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If you have sold or transferred all of your shares in African Eagle Resources plc, please forward this document, together with the accompanying documents, as soon as possible either to the purchaser or transferee or to the person who arranged the sale or transfer so they can pass these documents to the person who now holds the shares. However, the distribution of these documents into certain jurisdictions other than the United Kingdom may be restricted by law and therefore persons into whose possession these documents come should inform themselves about and observe such restrictions. Failure to comply with any such restrictions may constitute a violation of the securities laws of any such jurisdiction.

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AFRICAN EAGLE RESOURCES PLC

Incorporated in England and Wales under the Companies Act 1985

(Registration number 3912362)

AIM share code: AFE AIM ISIN: GB0003394813

JSE share code: AEA JSE ISIN: GB0003394813

("the Company")

Notice of Annual General Meeting Proposed Subdivision of share capital

Notice of an Annual General Meeting to be held at the offices of Mayer Brown International LLP, 201 Bishopsgate, London, EC2M 3AF at 9.30 a.m. on Monday, 24 June 2013 is set out on pages 11 to 14 of this document. The action to be taken in respect of the Annual General Meeting is set out at page 9 of this document.

The accompanying Form of Proxy for use in connection with the Annual General Meeting should be completed by Shareholders and returned as soon as possible but, in any event, so as to be received by the Company's relevant registrars by no later than 9.30 a.m. UK time on 22 June 2013 (being 48 hours prior to the Annual General Meeting). Shareholders whose shares are traded on AIM should return the Form of Proxy to Capita Registrars, PXS, 34 Beckenham Road, Beckenham, BR3 4TU. Shareholders whose shares are traded on AltX should return the Form of Proxy to the Transfer Secretaries in South Africa being Computershare Investor Services Proprietary Limited, Ground Floor, 70 Marshall Street, Johannesburg, 2001 (PO Box 61051, Marshalltown, 2107). The completion and return of the Form of Proxy will not prevent Shareholders from attending and voting in person at the Annual General Meeting, or any adjournment thereof, should they wish to do so.

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EXPECTED TIMETABLE OF PRINCIPAL EVENTS

	<i>Time/Date</i>
Date of this Circular	31 May 2013
Latest time and date for receipt of Forms of Proxy in the UK and in SA	9.30 a.m. on 22 June 2013
Annual General Meeting	9.30 a.m. on 24 June 2013
Results of AGM and finalisation announcement released on RNS and SENS	24 June 2013
Record Date for Subdivision on AIM	Close of business on 24 June 2013
Last day to trade on the JSE for the Subdivision	Close of business on 24 June 2013
Admission and dealings in the New Ordinary Shares expected to commence on AIM and the JSE	8.00 a.m. on 25 June 2013
Expected date for New Ordinary Shares to be credited to CREST accounts (where applicable)	8.00 a.m. on 25 June 2013
Record Date for Subdivision on the JSE	1 July 2013

1. References to times and dates in this document are to times and dates in London, United Kingdom. If any of the above times and/or dates change, the revised time and/or date will be notified by announcement through a Regulatory Information Service.
2. Share certificates may not be dematerialised or rematerialised between Tuesday 25 June 2013 and Monday, 1 July 2013, both days inclusive no transfers between the AIM and the AltX register may take place between 24 June 2013 and 2 July 2013, both days inclusive.
3. Where Shareholders hold their Existing Ordinary Shares in certificated format, new share certificates in respect of the New Ordinary Shares will not be required and accordingly new share certificates will not be issued to Shareholders.

