

**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 and/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 Helius Energy plc, 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 IN THIS DOCUMENT.

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## **HELIUS ENERGY PLC**

(incorporated in England and Wales with registered number 5745512)

### NOTICE OF ANNUAL GENERAL MEETING

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Your attention is drawn to the letter from the Chairman of Helius Energy plc which is set out on page 2 of this document and which contains, amongst other matters, your 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 to be held at **12.30 p.m. on Tuesday 29 March 2011** at the offices of Burges Salmon LLP, Chancery Exchange, 10 Furnival Street, London EC4A 1AB is set out in 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 by the Company's registrars, Capita Registrars, PXS, The Registry, 34 Beckenham Road, Beckenham, Kent BR3 4TU, but in any event so as to be received not less than 48 hours before the time appointed for the meeting (excluding non-working days), being 12.30 p.m. on Friday 25 March 2011. Completion and return of a form of proxy will not preclude Shareholders from attending and voting in person at the Annual General Meeting should they so wish.

Numis Securities Limited is the nominated adviser and broker to the Company for the purposes of the AIM Rules. Numis Securities Limited, which is authorised and regulated in the United Kingdom by the Financial Services Authority, is acting for the Company and no one else in connection with this document and will not be responsible to anyone other than the Company for providing the protections afforded to customers of Numis Securities Limited or for providing advice in relation to this document.

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 the date of the Annual General Meeting during normal business hours at the registered offices of Helius Energy plc at 242 Marylebone Road, London NW1 6JL and at the place and on the date of the Annual General Meeting from 12.15 p.m. until its conclusion.



## EXPECTED TIMETABLE OF PRINCIPAL EVENTS

Publication of this document and posting to Shareholders	4 March 2011
Latest time and date for receipt of Forms of Proxy	12.30 p.m. on 25 March
Time and date of AGM	12.30 p.m. on 29 March

## DEFINITIONS

Act or CA 2006	the Companies Act 2006
Annual General Meeting or AGM	the annual general meeting of the Company convened for 12.30 p.m. on Tuesday 29 March 2011 and any adjournment thereof, notice of which is set out in this document, or such other annual general meeting of the Company as the context requires
AIM Rules	the AIM Rules for Companies and, as appropriate, the AIM Rules for Nominated Advisers, as respectively published by the London Stock Exchange
Board	the directors of the Company at the date of this document whose names are set out on page 2 of this document
Heliuss or the Company	Heliuss Energy plc
London Stock Exchange	London Stock Exchange plc
Notice	the notice convening the AGM, which is set out in this document
Numis	Numis Securities Limited of The London Stock Exchange Building, 10 Paternoster Square, London, EC4M 7LT
Ordinary Shares	ordinary shares of 1 pence each in the capital of the Company
Resolutions	the resolutions to be proposed at the AGM as set out in the Notice
Shareholders	holders of Ordinary Shares

HELIUS ENERGY PLC  
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242 Marylebone Road  
London NW1 6JL

Keith N Henry, non-executive Chairman  
Adrian C Bowles, Chief Executive Officer  
David G Brocksom, non-executive director  
Christopher M Corner, Commercial Director  
J Barclay Forrest, OBE, non-executive director  
Alan G Lyons, Chief Financial Officer  
Angus F MacDonald, OBE, non-executive director  
John M Seed, non-executive director

**TO SHAREHOLDERS AND, FOR INFORMATION ONLY, TO THE HOLDERS OF OPTIONS  
OVER ORDINARY SHARES**

Dear Shareholder,

**ANNUAL GENERAL MEETING**

A Notice is set out in this document convening the Annual General Meeting of the Company, to be held at the offices of Burges Salmon LLP, Chancery Exchange, 10 Furnival Street, London EC4A 1AB at **12.30 p.m. on Tuesday 29 March 2011.**

The Notice contains details of the Resolutions proposed and attaches an appendix setting out further information in respect of those proposed Resolutions. A copy of the Notice can also be viewed on the Company's website at [www.heliusenergy.com](http://www.heliusenergy.com).

