the third quarter of the current calendar year.

There are an estimated 33 million HIV-infected individuals worldwide. Of these, an estimated 17.1 million people in developing countries currently cannot access treatment due to the non-availability of a disposable PoC CD4 test. The Directors believe the Visitect CD4 test represents a major opportunity where it is recommended that each patient be tested every six months and where CD4 testing is expected to grow substantially over the next eight years as countries scale up their treatment programmes.

3. Use of Proceeds

As part of the Company’s expansion plans, it intends to use the net proceeds of the Fundraising to continue the development of its allergy instrumentation strategy and to fund a final instalment due under the Patent Licence Agreement with IDS. A large proportion of the net proceeds will also be used to fund the initial Visitect CD4 inventory-build requirement and to roll out the test into field trials. The remainder of the net proceeds of the Fundraising will be used by the Company to explore opportunities that may exist in the HIV viral load area, settle outstanding loans when falling due and for general overheads and working capital.

4. Details of the Placing and Subscription

The Company has today announced that it intends to raise approximately £4 million, before expenses, through a conditional Placing by finnCap of 23,500,000 Placing Shares at the Issue Price and the Subscription by certain Directors of 29,412 Subscription Shares of the Issue Price. The New Ordinary Shares will, following allotment, rank *pari passu* with the Existing Shares.

The Fundraising is conditional, *inter alia*, upon the passing of the Resolutions, the Placing Agreement becoming unconditional and Admission, in each case by no later than 11 June 2013 (or such time and date as the Company and finnCap may agree, being not later than 28 June 2013). The Fundraising is not being underwritten.

Application will be made for the New Ordinary Shares to be admitted to trading on AIM. It is expected that Admission will become effective and dealings in the New Ordinary Shares will commence on 11 June 2013.

5. Directors' Shareholdings

Certain of the Directors and their connected persons will be participating in the Fundraising. The details of the Directors' participation and the holdings in Ordinary Shares of the Directors and their connected persons following Admission are set out in the table below.

<i>Director</i>	<i>Number of Existing Shares</i>	<i>Number of New Ordinary Shares</i>	<i>Number of Ordinary Shares following Admission</i>	<i>Percentage of Ordinary Shares following Admission</i>
David Evans	2,870,134	–	2,870,134	2.64
Andrew Shepherd	2,618,030	41,176	2,659,206	2.45
Jag Grewal	–	29,412	29,412	0.03
Kieron Harbinson	294,150	29,412	323,562	0.30
Michael Gurner	271,671	147,059	418,730	0.39
William Rhodes	–	–	–	–

6. Related Party Transactions

Participation in the Placing by Legal & General Investment Management is considered to be a related party transaction pursuant to the AIM Rules because Legal & General Investment Management is a substantial shareholder (as defined in the AIM Rules). The Directors, having consulted with the Company's nominated adviser, finnCap, consider that the subscription for Placing Shares by Legal & General Investment Management is fair and reasonable insofar as the Shareholders are concerned.

7. General Meeting

A notice convening the General Meeting, to be held at the offices of the Company at Omega House, Hillfoots Business Village, Alva, Clackmannanshire, FK12 5DQ at 11.00 a.m. on 10 June 2013 is set out at the end of this document at which resolutions will be proposed to: (i) authorise the Directors, pursuant to section 551 of the Act, to allot shares or grant rights to subscribe for or to convert any security into shares in the Company up to a maximum nominal value of £1,449,942.24, which will be in substitution for the Company's existing authorities granted at its Annual General Meeting held in August 2012; and (ii) disapply statutory pre-emption rights in respect of (a) the allotment of the New Ordinary Shares; (b) the allotment of equity securities to existing shareholders in proportion (as nearly as may be) to the respective number of Ordinary Shares held by them; and (c) the allotment of Ordinary Shares otherwise than pursuant to (a) and (b) above, up to an aggregate nominal amount of £217,491.32.

8. Action to be taken

Shareholders will find a Form of Proxy enclosed with this document for use at the General Meeting. Whether or not you intend to be present at the General Meeting, you are requested to complete and return the Form of Proxy in accordance with the instructions printed thereon as soon as possible. To be valid, completed Forms of Proxy must be received by the Company's Registrars, Share Registrars Ltd, Suite E, First Floor, 9 Lion and Lamb Yard, Farnham, Surrey, GU9 7LL not later than 11.00 a.m. on 6 June 2013, being 48 hours (disregarding non-working days) before the time appointed for holding the General Meeting. Completion of the Form of Proxy will not preclude you from attending the meeting and voting in person if you so wish.