DEFINITIONS

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

“2012 Annual Report”	the report and accounts of the Company for the period from 1 January 2012 to 31 December 2012, which includes the Directors’ report, the Auditor’s report and the Directors’ remuneration report;
“Admission”	admission of the New Ordinary Shares to trading on AIM and AltX;
“AIM”	the market of that name operated by the London Stock Exchange plc;
“AltX”	the alternative exchange of the JSE;
“Annual General Meeting” or “AGM”	the annual general meeting of the Company to be held at 9.30 a.m. on Monday, 24 June 2013 at the offices of Mayer Brown International LLP, 201 Bishopsgate, London, EC2M 3AF, notice of which is set out at the end of this document;
“Articles of Association”	the articles of association of the Company;
“Auditors”	the auditors of the Company from time to time, the current auditors being Pricewaterhouse Coopers LLP;
“Board”	the board of directors of the Company from time to time;
“Capita Registrars”	a trading name of Capita Registrars Limited;
“Companies Act”	the Companies Act 2006, as amended from time to time;
“Company”	African Eagle Resources plc, a company incorporated in England and Wales with company number 03912362;
“CREST”	the system for the paperless settlement of share transfers and the holding of shares in uncertificated form in respect of which Euroclear is the Operator (as defined in the CREST Regulations);
“CREST Regulations”	the Uncertificated Securities Regulations 2001 (SI 2001 No. 3755), as amended from time to time;
“CSDP”	Central Securities Depository Participant in South Africa;
“Deferred Shares”	the 694,014,407 deferred shares of £0.009 each in the capital of the Company, which would be created as a result of the Subdivision;
“Directors”	the directors of the Company from time to time, each a “Director” ;
“Euroclear”	Euroclear UK & Ireland Limited;
“Existing Ordinary Shares”	the 694,014,407 existing ordinary shares of £0.01 each in the capital of the Company as at the Record Date;
“Form of Proxy”	the form of proxy to be used by Shareholders in respect of the Annual General Meeting;
“HMRC”	Her Majesty’s Revenue and Customs;
“JSE”	JSE Limited, a public company duly incorporated under the company laws of South Africa under registration number 2005/022939/06, licensed as an exchange under the Securities Services Act, 2004 (Act 36 of 2004), as amended;

“New Ordinary Shares”	the 694,014,407 new ordinary shares of £0.001 each in the capital of the Company, which would be created as a result of the Subdivision;
“Notice of Annual General Meeting”	the notice convening the Annual General Meeting, set out on pages 11 to 14 of this document;
“Record Date”	close of business on 24 June 2013;
“Record Date for the Subdivision on the JSE”	close of business on 1 July 2013;
“South African Certificated Shareholders”	Shareholders on the SA Register who have not elected to convert their share certificates in the capital of the Company to uncertificated form under Strate;
“South African Dematerialised Shareholders”	Shareholders on the SA Register who have dematerialised their Ordinary Shares with a CSDP by converting their certificated shares to uncertificated form which is maintained by Strate;
“Shareholders”	the holders of ordinary shares of the Company from time to time, each being a “Shareholder” ;
“Strate”	Strate Limited, a public company duly incorporated under the company laws of South Africa (registration number 1998/022242/06), and a registered central securities depository in terms of the Securities Services Act, 2004 (Act 36 of 2004), as amended;
“Subdivision”	the proposed subdivision of each Existing Ordinary Share into one New Ordinary Share of £0.001 and one Deferred Share of £0.009 each; and
“uncertificated” or “in uncertificated form”	being held in uncertificated form in CREST and title to which by virtue of the CREST Regulations may be transferred by means of CREST.

LETTER FROM THE INDEPENDENT CHAIRMAN OF AFRICAN EAGLE RESOURCES PLC

AFRICAN EAGLE RESOURCES PLC

*Incorporated in England and Wales under the Companies Act 1985
(Registration number 3912362)*

AIM share code: AFE AIM ISIN: GB0003394813

JSE share code: AEA JSE ISIN: GB0003394813

Directors:

Dr. Christopher Pointon (*Independent Chairman*)
Trevor Moss (*Chief Executive Officer*)
Don Newport (*Independent Non-Executive Director*)
Julian McIntyre (*Non-Executive Director*)
Paul Rupia (*Independent Non-Executive Director*)

Registered Office:

1st Floor,
6-7 Queen Street,
London,
EC4N 1SP

31 May 2013

To the Shareholders of African Eagle Resources plc

Dear Shareholder

Annual General Meeting Proposed Subdivision of share capital

1. Introduction

I am pleased to be writing to you with details of the business to be transacted at the Annual General Meeting of the Company (as set out below) which will be held at 9.30 a.m. on Monday, 24 June 2013 at the offices of Mayer Brown International LLP, 201 Bishopsgate, London, EC2M 3AF. The Notice of Annual General Meeting is set out at pages 11 to 14, at the end of this document. A copy of the 2012 Annual Report is expected to be despatched to Shareholders on or around 12 June 2013.

