

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION. It contains the resolution to be voted on at a General Meeting of the Company to be held on 28 December 2016. If you are in any doubt about the contents of this document or the action you should take, you are recommended to seek your own financial advice immediately from your stockbroker, bank manager, solicitor, accountant or other independent financial adviser who is authorised under the Financial Services and Markets Act 2000 (as amended) ("FSMA").

If you have sold or otherwise transferred all of your Ordinary Shares, please immediately forward this document, together with the accompanying Form of Proxy, 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. Such documents should, however, not be forwarded to or transmitted into any jurisdiction outside of the UK. Any failure to comply with such restriction may constitute a violation of the securities laws of any such jurisdiction.

If you have sold only part of your holding of Ordinary Shares, please retain this document and the accompanying Form of Proxy and contact your stockbroker, bank or other agent through whom the sale or transfer was effected immediately.

Application will be made to the London Stock Exchange for the Placing Shares to be admitted to trading on AIM. It is anticipated that such admission will become effective, and that dealings will commence, at 08:00 a.m. on 6 December 2016 in respect of the First Placing Shares and at 08:00 a.m. on 29 December 2016 in respect of the Second Placing Shares.

Forbidden Technologies plc

(Incorporated and registered in England and Wales under the Companies Act 1985 with registered number 03507286)

Proposed Placing of 30,000,000 new Ordinary Shares at 10 pence per share

and

Notice of General Meeting

Nominated Adviser and Broker



Your attention is drawn to the letter from the Chairman which is set out in this document and, in particular, to paragraph 8 which contains the unanimous recommendation of the Directors that Shareholders vote in favour of the Resolution to be proposed at the General Meeting.

Notice of the Company's General Meeting, to be held at 10.00 a.m. on 28 December 2016 at Tuition House, 27–37 St. George's Road, Wimbledon, London SW19 4EU, is set out at the end of this document. The accompanying Form of Proxy for use in connection with the General Meeting should be completed and returned as soon as possible and, in any event, so as to reach the Company's registrars, Capita Asset Services, PXS, 34 Beckenham Road, Beckenham, Kent BR3 4TU by not later than 10.00 a.m. on 26 December 2016. Completion and return of a Form of Proxy will not preclude a Shareholder from attending and voting at the General Meeting should he or she so wish.

Allenby Capital Limited ("**Allenby Capital**"), which is authorised and regulated in the United Kingdom by the Financial Conduct Authority (the "**FCA**"), is acting as nominated adviser and broker to the Company in relation to the Placing and Admission. The responsibilities of Allenby Capital (as the Company's nominated adviser and broker under the AIM Rules) are owed solely to London Stock Exchange plc and are not owed to the Company or to any Director, shareholder or any other person, in respect of his or her decision to acquire shares in the Company in reliance on any part of this document, or otherwise. Allenby Capital is not making any representation or warranty, express or implied, as to the contents of this document. Allenby Capital will not be offering advice and will not otherwise be responsible for providing customer protections to recipients of this document in respect of the Placing or any acquisition of shares in the Company.

This document does not constitute a prospectus for the purposes of section 85 of FSMA and any offer to the public is exempt by virtue of section 86 of FSMA, nor does it constitute an admission document drawn up in accordance with the AIM Rules for Companies. This document has not been approved for issue by any person for the purposes of section 21 of FSMA. This document does not constitute or form part of any offer or invitation to buy, subscribe for, or sell Ordinary Shares in any jurisdiction in which such offer or solicitation is unlawful. In particular, the Placing Shares have not been, and will not be, registered under the United States Securities Act of 1933 as amended (the "**Securities Act**") or qualified for sale under the laws of any state of the United States or under the applicable laws of any of Canada, Australia, the Republic of South Africa or Japan and, subject to certain exceptions, may not be offered or sold in the United States or to, or for the account or benefit of, US persons (as such term is defined in Regulation S under the Securities Act) or to any national, resident or citizen of Canada, Australia, the Republic of South Africa or Japan. The distribution or transmission of this document in jurisdictions other than the UK may be restricted by law and, therefore, persons into whose possession this document comes should inform themselves about and observe such restrictions. Any failure to comply with these restrictions may constitute a violation of the securities laws of any such jurisdiction. In particular, this document may not be distributed, directly or indirectly, in or into the United States, Canada, the Republic of South Africa, Australia or Japan. Overseas shareholders and any person (including, without limitation, nominees and trustees), who have a contractual or other legal obligation to forward this document to a jurisdiction outside the UK should seek appropriate advice before taking any action.