9. Recommendation

The Directors consider the terms of the Proposals outlined above to be in the best interests of the Company and its Shareholders as a whole. Accordingly, the Directors recommend that you vote in favour of the Resolutions to be proposed at the General Meeting, as they intend to do in respect of their own holdings of Ordinary Shares.

Yours faithfully,

David Evans
Non-Executive Chairman

OMEGA DIAGNOSTICS GROUP PLC

(the 'Company')

(incorporated and registered in England and Wales with registered no: 5017761)

Notice of General Meeting

Notice is hereby given that a General Meeting of the Company will be held at 11.00 a.m. on 10 June 2013 at the offices of the Company at Omega House, Hillfoots Business Village, Alva, Clackmannanshire, FK12 5DQ.

You will be asked to consider and vote on the Resolutions below. Resolution 1 will be proposed as an ordinary resolution and Resolution 2 will be proposed as a special resolution.

ORDINARY RESOLUTION

1. That in accordance with section 551 of the Companies Act 2006 the Directors be generally and unconditionally authorised to allot shares in the Company or grant rights to subscribe for or convert any security into shares in the Company ("Rights") up to an aggregate nominal amount of £1,449,942.24, provided that this authority shall, unless, renewed, varied or revoked by the Company, expire on the conclusion of the next annual general meeting of the Company or, if earlier, on 31 October 2013 save that the Company may, before such expiry, make an offer or agreement which would or might require shares to be allotted or Rights to be granted and the Directors may allot shares or grant Rights in pursuance of any such offer or agreement notwithstanding that the authority conferred by this resolution has expired.

This authority is in substitution for all previous authorities conferred on the Directors in accordance with section 551 of the Companies Act 2006, but without prejudice to any allotment already made or to be made pursuant to such authority.

SPECIAL RESOLUTION

2. That, conditional upon the passing of resolution 1 above, and in accordance with section 570 of the Companies Act the Directors be generally empowered to allot equity securities (as defined in section 560 of the Companies Act 2006) pursuant to the authority conferred by resolution 1 as if section 561(1) of the Companies Act 2006 did not apply to any such allotment, provided that this power shall be limited to:
 - 2.1 the allotment of up to 23,529,412 ordinary shares of 4p each ("Ordinary Shares") in connection with the Fundraising (as defined in the Circular of which this notice forms part);
 - 2.2 the allotment of equity securities in connection with an issue in favour of the holders of Ordinary Shares where the equity securities respectively attributable to the interests of all holders of Ordinary Shares are proportionate (as nearly as may be) to the respective number of Ordinary Shares held by them but subject to such exclusions or arrangements as the Directors may deem necessary or expedient to deal with fractional entitlements arising or any legal or practical problems under the laws of any overseas territory or the requirements of any regulatory body or stock exchange; and
 - 2.3 the allotment of equity securities otherwise than pursuant to sub paragraphs 2.1 and 2.2 above up to an aggregate nominal amount of £217,491.32;

and provided that this power shall, unless renewed, varied or revoked by the Company, expire on the conclusion of the next annual general meeting of the Company or, if earlier, 31 October 2013, save that the Company may, before such expiry, make an offer or agreement which would or might require equity securities to be allotted after such expiry and the Directors may allot equity securities in pursuance of any such offer or agreement notwithstanding that the power conferred by this resolution has expired.

Registered Office
One London Wall
London
EC2Y 5AB
United Kingdom

By order of the board
Kieron Harbinson

Registered in England No: 5017761

24 May 2013

Notes to the Notice of General Meeting

Entitlement to attend and vote

1. Pursuant to Regulation 41 of the Uncertificated Securities Regulations 2001, the Company specifies that only those members registered on the Company's register of members at 6.00 p.m. on 6 June 2013 shall be entitled to attend and vote at the Meeting.