For the reasons set out below, the Board believes it would be appropriate for the Company to subdivide the share capital of the Company.

2. Background to and reasons for the proposed Subdivision

There are currently 694,014,407 Existing Ordinary Shares in issue, all of which trade on AIM and AltX. The nominal value of the Existing Ordinary Shares is £0.01 each.

As at close of business on 29 May 2013 (the latest practical date prior to publication of this Circular), the closing share price of the Existing Ordinary Shares was £0.00825 per share, which is marginally lower than their nominal value. Under the Companies Act, it is not permissible for a company to issue shares at a discount to their nominal value and the Board believes that, for so long as the share price remains at this level, the Company would be unable to raise new share capital without reducing the nominal value of the Existing Ordinary Shares.

As announced by the Company on 15 May 2013, the Directors are currently in discussions, and intend to continue discussions, with major shareholders in relation to the provision of funding for the Company and other potential transactions. Accordingly, the Directors believe that it is important that they have sufficient flexibility to continue discussing these funding options, including providing the power for Directors to issue new ordinary shares in the Company, including for cash if required, if they determine that it is in the best interests of the Company and Shareholders as a whole to do so.

3. Details of the proposed Subdivision

It is proposed that each of the Existing Ordinary Shares of £0.01 be subdivided into:

- 1 New Ordinary Share of nominal value £0.001; and
- 1 Deferred Share of nominal value £0.009.

The effect of the Subdivision will be to decrease the nominal value per ordinary share by a factor of ten to £0.001. The purpose of the issue of the Deferred Shares is to ensure that the Subdivision does not result in a reduction of capital of the Company.

Upon implementation of the Subdivision, Shareholders on the register of members of the Company at the close of business on the Record Date will exchange each Existing Ordinary Share for 1 New Ordinary Share and 1 Deferred Share. The proportion of the issued ordinary share capital of the Company held by each Shareholder following the Subdivision will be unchanged.

The New Ordinary Shares arising on implementation of the Subdivision will have the same rights and benefits as the Existing Ordinary Shares, including voting, dividend and other rights. Following the Subdivision, the number of New Ordinary Shares held by each Shareholder will be the same as the number of Existing Ordinary Shares held by them immediately before the Subdivision takes effect. Whilst the nominal value of the New Ordinary Shares will be approximately 10 times lower than that of the Existing Ordinary Shares following the Subdivision, the overall market capitalisation of the Company is expected to remain the same.

The Deferred Shares will not entitle holders to receive notice of or attend and vote at any general meeting of the Company or to receive a dividend or other distribution or to participate in any return on capital on a winding up other than the nominal amount paid on such shares following a substantial distribution to the holders of ordinary shares in the Company. Accordingly, the Deferred Shares will, for all practical purposes, be valueless and it is the Board's intention that, at an appropriate time, the Company may repurchase the Deferred Shares, cancel or seek to the surrender of the Deferred Shares using such lawful means as the Board may at such time determine.

The following table shows the issued share capital of the Company as at close of business on 29 May 2013 (the latest practical date prior to publication of this Circular) and following the AGM if the Subdivision is approved:

	<i>Number of issued ordinary shares</i>	<i>Number of issued Deferred Shares</i>	<i>Aggregate nominal value of shares in the Company</i>
As at close of business on 29 May 2013	694,014,407	0	£6,940,114.07
Following the AGM	694,014,407	694,014,407	£6,940,114.07

Application will be made for the New Ordinary Shares to be admitted to trading on AIM and AltX. Dealings in the Existing Ordinary Shares will cease at close of business on the date of the Annual General Meeting and dealings in the New Ordinary Shares are expected to commence the following day. The Deferred Shares will not be admitted to trading on AIM or AltX.