No person has been authorised to give any information or make any representation and, if given or made, such information or representation must not be relied upon as having been so authorised by the Company, the Directors or Allenby Capital.

Copies of this document are available free of charge on the Company's website www.forbidden.co.uk.

FORWARD-LOOKING STATEMENTS

This document includes "forward-looking statements" which includes all statements other than statements of historical fact, including, without limitation, those regarding the Company's financial position, business strategy, plans and objectives of management for future operations, or any statements preceded by, followed by or that include the words "targets", "believes", "expects", "aims", "intends", "will", "may", "anticipates", "would", "could" or similar expressions or negatives thereof. Such forward-looking statements involve known and unknown risks, uncertainties and other important factors beyond the Company's control that could cause the actual results, performance or achievements of the Company to be materially different from future results, performance or achievements expressed or implied by such forward-looking statements. Such forward-looking statements are based on numerous assumptions regarding the Company's present and future business strategies and the environment in which the Company will operate in the future. These forward-looking statements speak only as at the date of this document. The Company expressly disclaims any obligation or undertaking to disseminate any updates or revisions to any forward-looking statements contained herein to reflect any change in the Company's expectations with regard thereto or any change in events, conditions or circumstances on which any such statements are based unless required to do so by applicable law or the AIM Rules.

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DIRECTORS AND ADVISERS

Directors	David Main (<i>Chairman</i>) Aziz Musa (<i>Chief Executive Officer</i>) Jonathan Lees (<i>Chief Financial Officer</i>) Stephen Streater (<i>Research and Development Director</i>) Jim Irving (<i>Non-Executive Director</i>) Andrew Bentley (<i>Non-Executive Director</i>)
Company Secretary	Martin Kay
Nominated adviser and broker	Allenby Capital Limited 3 St. Helen's Place London EC3A 6AB United Kingdom
Legal advisers to the Company	Blake Morgan LLP 6 New Street Square London EC4A 3DJ United Kingdom
Legal advisers to the nominated adviser and broker	Fieldfisher Riverbank House 2 Swan Lane London EC4R 3TT United Kingdom
Registrar	Capita Asset Services, a division of Capita Registrars Limited 34 Beckenham Road, Beckenham, Kent BR3 4TU United Kingdom

PLACING STATISTICS

Number of Existing Ordinary Shares	150,486,199
Placing Price per Placing Share	10 pence
Number of First Placing Shares	7,524,250
Number of Second Placing Shares	22,475,750
Total number of Placing Shares being placed on behalf of the Company	30,000,000
Enlarged Share Capital immediately following the Placing and Admission	180,486,199
Number of Placing Shares as a percentage of the Enlarged Share Capital	16.62 per cent.
Estimated net proceeds receivable by the Company	£2.81 million

EXPECTED TIMETABLE OF PRINCIPAL EVENTS

Latest time and date for receipt of completed Forms of Proxy	10:00 a.m. on 26 December 2016
Admission and commencement of dealings in the First Placing Shares	08:00 a.m. on 6 December 2016
General Meeting	10:00 a.m. on 28 December 2016
Admission and commencement of dealings in the Second Placing Shares	08:00 a.m. on 29 December 2016