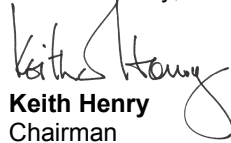
**ACTION TO BE TAKEN**

A form of proxy for use by Shareholders at the Annual General Meeting is enclosed. Whether or not you propose to attend the Annual General Meeting, you are requested to complete and sign the form of proxy in accordance with the instructions printed thereon and to return it to the Company's registrars, Capita Registrars, PXS, The Registry, 34 Beckenham Road, Beckenham, Kent BR3 4TU, as soon as possible and in any event so as to be received not less than 48 hours before the time appointed for the meeting (excluding non-working days), being 12.30 p.m. on Friday 25 March 2011. The completion of the form of proxy will not preclude you from attending the AGM and voting in person should you wish to do so.

**RECOMMENDATION**

Your directors consider that all of the Resolutions are in the best interests of the Company and its Shareholders as a whole and recommend that you vote in favour of them as the directors intend to do in respect of their own beneficial holdings of 28,748,628 Ordinary Shares, representing 32.96 percent of the total current issued share capital of the Company.

Yours faithfully,

  
**Keith Henry**  
Chairman

## HELIUS ENERGY PLC

(incorporated in England and Wales with registered number 5745512)

### NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the Annual General Meeting ("AGM") of Helius Energy plc (the "Company") will be held at 12.30 p.m. on Tuesday 29 March 2011 at the offices of Burges Salmon LLP, Chancery Exchange, 10 Furnival Street, London EC4A 1AB for the purpose of considering and, if thought fit, passing the following Resolutions, which will be proposed, in the case of Resolutions 1 to 6 (inclusive) as Ordinary Resolutions and, in the case of Resolutions 7 and 8, as Special Resolutions:

#### ORDINARY RESOLUTIONS

1. THAT the report of the directors and accounts for the year ended 30 September 2010, together with the report of the auditors thereon, be received.
2. THAT BDO Stoy Hayward LLP be re-appointed as auditors of the Company to hold office from the conclusion of this meeting until the conclusion of the next general meeting at which accounts are laid before the Company, at a remuneration to be fixed by the directors from time to time.
3. THAT Angus Francis MacDonald, having been appointed to the Board since the last Annual General Meeting of the Company, who retires and is eligible for re-appointment in accordance with the articles of association of the Company, be re-appointed as a director of the Company.
4. THAT Alan Gary Lyons, who retires and is eligible for re-appointment in accordance with the articles of association of the Company, be re-appointed as a director of the Company.
5. THAT the directors of the Company for the time being be and they are hereby generally and unconditionally authorised in accordance with Section 551 of the Companies Act 2006 (the "Act"), in substitution for any existing authority to the extent unused, to exercise all the powers of the Company to allot shares in the Company or grant rights to subscribe for or to convert any security into shares in the Company on, and subject to, such terms as the directors may determine. The authority hereby conferred shall, subject to Section 551 of the Act, be for a period commencing on the date of the passing of this Resolution and expiring at the conclusion of the Annual General Meeting of the Company to be held in 2012 or 29 June 2012 (whichever is the earlier) unless reviewed, varied or revoked by the Company in General Meeting and the maximum nominal amount of shares which may be allotted pursuant to such authority shall be £290,711.61 (representing one third of the total ordinary share capital of the Company in issue). The directors shall be entitled under such authority or any renewal thereof to make at any time prior to the expiry of such authority any offer or agreement which would or might require shares in the Company to be allotted after the expiry of such authority and the directors may allot shares in pursuance of such offer or agreement as if such authority had not expired.
6. THAT the Company and its subsidiaries at any time during the period for which this Resolution has effect be and they are hereby authorised, in accordance with Section 366 of the Companies Act 2006 (the "Act"), to:
  - (a) make political donations to political parties or political organisations or independent election candidates, as defined in Sections 363 and 364 of the Act, during the period commencing on the date of this Resolution and ending at the conclusion of the Annual General Meeting of the Company to be held in 2012 or 29 June 2012 (whichever is earlier), not exceeding £10,000 in total in respect of the Company and all its subsidiaries referred to above; and
  - (b) incur political expenditure, as defined in Section 365 of the Act, during the period commencing on the date of this Resolution and ending at the conclusion of the Annual General Meeting of the Company to be held in 2012 or 29 June 2012 (whichever is earlier), not exceeding £10,000 in total in respect of the Company and all its subsidiaries referred to above.