4. Settlement

Assuming that the necessary resolution to approve the Subdivision is passed at the Annual General Meeting, it is anticipated that CREST accounts for Shareholders who hold their Existing Ordinary Shares in uncertificated format will be credited with the New Ordinary Shares to which you are entitled on implementation of the Subdivision on 25 June 2013 or as soon as practicable after the Subdivision becomes effective. It is anticipated that accounts of South African Dematerialised Shareholders at their CSDP or broker will be updated in respect of the New Ordinary Shares on 2 July 2013.

Where Shareholders hold their Existing Ordinary Shares in certificated format, new share certificates in respect of the New Ordinary Shares will not be required as existing share certificates will remain valid. Accordingly new share certificates will not be issued to Shareholders.

No share certificates will be issued for, and CREST accounts will not be credited with, the Deferred Shares.

5. Taxation

The following summary is intended as a general guide only and relates only to certain limited aspects of the UK taxation treatment of the Subdivision. It is based on current UK tax law and what the Directors understand to be the current practice of HMRC both of which may change, possibly with retroactive effect. The summary applies only to Shareholders who are resident, and in the case of individual Shareholders domiciled, for tax purposes in (and only in) the UK, who are the absolute beneficial owners of their shares and any dividends paid on them and hold them as an investment. The tax position of certain categories of Shareholders who are subject to special rules (such as persons acquiring their shares in connection with employment, dealers in securities, insurance companies and collective investment schemes) is not considered. Shareholders who are in any doubt as to their tax position or who may be subject to tax in a jurisdiction other than the UK are strongly recommended to consult their own independent tax advisers.

Subject to the foregoing, the Directors expect that for the purposes of UK taxation on chargeable gains the Subdivision should be treated as follows:

- (a) the proposed Subdivision should constitute a reorganisation of the share capital of the Company for the purposes of s126 of the Taxation Chargeable Gains Act 1992. Accordingly, to the extent that a Shareholder receives New Ordinary Shares, the Shareholder should not be treated as making a disposal of all or part of the Shareholder's holding of Existing Ordinary Shares by reason of the Subdivision being implemented, and the New Ordinary Shares and the Deferred Shares which replace a Shareholder's holding of Existing Ordinary Shares (the "new holding") as a result of the Subdivision should be treated as the same asset, acquired at the same time and for the same aggregate cost as the Shareholder's holding of Existing Ordinary Shares was acquired; and
- (b) on a subsequent disposal of the whole or part of the New Ordinary Shares comprised in the new holding, a Shareholder may, depending on his circumstances, be subject to tax on the amount of any chargeable gain realised.

6. Summary of the resolutions to be proposed at the Annual General Meeting

Set out below is an explanation of the resolutions that are to be proposed at the Annual General Meeting, which include the resolutions relating to the Subdivision.

As ordinary business, Resolution 1 to Resolution 7 (inclusive) are proposed as ordinary resolutions and, as special business, Resolution 8 to Resolution 10 (inclusive) are proposed as special resolutions.

(a) *Resolution 1: Approval of 2012 Annual Report*

The Directors must present the 2012 Annual Report to Shareholders at the Annual General Meeting. Resolution 1 approves the 2012 Annual Report.

(b) *Resolution 2: Directors' remuneration report*

The Directors must present the Directors' remuneration report, which is contained in the 2012 Annual Report, to Shareholders. Resolution 2 approves the Directors' remuneration report.

(c) *Resolution 3: Retirement by rotation and re-election of Director*

Pursuant to the Articles of Association, any Director who has been appointed by the Board since the last annual general meeting of the Company shall retire from office and may offer himself for election by Shareholders at an annual general meeting. Paul Rupia was appointed by a resolution of the Board

as a non-executive Director on 27 July 2012. Accordingly, Paul Rupia will retire and offer himself for re-election at the Annual General Meeting.