DEFINITIONS

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

“Act”	the Companies Act 2006 (as amended);
“Admission”	First Admission and/or Second Admission (as the context requires);
“AIM”	the market of that name operated by the London Stock Exchange;
“AIM Rules”	the AIM Rules for Companies and (where the context admits) the AIM Rules for Nominated Advisers (each as amended from time to time);
“Allenby Capital”	Allenby Capital Limited, a private limited company incorporated in England & Wales under registered number 6706681 and having its registered office at 3 St Helen’s Place, London, EC3A 6AB, the Company’s nominated adviser and broker for the purposes of the Placing and Admission;
“Board” or “Directors”	the directors of the Company as at the date of this document, whose names are set out on page 4 of this document;
“Company” or “Forbidden”	Forbidden Technologies plc, a public limited company incorporated in England & Wales under registered number 03507286 and having its registered office at Tuition House, 27-37 St. George’s Road, Wimbledon, London, SW19 4EU;
“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;
“CREST Regulations”	the Uncertificated Securities Regulations 2001 (SI 2001/3755) including any enactment or subordinate legislation which amends or supersedes those regulations and any applicable rules made under those regulations or any such enactment or subordinate legislation for the time being in force;
“Enlarged Share Capital”	the number of Ordinary Shares in issue immediately following the Placing and Admission;
“Existing Ordinary Shares”	the 150,486,199 Ordinary Shares of 0.8 pence each in the capital of the Company in issue at the date of this document;
“First Admission”	admission of the First Placing Shares to trading on AIM becoming effective in accordance with Rule 6 of the AIM Rules;
“First Placing Shares”	the 7,524,250 new Ordinary Shares which are to be placed in accordance with the Placing Agreement without being conditional on the passing of the Resolution;
“Form of Proxy”	the form of proxy enclosed with this document for use by Shareholders in connection with the General Meeting;
“General Meeting” or “GM”	the general meeting of the Company convened for 10:00 a.m. on 28 December 2016, notice of which is set out on page 12 of this document;
“London Stock Exchange”	the London Stock Exchange Group plc;
“Notice of GM”	the notice convening the GM, which is set out on page 12 of this document;
“Options”	options over Ordinary Shares in the Company;
“Ordinary Shares”	the ordinary shares of 0.8 pence each in the capital of the Company in issue from time to time;
“Placees”	subscribers for Placing Shares pursuant to the Placing;

“Placing”	the conditional placing of the Placing Shares by Allenby Capital as broker for the Company at the Placing Price pursuant to the Placing Agreement;
“Placing Agreement”	the conditional agreement dated 30 November 2016 between the Company and Allenby Capital relating to the Placing;
“Placing Price”	10 pence per Placing Share;
“Placing Shares”	the 30,000,000 new Ordinary Shares to be issued pursuant to the Placing which have been conditionally placed by Allenby Capital, comprising the First Placing Shares and the Second Placing Shares;
“Resolution”	the resolution set out in the Notice of GM;
“Second Admission”	admission of the Second Placing Shares to trading on AIM becoming effective in accordance with Rule 6 of the AIM Rules;
“Second Placing Shares”	the 22,475,750 new Ordinary Shares which are to be placed in accordance with the Placing Agreement conditionally (<i>inter alia</i>) on the passing of the Resolution at the GM;
“Shareholders”	holders of Ordinary Shares and the term “Shareholder” shall be construed accordingly;
“United Kingdom” or “UK”	the United Kingdom of Great Britain and Northern Ireland; and
“£” and “pence”	pounds and pence sterling respectively, being the lawful currency of the United Kingdom.

LETTER FROM THE CHAIRMAN
FORBIDDEN TECHNOLOGIES PLC

(Incorporated and registered in England and Wales under the Companies Act 1985, with registered number 03507286)

Directors:

David Main (*Chairman*)
Aziz Musa (*Chief Executive Officer*)
Jonathan Lees (*Chief Financial Officer*)
Stephen Streater (*Research and Development Director*)
Jim Irving (*Non-Executive Director*)
Andrew Bentley (*Non-Executive Director*)

Registered Office:

Tuition House
27-37 St. George's Road
Wimbledon
London
SW19 4EU

1 December 2016

Dear Shareholder (and, for information only, holders of Options)

Placing and Notice of General Meeting

1. Introduction

The Company announced earlier today a proposed placing to raise £3 million (before expenses) through the issue of 30,000,000 new Ordinary Shares at the Placing Price per new Ordinary Share in two tranches: the First Placing Shares and the Second Placing Shares.

The allotment of the Second Placing Shares is conditional, *inter alia*, upon the Company obtaining approval of Shareholders at the General Meeting to disapply Shareholders' statutory pre-emption rights which would otherwise apply to the allotment of the Second Placing Shares.

The purpose of this document is, amongst other things, to explain the background to and reasons for the Placing and to explain why the Board believes that the Placing will promote the growth and success of the Company for the benefit of the Shareholders as a whole, and seeks Shareholder approval to the passing of the Resolution at the General Meeting of the Company.

This document also contains the Directors' recommendation that Shareholders vote in favour of the Resolution. Notice of the General Meeting, at which the Resolution will be proposed, is set out at the end of this document. A Form of Proxy is also enclosed with this document for use at the GM.