Appointment of proxies

2. If you are a member of the Company at the time set out in note 1 above, you are entitled to appoint a proxy to exercise all or any of your rights to attend, speak and vote at the Meeting and you should have received a proxy form with this notice of meeting. You can only appoint a proxy using the procedures set out in these notes and the notes to the proxy form.
3. A proxy does not need to be a member of the Company but must attend the Meeting to represent you. Details of how to appoint the Chairman of the Meeting or another person as your proxy using the proxy form are set out in the notes to the proxy form. If you wish your proxy to speak on your behalf at the Meeting you will need to appoint your own choice of proxy (not the Chairman) and give your instructions directly to them.
4. You may appoint more than one proxy provided each proxy is appointed to exercise rights attached to different shares. You may not appoint more than one proxy to exercise rights attached to any one share. To appoint more than one proxy, please contact the registrars of the Company, Share Registrars Limited on 01252 821 390.
5. A vote withheld is not a vote in law, which means that the vote will not be counted in the calculation of votes for or against the resolution. If no voting indication is given, your proxy will vote or abstain from voting at his or her discretion. Your proxy will vote (or abstain from voting) as he or she thinks fit in relation to any other matter which is put before the Meeting.

Appointment of proxy using hard copy proxy form

6. The notes to the proxy form explain how to direct your proxy how to vote on each resolution or withhold their vote.

To appoint a proxy using the proxy form, the form must be:

- completed and signed;
- sent or delivered to Share Registrars Limited at Suite E, First Floor, 9 Lion and Lamb Yard, Farnham, Surrey GU9 7LL or by facsimile transmission to 01252 719 232;
- alternatively, the completed proxy form can be scanned and emailed to proxies@shareregistrars.uk.com;

and received by Share Registrars Limited no later than 11.00 a.m. on 6 June 2013.

In the case of a member which is a company, the proxy form must be executed under its common seal or signed on its behalf by an officer of the company or an attorney for the company.

Any power of attorney or any other authority under which the proxy form is signed (or a duly certified copy of such power or authority) must be included with the proxy form.

Appointment of proxy by joint members

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

Changing proxy Instructions

8. To change your proxy instructions simply submit a new proxy appointment using the methods set out above. Note that the cut-off time for receipt of proxy appointments (see above) also applies in relation to amended instructions; any amended proxy appointment received after the relevant cut-off time will be disregarded.

Where you have appointed a proxy using the hard-copy proxy form and would like to change the instructions using another hard-copy proxy form, please contact Share Registrars Limited on 01252 821 390.

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

Termination of proxy appointments

9. In order to revoke a proxy instruction you will need to inform the Company using one of the following methods:

By sending a signed hard copy notice clearly stating your intention to revoke your proxy appointment to Share Registrars Limited at Suite E, First Floor, 9 Lion and Lamb Yard, Farnham, Surrey GU9 7LL or by facsimile transmission to 01252 719 232. In the case of a member which is a company, the revocation notice must be executed under its common seal or signed on its behalf by an officer of the company or an attorney for the company. Any power of attorney or any other authority under which the revocation notice is signed (or a duly certified copy of such power of authority) must be included with the revocation notice.

In either case, the revocation notice must be received by Share Registrars Limited no later than 11.00 a.m. on 6 June 2013.

If you attempt to revoke your proxy appointment but the revocation is received after the time specified then, subject to the paragraph directly below, your proxy appointment will remain valid.

Appointment of a proxy does not preclude you from attending the Meeting and voting in person. If you have appointed a proxy and attend the Meeting in person, your proxy appointment will automatically be terminated.

Corporate representing

10. Corporate members 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.

Issued shares and total voting rights

11. As at the date of this Circular the Company's issued voting share capital comprised 85,216,257 ordinary shares of 4p each. Each ordinary share carries the right to one vote at a General Meeting of the Company and, therefore, the total number of voting rights in the Company as at the date of this Circular.

Communications with the Company

12. Except as provided above, members who have general queries about the Meeting should telephone Kieron Harbinson on +44(0)1259 763 030 (no other methods of communication will be accepted). You may not use any electronic address provided either in this notice of general meeting; or any related documents (including the chairman's letter and proxy form), to communicate with the Company for any purposes other than those expressly stated.

Voting through CREST

CREST members who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service may do so for the Meeting and any adjournment(s) thereof 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 CRESTCo Limited's specifications and must contain the information required for such instructions, as described in the CREST Manual.

The message, regardless of whether it relates to the appointment of a proxy or to 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 7RA36 by the latest time(s) for receipt of proxy appointments specified above. 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 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.

CREST members and, where applicable, their CREST sponsors or voting service providers should note that CRESTCo 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 CREST 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 as invalid a CREST Proxy instruction in the circumstances set out in Regulation 35(5)(a) of the Uncertificated Securities Regulations 2001.