(d) ***Resolutions 4 and 5: Reappointment and remuneration of Auditors***

The Company is required to appoint Auditors at every annual general meeting at which accounts are presented to Shareholders. The Company's current Auditors are Pricewaterhouse Coopers LLP, who have agreed to continue as Auditors until the conclusion of the next annual general meeting of the Company at which accounts are presented to Shareholders. Resolution 4 approves the re-appointment of Pricewaterhouse Coopers LLP as Auditors of the Company and Resolution 5 authorises the Directors to negotiate and agree the remuneration and payment of the Auditors.

(e) ***Resolution 6: Subdivision of share capital***

As described above, Resolution 6 approves the Subdivision of the Existing Ordinary Shares into New Ordinary Shares and Deferred Shares.

(f) ***Resolution 7: Authority to allot shares***

The Directors may only allot Ordinary Shares or grant rights over Ordinary Shares if authorised to do so by an ordinary resolution of the Company. The general authority granted to the Directors at the last general meeting of the Company (held on 20 June 2012) has now expired. Accordingly, Resolution 7 authorises the Directors to allot equity securities up to an aggregate nominal amount of £3,470,007.20 or, if Resolution 6 and Resolution 9 are passed, £347,000.72, in each case being approximately fifty per cent. of the nominal value of the issued ordinary share capital.

The authority granted by this resolution will expire on the earlier of 24 September 2014 and the date of the next annual general meeting of the Company. As at the date of this letter, the Company did not hold any treasury shares.

(g) ***Resolution 8: Amendment to minimum number of Directors***

Pursuant to Article 20.1 of the Articles of Association the minimum number of Directors shall be not less than five in number. Resolution 8 approves the amendment of Article 20.1 to amend the minimum number of Directors to not less than three in number.

(h) ***Resolution 9: Amendment to Articles of Association in connection with the Subdivision***

Resolution 9 approves the amendment of Articles of Association by inserting a new Article 5.10 setting out the rights attaching to the Deferred Shares created as a result of the Subdivision.

(i) ***Resolution 10: Authority to disapply pre-emption rights***

Under the Companies Act, the Directors may not allot certain equity securities unless a pre-emptive offer is first made to Shareholders. The Directors can allot equity securities as if this section did not apply to the allotment if authorised to do so by special resolution of the Company. The general authority granted to the Directors at the last general meeting of the Company (held on 20 June 2012) has now expired.

Resolution 10 authorises the Directors to allot equity securities as if section 561(1) of the Companies Act did not apply to:

- (a) the allotment of equity securities in connection with a rights issue; and
- (b) the allotment (otherwise than pursuant to paragraph (a) above) of equity securities up to an aggregate nominal amount of £3,470,007.20 or, if Resolution 6 and Resolution 9 are passed, £347,000.72 (which, in each case, is approximately fifty per cent. of the nominal value of the issued ordinary share capital).

The authority granted by this resolution will expire on the earlier of 24 September 2014 and the date of the next annual general meeting of the Company.

The Directors believe that it is important that they have sufficient flexibility to continue discussing the funding options available to the Company, including that the Directors have power to issue new ordinary shares in the Company on a non pre-emptive basis, if the Directors determine that it is in the best interests of the Company and Shareholders as a whole to do so.

7. Action to be taken at the Annual General Meeting

A Form of Proxy is enclosed with this document for use by Shareholders in connection with the Annual General Meeting. Whether or not Shareholders intend to be present at the Annual General Meeting, they are requested to complete, sign and return the enclosed Form of Proxy in accordance with the instructions printed thereon so as to arrive as soon as possible and in any event not later than 9.30 a.m. on 22 June 2013 being 48 hours before the time appointed for holding the Annual General Meeting. Shareholders whose shares are traded on AIM should return the Form of Proxy to Capita Registrars, PXS, 34 Beckenham Road, Beckenham, BR3 4TU and Shareholders whose shares are traded on AltX should return the Form of Proxy to the Transfer Secretaries in South Africa being Computershare Investor Services Proprietary Limited, Ground Floor, 70 Marshall Street, Johannesburg, 2001 (PO Box 61051, Marshalltown, 2107). The completion and return of the Form of Proxy will not preclude a Shareholder from attending the Annual General Meeting and voting in person should he wish to do so. Shareholders who hold their shares through a nominee should instruct the nominee to submit the Form of Proxy on their behalf.