The placing of the Second Placing Shares is conditional, *inter alia*, upon Shareholders passing the Resolution at the General Meeting. The Directors intend to vote in favour of the Resolution in respect of their own beneficial holdings in the Company which amount in aggregate to 64,551,428 Ordinary Shares and represent approximately 43 per cent. of the Company's Existing Ordinary Shares.

The Directors believe that the Placing is the most appropriate way to raise additional funds for Forbidden. The Directors consider that the Placing provides greater certainty than other available means of raising additional funds in a timely fashion and minimises transactional costs.

2. Background to and reasons for the Placing

The Company operates in the large and growing cloud video market. With its platform of cloud video applications and its relationships, including those with Amazon Web Services and Microsoft Azure, Forbidden is well positioned in this market. The Company's focus is on helping customers unlock the value of their content by reducing the time to market from camera to screen, and increasing the ease and efficiency of using content in multiple ways.

On 6 September 2016, the Company announced its interim results for the six months ended 30 June 2016. As highlighted, the Company raised £1.2 million (net) in an institutional fundraise announced in May 2016 which provided the Company with liquid funds of £1.8 million at 30 June 2016. The Company is beginning to see the benefits of the leaner cost structure that it implemented in May 2016, accruing a cost saving of approximately £1 million on an annualised basis. Additionally, the Company grew its sales force and increased invoiced sales to £445,000, reflecting a 25 per cent. growth compared to the equivalent period in the previous year. The Company's invoiced sales growth follows the relatively flat invoiced sales amounts for each of the four previous six month periods which ranged between £342,000 and £355,000.

Aligned with the Company's increased financial performance have been some operational changes. Significantly, Aziz Musa, the Company's CEO, has been directly leading the larger sales team. Under his leadership, the sales and marketing team have implemented a new sales and marketing process. With this new process and a focus on selling against the revenue benefits of our applications, the Company is seeing a material growth in our sales pipeline.

In this second half of the year, there continues to be commercial traction in sports video solutions and overall in the US market, including, as announced on 1 August 2016, a partnership with an iconic sports, music and entertainment venue in New York. The eva and Captevate applications are now included as part of the Forscene platform and, where appropriate, are part of our proposals to potential clients. In addition, the 12 month proof of concept, with a UK broadcaster and global US technology company, is well underway.

The sales growth generated in the first six months is continuing which means we will be successful in delivering invoiced sales growth this year whilst also realising approximately £0.5 million in cost savings (both operational and capital expenditure) over 2015. The Company had a cash balance of £1.2 million as at 31 October 2016. The sales growth momentum is expected to continue into 2017.

It is against this growth momentum that the Company is raising additional funds to ensure that the Company has adequate capital to finance further sales, sales support, sales implementation and product development support where necessary. Management is committed to ensuring that the Company's growth continues, and is optimised, whilst also targeting profitability in 2018.

3. Details of the Placing and use of proceeds

The Placing is expected to raise a total of £3 million before expenses. The net proceeds of the Placing, which will be approximately £2.81 million, will be used to increase the Company's sales and sales support capabilities, effectively resource larger contracts with new customer implementation capabilities, respond more rapidly to additional revenue related product development requirements and strengthen the Company's balance sheet for larger strategic sales.

Under the Placing, the Company has conditionally raised £3 million (before expenses) through a placing of 30,000,000 Ordinary Shares at 10p per share with institutional and other investors. The Company has entered into a Placing Agreement with Allenby Capital under which Allenby Capital has agreed to use its reasonable endeavours to procure Placees for the Placing Shares at the Placing Price. The Placing has not been underwritten.

The Placing Shares will represent approximately 16.62 per cent. of the Enlarged Share Capital. The Placing Price represents a discount of approximately 11 per cent. to the closing mid-market price on AIM of 11.25 pence per Existing Ordinary Share on 30 November 2016, being the last dealing day prior to publication of this document.

The Company currently has limited authority to issue new Ordinary Shares for cash on a non-pre-emptive basis. Accordingly, the Placing is being conducted in two tranches.