## SPECIAL RESOLUTIONS

7. THAT, subject to the passing of Resolution 5 set out in the Notice of Annual General Meeting of the Company convened for 29 March 2011, the directors of the Company for the time being be and they are hereby generally and unconditionally empowered pursuant to Section 570 of the Companies Act 2006 (the "Act"), in substitution for any existing authority to the extent unused, to allot equity securities (as defined in Section 560 of the Act) for cash pursuant to the authority conferred by Resolution 5 above as if Section 561 of the Act did not apply to such allotment, provided that the power hereby conferred shall be limited to:

- (i) the allotment of equity securities in connection with an offer of securities by way of rights to the holders of equity securities in proportion (as nearly as may be) to the respective amounts of equity securities held by them on a record date fixed by the directors and subject to such exclusions or other arrangements as the directors may deem necessary or expedient to deal with legal or practical problems under the laws of any overseas territory or the requirements of any regulatory body or any stock exchange in any territory or in connection with fractional elements or otherwise howsoever; and
- (ii) otherwise than pursuant to sub-paragraph (i) above, the allotment of equity securities for cash up to an aggregate nominal amount of £43,606.74 (representing 5% of the total ordinary share capital of the Company in issue),

and the power hereby conferred shall expire at the conclusion of the Annual General Meeting of the Company to be held in 2012 or 29 June 2012 (whichever is the earlier), save that the Company may before such expiry make an offer or agreement which would or might require equity securities in the Company to be allotted after such expiry and the directors may allot equity securities in pursuance of such offer or agreement as if the power conferred hereby had not expired.

8. THAT the Company be and it is hereby generally and unconditionally authorised for the purposes of Section 701 of the Companies Act 2006 (the "Act") to make one or more market purchases (within the meaning of Section 693(4) of the Act) of fully paid ordinary shares of 1 pence each in the capital of the Company on such terms and in such manner as the directors may determine, provided that:

- (a) the maximum aggregate number of ordinary shares hereby authorised to be purchased is 8,721,348 (representing approximately 10% of the total ordinary issued share capital of the Company);
- (b) the minimum price (exclusive of expenses) which may be paid for each ordinary share is 1 pence per share;
- (c) the maximum price (exclusive of expenses) which may be paid for each ordinary share shall not be more than 5% above the average of the middle market quotations for an ordinary share as derived from the AIM section of the London Stock Exchange Daily Official List for the five business days immediately preceding the date on which the ordinary share is contracted to be purchased;
- (d) unless previously renewed, varied or revoked, the authority hereby conferred shall expire at the conclusion of the Annual General Meeting of the Company to be held in 2012 or 29 June 2012 (whichever is the earlier);
- (e) the Company may, pursuant to the authority hereby conferred, enter into a contract to purchase ordinary shares which would, will or might be executed wholly or partly after the expiry of such authority and the Company may make a purchase of ordinary shares in pursuance of such contract as if the authority conferred hereby had not expired.

BY ORDER OF THE BOARD

**William J. Ingram Hill**  
Company Secretary

REGISTERED OFFICE:

**242 Marylebone Road**  
London NW1 6JL

#### Notes to the Notice of AGM:

1. Resolutions 1 to 6 (inclusive) are proposed as Ordinary Resolutions. This means that for those Resolutions to be passed, more than half of the votes cast on such Resolutions must be in favour of such Resolutions. Resolutions 7 and 8 are proposed as Special Resolutions. This means that for those Resolutions to be passed, at least three-quarters of the votes cast on such Resolutions must be in favour of such Resolutions.
2. A member entitled to attend and vote at the meeting is entitled to appoint one or more proxies to exercise all or any of the member's rights to attend, speak and vote at the meeting. A proxy need not be a member of the Company.
3. A member may appoint more than one proxy provided each proxy is appointed to exercise rights attached to different shares. In the event of a conflict between a blank proxy form and a proxy form which states the number of shares to which it applies, the specific proxy form shall be counted first, regardless of whether it was sent or received before or after the blank proxy form, and any remaining shares in respect of which such member is the registered holder will be apportioned to the blank proxy form. A member may not appoint more than one proxy to exercise rights attached to any one share. To appoint more than one proxy, a member may photocopy this form of proxy. That member should indicate the proxy holder's name and number of shares in relation to which they are authorised to act as his/her proxy (which in aggregate should not exceed the number of shares held by him/her). A member should also indicate if the proxy instruction is one of multiple instructions being given. All forms must be signed and should be returned in the same envelope.
4. A member which is a corporation is entitled to appoint one or more corporate representatives to exercise the same powers on behalf of the corporation as the corporation could exercise if it were an individual member. If a member which is a corporation appoints more than one corporate representative in relation to the meeting, each representative must exercise the rights attached to a different share or shares held by that member.
5. A form of proxy is enclosed. To be valid, the form of proxy, and any power of attorney or other authority (if any) under which it is executed (or a notarially certified copy of such authority), must be duly completed, executed and deposited with Capita Registrars, PXS, The Registry, 34 Beckenham Road, Beckenham, Kent BR3 4TU, not less than 48 hours (excluding non-working days) before the time for holding the meeting (or any adjourned meeting). Completion of a form of proxy does not preclude a member from attending and voting in person at the meeting.
6. Pursuant to Regulation 41 of the Uncertificated Securities Regulations 2001, the Company specifies that only those members entered on the register of members of the Company at 6.00 p.m. on Friday 25 March 2011 or, in the event that the meeting is adjourned, as at 6.00 p.m. on the day two days before the date of the adjourned meeting, shall be entitled to attend and vote at the meeting in respect of the number of ordinary shares registered in their names at that time. Changes to the entries on the register of members of the Company after that time shall be disregarded in determining the rights of any person to attend and/or vote at the meeting.
7. CREST members who wish to appoint one or more proxies through the CREST electronic proxy appointment service may do so by using the procedures described in the CREST Manual. CREST personal members or other CREST sponsored members and those CREST members who have appointed 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.
8. To be valid, the appropriate CREST message to effect a proxy appointment or instruction made using the CREST service (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. A CREST proxy instruction, irrespective of whether it constitutes the appointment of a proxy or an amendment to an instruction given to a previously appointed proxy, must be transmitted so as to be received by Capita Registrars (ID RA 10) by no later than 12.30 p.m. on Friday 25 March 2011. No CREST proxy instruction received through the CREST system after this time will be accepted. For this purpose, the time of receipt will be taken to be the time (as determined by the timestamp applied to the CREST proxy instruction by the CREST Applications Host) from which Capita Registrars are able to retrieve the CREST proxy instruction 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.
9. The Company may treat as invalid a CREST proxy instruction in the circumstances set out in Regulation 35(5)(a) of the Uncertificated Securities Regulations 2001.

10. CREST members and, where applicable, their CREST sponsors or voting service provider(s) should note that Euroclear UK & Ireland Limited does not make available special procedures in CREST for any particular CREST proxy instruction. Normal CREST 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/her CREST sponsor or voting service provider(s) take(s) such action as shall be necessary to ensure that a CREST proxy instruction is transmitted by means of the CREST system by any particular time. In this connection, CREST members and, where applicable, their CREST sponsors and voting service providers are referred in particular to those sections of the CREST Manual concerning practical limitations of the CREST system and timings.
11. Copies of the directors' service contracts and letters of appointment will be available for inspection at the registered office of the Company from the date of this Notice until the date of the meeting during normal business hours, and at the place of the meeting from 12.15 p.m. until its conclusion.
12. Copies of the existing memorandum and articles of association of the Company will also be available for inspection at the registered office of the Company from the date of this Notice until the date of the meeting during normal business hours and at the place of the meeting from 12.15 p.m. until its conclusion.
13. The purpose and effect of the Resolutions to be proposed as Resolutions 1 to 8 (inclusive) are explained in the Appendix to this Notice.

## **APPENDIX TO NOTICE OF ANNUAL GENERAL MEETING - EXPLANATORY NOTES**

### Resolution 1 – Receipt of Accounts and Reports

Resolution 1 will be proposed to receive the report of the directors and the accounts for the financial year ended 30 September 2010, together with the report of the auditors thereon. The report of the directors and accounts for the financial year ended 30 September 2010 can be found on the Company's website at [www.heliusenergy.com](http://www.heliusenergy.com).