8. Communications with Shareholders

The Company wishes to communicate with Shareholders through its website rather than the traditional means of sending paper copies of all the documents to each member. Article 40.2 of the Articles of Association entitles the Company to do this.

Your attention is drawn to the enclosed communications card. The communications card enables you to advise the Company if you wish to continue to receive paper copies of shareholder documentation and information. You should complete and return the communications card by 28 June 2013. If you make no election before 28 June 2013, you will be deemed to have agreed to the Company sending communications to you by means of its website: www.africaneagle.co.uk. If at any time in the future you wish to receive a paper copy of any document or information, you will be sent these on request.

The enclosed communications card also invites you to advise us if you would prefer to receive notifications of documents and information communicated through the website by email. If you do not consent to electronic notification, you will receive a hard copy notice in the post (unless you have requested paper copy documents).

9. Recommendation

The Directors consider that all resolutions to be put to the Annual General Meeting and the Subdivision is in the best interests of the Company and the Shareholders as a whole and are most likely to promote the success of the Company for the benefit of its Shareholders as a whole. Accordingly, the Directors unanimously recommend that Shareholders vote in favour of all the proposed resolutions, as the Directors intend to do in respect of their own beneficial shareholdings in the Company.

Yours sincerely

Dr. Christopher Pointon
Independent Chairman

NOTICE OF ANNUAL GENERAL MEETING

AFRICAN EAGLE RESOURCES PLC

Incorporated in England and Wales under the Companies Act 1985

(Registration number 3912362)

AIM share code: AFE AIM ISIN: GB0003394813

JSE share code: AEA JSE ISIN: GB0003394813

("the Company")

Notice is hereby given that the Annual General Meeting of the Company will be held at the offices of Mayer Brown International LLP, 201 Bishopsgate, London, EC2M 3AF, United Kingdom on Monday, 24 June 2013 at 9.30 a.m. (London, UK time) for the following purposes:

ORDINARY RESOLUTIONS

As ordinary business, to consider and, if thought fit, pass Resolution 1 to Resolution 7 (inclusive) as ordinary resolutions:

1. THAT, the financial statements of the Company for the period from 1 January 2012 to 31 December 2012 ("**2012 Annual Report**"), including the reports of the Company's auditors and directors contained in them, be and are now received and adopted.
2. THAT, the directors' remuneration report contained within the 2012 Annual Report be and is now adopted and approved.
3. THAT, Paul Rupia be re-elected as a director.
4. THAT, Pricewaterhouse Coopers LLP be and are now re-appointed as auditors to the Company to hold office until the conclusion of the next annual general meeting of the Company.
5. THAT, the directors of the Company be and are now authorised to determine the remuneration of the auditors.
6. THAT, subject to and conditional on the passing of Resolution 9, each of the ordinary shares of £0.01 each in the capital of the Company in issue at the close of business on the date of this meeting (or such other time and date as the Board may determine) be subdivided into one ordinary share of £0.001 in the capital of the Company, having the same rights, being subject to the restrictions and ranking *pari passu* in all respects with the existing ordinary shares of £0.01 each in the capital of the Company (*save as to nominal value*), and one deferred share of £0.009 each in the capital of the Company, having the rights and being subject to the restrictions set out in the articles of association, as amended pursuant to Resolution 9 below.
7. THAT, in accordance with section 551 of the Companies Act 2006 ("**2006 Act**"), the directors be generally and unconditionally authorised to allot shares in the Company or grant rights to subscribe for or to convert any security into shares in the Company ("**Rights**") up to a maximum aggregate nominal amount of £3,470,007.20 or, if Resolution 6 and Resolution 9 are passed £347,000.72 (in each case being approximately fifty per cent. of the issued ordinary share capital of the Company) to such persons and at such times and upon such conditions as the directors may determine, such authority shall, unless renewed, varied or revoked by the Company, expire at the earlier of the end of the next Annual General Meeting of the Company to be held after the date on which this resolution is passed and 24 September 2014, 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 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 2006 Act.