The first tranche of the Placing, to raise a total of £752,425 by the issue of 7,524,250 Ordinary Shares (being the First Placing Shares) at 10p each, has been carried out within the Company's existing share allotment authorities. Application has been made for the First Placing Shares to be admitted to trading on AIM and it is expected that their admission to AIM will take place on 6 December 2016. The allotment of the First Placing Shares is conditional, *inter alia*, upon First Admission and the Placing Agreement becoming unconditional in respect of the First Placing Shares and not being terminated in accordance with its terms prior to First Admission.

The second tranche of the Placing, to raise a total £2,247,575 by the issue of 22,475,750 Ordinary Shares (being the Second Placing Shares) at 10p each, is conditional upon, *inter alia*, the passing of the resolution to be put to shareholders of the Company at the General Meeting (granting the Directors authority to issue and allot new ordinary shares otherwise than on a pre-emptive basis). In addition, the allotment of the Second Placing Shares is conditional, *inter alia*, on the Placing Agreement becoming unconditional in respect of the Second Placing Shares and not being terminated in accordance with its terms prior to Second Admission. It is expected that Second Admission will take place on 29 December 2016.

The Placing Agreement contains, *inter alia*, customary undertakings and warranties given by the Company in favour of Allenby Capital as to the accuracy of information contained in this document and other matters relating to the Company. Allenby Capital may terminate the Placing Agreement in specified circumstances prior to Admission, including, *inter alia*, for material breach of the Placing Agreement or any other warranties contained in it and in the event of certain *force majeure* events occurring.

The Placing Agreement is conditional so far as concerns the Second Placing upon, *inter alia*, Second Admission occurring by not later than 8.00 a.m. on 29 December 2016 (or such later time and/or date as the Company and Allenby Capital may agree, not being later than 8.00 a.m. on 31 January 2017). If such condition is not satisfied or, if applicable, waived, the Second Placing will not proceed.

The Placing Shares will be issued credited as fully paid and will rank *pari passu* in all respects with the Existing Ordinary Shares, including the right to receive dividends and other distributions declared on or after the date on which they are issued.

It is expected that CREST accounts will be credited on the relevant day of Admission and that share certificates (where applicable) will be despatched within 5 working days of Admission.

4. Application for Admission to AIM

Application will be made to the London Stock Exchange for the Placing Shares to be admitted to trading on AIM. It is anticipated that such admission will become effective and that dealings in the First Placing Shares will commence at 08:00 a.m. on 6 December 2016 and that admission will become effective and dealings in the Second Placing Shares will commence at 08:00 a.m. on 29 December 2016.

5. General Meeting

The notice convening the General Meeting to be held at Tuition House, 27–37 St. George's Road, Wimbledon, London SW19 4EU at 10.00 a.m. on 28 December 2016 is set out at the end of this document. At the General Meeting, Shareholders will consider a resolution, to be passed as a special resolution, to disapply Shareholders' statutory pre-emption rights which would otherwise apply to the allotment of the Second Placing Shares.

6. Action to be taken

Shareholders will find accompanying this document a Form of Proxy for use at the General Meeting. Whether or not Shareholders intend to be present at the GM, they are requested to complete, sign and return the Form of Proxy in accordance with the instructions printed on it to the Company's registrars, Capita Asset Services, as soon as possible and, in any event, so as to arrive no later than 10:00 a.m. on 26 December 2016. Completion and return of the Form of Proxy will not affect Shareholders' rights to attend and vote in person at the General Meeting if they so wish. Further information regarding the appointment of proxies can be found in the notes to the Notice of GM.

Shareholders who hold their Ordinary Shares in uncertificated form and receive this document and the accompanying Form of Proxy through their broker or other intermediary, should complete and send a letter of direction in accordance with the instructions provided by their broker or other intermediary. Many brokers provide a form and opportunity to submit voting instructions online.

7. Documents Available

Copies of this document will be available to the public, free of charge, at the Company's registered office and at the offices of Allenby Capital, 3 St Helen's Place, London, EC3A 6AB, during usual business hours on any weekday (Saturdays, Sundays and public holidays excepted) for one month from the date of this document. This document will also be available on the Company's website, www.forbidden.co.uk.

8. Recommendation

The Board considers the Placing to be in the best interests of the Company and its Shareholders as a whole and therefore the Directors unanimously recommend that Shareholders vote in favour of the Resolution to be proposed at the General Meeting, as they intend to do in respect of their aggregate holding of 64,551,428 Existing Ordinary Shares (representing approximately 43 per cent. of the Company's existing share capital).