### Resolution 2 – Re-appointment of Auditors

Resolution 2 will be proposed to re-appoint BDO Stoy Hayward LLP as the auditors of the Company to hold office from the conclusion of the Annual General Meeting until the conclusion of the next Annual General Meeting of the Company and to authorise the directors to fix the remuneration of the auditors.

### Resolutions 3 and 4 – Re-appointment of Directors

Resolutions 3 and 4 will be proposed to re-appoint Angus MacDonald, a non-executive director, and Alan Lyons, the Chief Financial Officer, as directors of the Company, both of whom will retire and are eligible for re-appointment at this AGM of the Company in accordance with the Company's articles of association.

### Resolution 5 – Authority to Allot Securities

Resolution 5 will be proposed to renew the authority of the directors of the Company to allot shares (or rights in respect thereof), up to an aggregate nominal amount of £290,711.61 (being one third of the total ordinary share capital of the Company in issue at the latest practicable date prior to publication of this Notice), until the earlier of the conclusion of the AGM of the Company to be held in 2012 or 29 June 2012.

### Resolution 6 – Authority to make Political Donations and incur Political Expenditure

Resolution 6 will be proposed to renew the authority of the Company and its subsidiaries to make political donations and incur political expenditure, in each case up to a maximum aggregate amount of £10,000 for both the Company and its subsidiaries during the period from the date the Resolution is passed until the earlier of the conclusion of the AGM of the Company to be held in 2012 or 29 June 2012.

The Company has no present intention to make any particular political donations or to incur any specified political expenditure. However, as the Act defines the terms 'political donations' and 'political expenditure' widely, it may capture activities and expenditure that it would be in the interests of the Company to undertake or incur, such as supporting organisations involved in the development and promotion of renewable energy or bio-fuels, and the Company would not, without the approval of its Shareholders at the AGM, otherwise be able to offer this support or obtain information in this manner.

### Resolution 7 - Authority to Disapply Statutory Pre-emption Rights

Resolution 7 will be proposed to renew the power of the directors of the Company to allot equity securities (or rights in respect thereof) for cash without first offering them to the existing Shareholders in proportion to their existing holdings of shares, either in connection with a rights issue or, alternatively, up to an aggregate nominal amount of £43,606.74 (being 5% of the total ordinary share capital of the Company in issue at the latest practicable date prior to publication of this Notice), and until the earlier of the conclusion of the next Annual General Meeting of the Company to be held in 2012 or 29 June 2012.

### Resolution 8 – Authority to Purchase Own Shares

Resolution 8 will be proposed to renew the authority of the Company to make market purchases of its own ordinary shares on AIM up to a maximum aggregate number of 8,721,348 ordinary shares (being 10% of the total ordinary share capital of the Company in issue at the latest practicable date prior to publication of this Notice), at a minimum price of 1 pence per share (being their nominal value) and a maximum price of 105% of the average of the market value for an ordinary share as derived from the AIM section of the London Stock Exchange Daily Official List for the 5 business days preceding the date of purchase, and until the earlier of the conclusion of the AGM of the Company to be held in 2012 or 29 June 2012. Any ordinary shares purchased by the Company pursuant to this authority would either be cancelled or held in treasury.

The Company has no present intention to purchase any of its own ordinary shares, and the directors of the Company will only consider making purchases if they believe it would be in the best interests of the Shareholders. However, it is also best practice for the Company to seek its Shareholders' approval to the renewal of this authority at successive AGMs of the Company.



## HELIUS ENERGY PLC

(incorporated in England and Wales with registered number 5745512)

### FORM OF PROXY

For use by ordinary shareholders of Helius Energy plc (the "Company") at the Annual General Meeting of the Company to be held at 12.30 p.m. on Tuesday 29 March 2011 (the "AGM").

I/We .....

of .....

hereby appoint the Chairman of the meeting or .....(see Note 3)

in respect of my/our entire holding of shares or .....(see Note 4)

as my/our proxy to vote for me/us and on my/our behalf at the AGM (and at any adjournment thereof).

I/We direct my/our proxy to vote as on the resolutions being proposed at the AGM as indicated below (see Note 2).