SPECIAL RESOLUTIONS

As special business, to consider, and if thought fit, pass Resolution 8 to Resolution 10 (inclusive) as special resolutions:

8. THAT, the minimum number of directors be decreased to three by amending the articles of association by deleting the words “not less than 5 in number” in Article 20.1 and replacing them with the words “not less than 3 in number”.
9. THAT, subject and conditional on the passing of Resolution 6, the articles of association be amended by:
 - (a) inserting in Article 1.1 the following definition:

“**Deferred Shares**” the deferred shares of £0.009 each in the capital of the Company with the rights set out in Article 5.10;
 - (b) inserting the following Article as a new Article 5.10:

“5.10 The rights and restrictions attached to the Deferred Shares shall be as follows:

 - 5.10.1 As regards income, the holders of the Deferred Shares shall not be entitled to receive any dividend out of the profits of the Company available for distribution and resolved to be distributed in respect of any financial year or any other income or right to participate therein.
 - 5.10.2 As regards capital on a distribution of assets on a winding-up or other return of capital (otherwise than on conversion or redemption on purchase by the Company of any of its shares), the holders of the Deferred Shares shall be entitled to receive the amount paid up on their shares after there shall have been distributed (in cash or *in specie*) to the holders of the ordinary shares the amount of £100,000,000 in respect of each ordinary share held by them respectively. For this purpose distributions in currency other than sterling shall be treated as converted into sterling, and the value for any distribution *in specie* shall be ascertained in sterling, in each case in such manner as the Directors of the Company in general meeting may approve. The Deferred Shares shall not entitle the holders thereof to any further or other right of participation in the assets of the Company.
 - 5.10.3 As regards voting, the holders of Deferred Shares shall not be entitled to receive notice of or to attend (either personally or by proxy) any general meeting of the Company or to vote (either personally or by proxy) on any resolution to be proposed thereat.
 - 5.10.4 The rights attached to the Deferred Shares shall not be deemed to be varied or abrogated by the creation or issue of any new shares ranking in priority to or *pari passu* with or subsequent to such shares. In addition, neither the passing by the Company of any resolution for the cancellation of the Deferred Shares for no consideration by means of a reduction of capital requiring the confirmation of the Court nor the obtaining by the Company nor the making by the Court of any order confirming any such reduction of capital nor the becoming effective of any such order shall constitute a variation, modification or abrogation of the rights attaching to the Deferred Shares and accordingly the Deferred Shares may at any time be cancelled for no consideration by means of a reduction of capital effected in accordance with applicable legislation without sanction on the part of the holders of the Deferred Shares.
 - 5.10.5 Notwithstanding any other provision of these Articles, the Company shall have the power and authority at any time to purchase all or any of the Deferred Shares for an aggregate consideration of £1.

5.10.6 The Company shall have irrevocable authority to appoint any person to execute on behalf of the holders of the Deferred Shares a transfer/cancellation of the Deferred Shares and/or an agreement to transfer/cancel the same, without making any payment to the holders of the Deferred Shares to such person or persons as the Company may determine as custodian thereof and, pending such transfer and/or cancellation and/or purchase, to retain the certificate(s) if any, for such shares.

5.10.7 The Company may, at its option and subject to compliance with the provisions of applicable legislation, at any time after the adoption of this Article, cancel such shares by way of reduction of capital for no consideration.

5.10.8 Notwithstanding any other provision of these Articles, and unless specifically required by the provisions of applicable legislation, the Company shall not be required to issue any certificates or other documents of title in respect of the Deferred Shares.