Yours sincerely

David Main
Chairman

Forbidden Technologies plc

(Incorporated and registered in England and Wales with registered number 03507286)

NOTICE OF GENERAL MEETING

NOTICE is hereby given that a General Meeting of Forbidden Technologies plc (the "Company") will be held at Tuition House, 27–37 St. George's Road, Wimbledon, London SW19 4EU at 10:00 am on 28 December 2016 for the purpose of considering and, if thought fit, passing the following resolution which will be proposed as a special resolution:

Special Resolution

THAT, in addition to any existing authorities in that regard, the Directors be and are hereby empowered pursuant to section 570 of the Companies Act 2016 (the "Act") to allot equity securities (as defined in section 560 of the Act) for cash, pursuant to the authority conferred on them to allot such shares or grant such rights by resolution passed at the Company's 2016 AGM on 6 June 2016 up to a maximum nominal value of £179,806 as if sub-section (1) of section 561 of the Act did not apply to any such allotment, provided that this power shall expire on 31 January 2017 save that the Company may at any time before such expiry make an offer or agreement which might require such shares to be allotted after such expiry and the Directors may issue and allot shares in pursuance of such offer or agreement notwithstanding that the authority hereby conferred has expired.

Dated: 1 December 2016

By order of the Board,

Martin Kay
Company Secretary

Registered Office:

Tuition House
27–37 St. George's Road
Wimbledon
London SW19 4EU

Notes:

- 1 As at 30 November 2016 (being the latest practicable date before publication of this document), the issued share capital of the Company comprised 150,486,199 ordinary shares of 0.8 pence each and the total number of voting rights was 150,486,199. There are no shares in the capital of the Company held by the Company in treasury.
- 2 Shareholders entitled to attend and vote at the General Meeting are entitled to appoint a proxy to exercise all or any of their rights to attend, speak and vote (including on a poll) on their behalf at the meeting and at any adjournment of it. A form of proxy for use by shareholders is enclosed with this document (the "Form of Proxy"). A shareholder may appoint more than one proxy in relation to the meeting provided that each proxy is appointed to exercise the rights attached to a different share or shares held by that shareholder. To appoint more than one proxy, you may photocopy the Form of Proxy. Please indicate the proxy holder's name and the number of shares in relation to which they are authorised to act as your proxy (which, in aggregate, should not exceed the number of ordinary shares held by you). A proxy need not be a member of the Company but must attend the General Meeting in person.
- 3 Details of how to appoint the Chairman of the meeting or another person as your proxy are set out in the notes to the Form of Proxy.
- 4 To be valid any Form of Proxy or other instrument appointing a proxy must be received by post at, or (during normal business hours) delivered by hand to, Capita Asset Services, PXS, 34 Beckenham Road, Beckenham, Kent BR3 4TU by no later than 10:00 am on 26 December 2016, together with, if appropriate, the original power of attorney or other authority (if any) under which the Form of Proxy is signed or a duly certified copy of that power or authority. In the case of a corporation, the Form of Proxy must be executed under its common seal or under the hand of any officer or attorney duly authorised. The return of a completed Form of Proxy or other such instrument will not prevent a shareholder attending the meeting and voting in person if he/she wishes to do so. Any shareholder who appoints a proxy but who attends in person shall have his/her proxy terminated automatically. If a shareholder submits more than one valid proxy appointment, the appointment received last before the latest time for the receipt of proxies will take precedence.
- 5 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).
- 6 A vote withheld option is provided on the Form of Proxy to enable you to instruct your proxy not to vote on any particular resolution, however, it should be noted that a vote withheld in this way is not a 'vote' in law and will not be counted in the calculation of the proportion of the votes 'For' and 'Against' a resolution. If no voting indication is given, your proxy will vote or abstain from voting at his/her discretion. Your proxy will vote (or abstain from voting) as he/she thinks fit in relation to any other matter which is put before the General Meeting.
- 7 Pursuant to Regulation 41 of the Uncertificated Securities Regulations 2001, the Company specifies that only those members registered in the Company's register of members at close of business on 26 December 2016 (or, in the event of any adjournment, close of business on the date which is two days before the time of the adjourned meeting) shall be entitled to attend, speak and vote at the General Meeting. Changes to the register of members after the relevant deadline shall be disregarded in determining the rights of any person to attend and vote at the meeting.