Please tick here if this proxy appointment is one of multiple appointments being made:

NO.	RESOLUTION	FOR	AGAINST	VOTE WITHHELD
<b>ORDINARY RESOLUTIONS</b>				
1.	To receive the accounts and reports thereon.			
2.	To re-appoint the auditors and fix their remuneration.			
3.	To re-appoint Angus Francis MacDonald as a director.			
4.	To re-appoint Alan Gary Lyons as a director.			
5.	To give the directors authority to allot shares.			
6.	To authorise the Company to make political donations and incur political expenditure.			
<b>SPECIAL RESOLUTIONS</b>				
7.	To empower the directors to disapply statutory pre-emption rights on the allotment of shares.			
8.	To authorise the Company to make market purchases of its shares.			

Signature .....

Date ..... 2011



NOTES TO THE PROXY FORM:

1. A member entitled to attend and vote at the meeting is entitled to appoint one or more proxies to exercise all or any of the member's rights to attend, speak and vote at the meeting. A proxy need not be a member of the Company. If a member appoints more than one proxy in relation to the meeting, each proxy must be appointed to exercise the rights attached to a different share or shares held by that member. You can only appoint a proxy using the procedures set out in these notes.
2. Please indicate by placing an 'X' in the appropriate boxes how you wish your proxy/proxies to vote, or whether you wish your proxy/proxies to withhold from voting, on the resolutions being proposed at the AGM. Your proxy/proxies will exercise his/her/their discretion as to how to vote or whether to withhold from voting:
  - (i) on any resolution referred to above if no instruction is given in respect of that resolution; and
  - (ii) on any business or resolution considered at the meeting other than the resolutions referred to above.

Please note that, if you direct your proxy/proxies to withhold from voting on any particular resolution, it will not take effect as a vote in law and will not be counted in determining the number of votes cast for and against that resolution.

3. If you wish to appoint someone other than the chairman of the meeting as your proxy, please delete the words 'the chairman of the meeting' and insert the full name and address of the person you wish to appoint in the space provided. A proxy need not be a member of the Company. If you wish to appoint more than one proxy, you will need to photocopy this Proxy Form and submit separate Proxy Forms for each proxy you wish to appoint to Capita Registrars at their address set out below.
4. If you wish to appoint your proxy to exercise the voting rights attached to less than your entire holding of shares, please delete the words 'my entire holding of shares' and insert the number of shares in respect of which the proxy is entitled to exercise the voting rights in the space provided. If you wish to appoint more than one proxy to exercise the voting rights attached to different shares held by you, as noted above, you will need to photocopy this Proxy Form and submit separate Proxy Forms, each indicating the number of shares in respect of which each proxy is entitled to exercise voting rights, to Capita Registrars at their address set out below.
5. To be effective, the instrument appointing the proxy otherwise than by means of CREST, and any power of attorney or other authority under which it is/they are executed (or a notarially certified copy of any such power or authority), must be deposited at, or delivered by hand to, Capita Registrars, PXS, The Registry, 34 Beckenham Road, Beckenham, Kent BR3 4TU not less than 48 hours (excluding non-working days) before the time for holding the meeting.
6. CREST members who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service may do so by using the procedures described in the CREST Manual. In order for a proxy appointment or instruction made using the CREST service to be effective, the appropriate CREST message (regardless of whether it constitutes the appointment of a proxy or an amendment to the instruction given to a previously appointed proxy) must be transmitted so as to be received by Capita Registrars (ID RA 10) by no later than 12.30 p.m. on Friday 25 March 2011. Please refer to the notes to the notice of meeting for further information on making proxy appointments through CREST.
7. The completion and deposit of an instrument of proxy or the submission of an electronic proxy appointment will not preclude you from attending and voting in person at the meeting or at any adjournment thereof. However, if you appoint a proxy and then attend and vote at the meeting in person, your proxy appointment will automatically be terminated.
8. In the case of a member which is a corporation, this Proxy Form must be executed under its common seal or signed by an officer, attorney or other person duly authorised by the corporation.
9. In the case of joint holders of shares, only one need sign this Proxy Form. If more than one of joint holders purports to appoint a proxy or otherwise to vote the same shares, whether in person or by proxy, the appointment by, and vote of, the senior holder will be accepted to the exclusion of the votes of the other joint holders. Seniority will be determined by the order in which the names of the joint holders appear in the register of members of the Company in respect of the joint holding.
10. Please note that you may not use any electronic address provided in this Proxy Form to communicate with the Company for any purposes, other than those expressly stated.