10. THAT, subject to the passing of Resolution 7, the Directors be given the general power to allot equity securities (such terms as defined by section 560 of 2006 Act) either pursuant to the authority conferred by Resolution 7 or by way of a sale of treasury shares, as if section 561(1) of the 2006 Act did not apply to any such allotment, provided that this power shall be limited to:

- (a) the allotment of equity securities in connection with an offer by way of a rights issue to the holders of ordinary shares in proportion (as nearly as may be practicable) to their respective holdings but subject to such exclusions or other arrangements as the Board may deem necessary or expedient in relation to treasury shares, fractional entitlements, record dates, legal or practical problems in or under the laws of any territory or the requirements of any regulatory body or stock exchange; and
- (b) the allotment (otherwise than pursuant to paragraph (a) above) of equity securities up to an aggregate nominal amount of £3,470,007.20 or, if Resolution 6 and Resolution 9 are passed £347,000.72.

The power granted by this resolution will expire at the earlier of the conclusion of the Company's next annual general meeting (unless renewed, varied or revoked by the Company prior to or on such date) and 24 September 2014 save that the Company may, before such expiry make offers or agreements 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.

This resolution revokes and replaces all unexercised powers previously granted to the Directors to allot equity securities as if section 561(1) of the 2006 Act did not apply but without prejudice to any allotment of equity securities already made or agreed to be made pursuant to such authorities.

By order of the Board

Registered Office:

1st Floor
6-7 Queen Street
London EC4N 1SP
United Kingdom

Will Slack
Company Secretary

31 May 2013

Notes:

1. As a shareholder of the Company you are entitled to appoint a proxy to exercise all or any of your rights to attend, speak and vote at a general meeting of the Company. You can only appoint a proxy using the procedures set out in these notes.
2. 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.
3. A proxy does not need to be a shareholder of the Company but must attend the meeting to represent you. To appoint as your proxy a person other than the Chairman of the meeting, insert their full name in the box. If you sign and return this proxy form with no name inserted in the box, the Chairman of the meeting will be deemed to be your proxy. Where you appoint as your proxy someone other than the Chairman, you are responsible for ensuring that they attend the meeting and are aware of your voting intentions. If you wish your proxy to make any comments on your behalf, you will need to appoint someone other than the Chairman and give them the relevant instructions directly.
4. You may not appoint more than one proxy to exercise rights attached to any one share.
5. To direct your proxy how to vote on the resolutions mark the appropriate box with an 'X'. To abstain from voting on a resolution, select the relevant "Vote withheld" box. 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 you give no voting indication, 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.
6. For shareholders whose shares are traded on AIM, to appoint a proxy you must:
 - (a) Ensure that the attached proxy form is completed, signed and sent to Capita Registrars Limited, PXS, 34 Beckenham Road, Beckenham, BR3 4TU, United Kingdom;
 - (b) Register electronically by logging onto www.capitaregistrars.com. Full details of how to register are given on that website. Your proxy appointment must be received by Capita Registrars no later than 9.30 a.m. (London, UK time) on 22 June 2013.
7. For shareholders whose shares are traded on AltX, to appoint a proxy you must ensure that the attached proxy form is completed, signed and sent to the Transfer Secretaries in South Africa being Computershare Investor Services Proprietary Limited, Ground Floor, 70 Marshall Street, Johannesburg, 2001 (PO Box 61051, Marshalltown, 2107). Your proxy appointment must be received by Transfer Secretaries in South Africa being Computershare Investor Services Proprietary Limited no later than 9.30 a.m. (London, UK time) on 22 June 2013.
8. In the case of a shareholder which is a company, the Form of Proxy must be executed under its common seal or signed on its behalf by an officer of the company or an attorney for the company.
9. Any power of attorney or any other authority under which this proxy form is signed (or a duly certified copy of such power or authority) must be included with the proxy form.
10. 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 shareholders in respect of the joint holding (the first-named being the most senior).
11. 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.
12. 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.
13. Pursuant to Regulation 41 of the Uncertificated Securities Regulations 2001, the time by which a person must be entered on the register of shareholders in order to have the right to attend and vote at the Annual General Meeting is 6.00 p.m. (London, UK time) on 22 June 2013, (being not more than 48 hours prior to the time fixed for the Meeting) or, if the Meeting is adjourned, such time being not more than 48 hours prior to the time fixed for the adjourned meeting. Changes to entries on the register of shareholders after that time will be disregarded in determining the right of any person to attend or vote at the Meeting.

