

Broca plc

("Broca" or the "Company")

Posting of Circular, Notice of General Meeting and Lifting of Suspension

The board of directors of Broca (the "Board") are pleased to announce that, further to the announcement of 17 July, 2014, a Circular, comprising an Admission Document in relation to the Company's proposed Reverse-Takeover of MXC Capital Advisory LLP and a notice convening a General Meeting of the Company to be held at the offices of DAC Beachcroft LLP, 100 Fetter Lane, London EC4A 1BN on 12 August 2014 at 11.00 a.m., was posted to shareholders on 26 July 2014.

Shareholders will be asked to approve, amongst other things:

- Proposed Acquisition of MXC Capital Advisory LLP
- Placing of 850,000,000 new Ordinary Shares at a price of 1 penny per share
- Change of Name to MXC Capital plc
- Admission of the Placing Shares and the Consideration Shares to trading on AIM

Should the Placing and Acquisition both complete, the Enlarged Group will seek to generate shareholder returns by providing corporate finance advisory services to growth business whilst making investments alongside. It will:

- have a merchant banking ethos of shared risk and reward;
- be focused on the TMT sector;
- provide corporate finance advice to investee companies through MXC Capital Advisory; and
- have a consultancy relationship with MXC Holdings, with the remit, among other things, to introduce suitable investment opportunities to the Company

The Company will look at a wide variety of opportunities within the TMT sector but expects to focus on special situations, particularly:

- turnaround transactions – delivering strategic enhancements and/or operational improvements; and
- buy-and-build strategies – creating value through consolidation and effective integration.

Ian Smith, Executive Chairman of the Company said:

"We're delighted with the level of support for our placing; it was substantially oversubscribed on the back of MXC's track record of investing in and growing companies in the tech sector. That's our sweet spot and we look forward to doing more of the same, with the support of our new shareholders.

The TMT space is evolving all the time, presenting new opportunities for our model, which we believe is special to MXC: we bring a deep knowledge of technology, experience of managing companies in the sector and now an enhanced ability to make meaningful investments, all of which we will combine to grow shareholder value".

A copy of the Circular is available to download from the Company's website at www.brocaplc.com.

Application has been made for the temporary suspension from trading in the Company's shares to be lifted and trading is expected to resume in the Company's shares at 7.30 a.m. on 28 July 2014.

Further details of the Placing are provided below.

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Definitions in this announcement are the same as those included in the Company's Circular dated 26 July 2014, available on the Company's website at www.brocaplc.com. This announcement should be read in conjunction with that Circular.

Introduction

On 17 July 2014, the Company announced that it had conditionally raised £8.5 million through a placing of new Ordinary Shares and also that it was in advanced discussions relating to the purchase of MXC Holdings' interest in MXC Capital Advisory. Should the Placing and Acquisition both complete, the Enlarged Group will be an investment and advisory company, seeking to generate shareholder returns by making investments in growth businesses while supporting them with advisory services and will:

- have a merchant banking ethos of shared risk and reward;
- be focused on the TMT sector;
- provide corporate finance advice to investee companies through MXC Capital Advisory; and
- have a consultancy relationship with MXC Holdings, with the remit, among other things, to introduce suitable investment opportunities to the Company.

The founders of MXC Holdings, Ian Smith and Tony Weaver, have more than 50 years' collective experience in the TMT sector and have concluded transactions with a value in excess of £400 million in the last ten years, examples of which include investments in Redcentric plc and Accumuli plc.

As the Acquisition would be deemed a reverse takeover under the AIM Rules, the Company requested that trading in its Ordinary Shares be suspended with effect from 7.30 a.m. on 17 July 2014 pending the publication of the Admission Document.

The Company has agreed terms for the acquisition of MXC Holdings' interest in MXC Capital Advisory.

The Acquisition, if completed, is of sufficient size to constitute a reverse takeover under the AIM Rules. The Acquisition is therefore subject to the approval of Shareholders at the General Meeting. As a result, a number of proposals are to be put to Shareholders at the General Meeting.

The consideration for the Acquisition of £6 million is to be satisfied by the issue of 600,000,000 Ordinary Shares at a price of 1 penny per share, which values the existing ordinary share capital at £3.97 million, representing a 47.5 per cent. discount to the Company's share price on 17 July 2014, the date on which trading was temporarily suspended.

The Company has raised £8.5 million (before expenses) by means of the Placing which will be used in the furtherance of its investment strategy and for general working capital purposes.

Following implementation of the Proposals, certain Shareholders of the Enlarged Group who are deemed to be acting in concert will hold 973,000,000 Ordinary Shares, representing 52.66 per cent. of the Enlarged Issued Share Capital.

Under Rule 9 of the Takeover Code the issue of the Consideration Shares and the Placing Shares would normally result in the Concert Party being obliged to make an offer to all Shareholders (other than the Concert Party) to acquire their shares. Further details are outlined below.

Should the Placing complete, the name of the Company will be changed to MXC Capital plc.

Background to and reasons for the Placing and the Acquisition

On 16 April 2014, Broca announced that it had disposed of its operating business and was now an Investing Company under Rule 15 of the AIM Rules, focused on making acquisitions and/or investments within the TMT sector.

Consistent with this policy, the Board has identified a strong pipeline of potential TMT investments and believes that undertaking a placing of new Ordinary Shares (and taking advantage of the access to further capital that having a listing on AIM affords the Company) together with the cash the Company already has at its disposal, will leave it well positioned to take advantage of the opportunities currently under evaluation.

The commercial rationale behind the Acquisition is to bring sufficient expertise in-house to allow the Company to take full advantage of a strengthened balance sheet and allow the Board to properly consider the numerous opportunities currently being evaluated, as well as enabling the Company to execute potential transactions.

Strategy of the Enlarged Group

The Enlarged Group's strategy will be twofold: (i) to target significant capital gains by increasing the value of future investments which the Enlarged Group proposes to make; and (ii) to generate income and profits from the advisory business.

The Enlarged Group will seek to leverage the network, expertise and experience of MXC Holdings, and Ian Smith and Tony Weaver specifically, through the consultancy, referral and licence

agreement, under which MXC Holdings will introduce all future TMT investment opportunities it generates to the Company on a first refusal basis.

The Enlarged Group will look at a wide variety of opportunities within the TMT sector but expects to focus on special situations, particularly:

- turnaround transactions – delivering strategic enhancements and/or operational improvements; and
- buy-and-build strategies – creating value through consolidation and effective integration.

Finally, the Company will take significant ownership positions, typically between 10 and 29.9 per cent. and hold these long term. It will also take an active approach towards managing its portfolio investments:

- its employees or representatives will have board representation or oversight on investee companies; and
- MXC Capital Advisory will provide corporate finance, equity and debt capital markets advice.

Information on MXC Capital Advisory

MXC Capital Advisory was established in 2013 by Marc Young, Ian Smith, Tony Weaver and Martin Bolland with the aim of creating a corporate advisory business focused on advising growth companies in the TMT sector and specifically investee companies of MXC Holdings. It is FCA regulated for the provision of corporate finance advice.

MXC Capital Advisory provides specialist corporate finance advice on all forms of corporate transactions including:

- buy and sell side mergers and acquisitions mandates;
- IPOs, secondary public market fundraisings and private company fundraisings;
- debt and convertible debt issuance; and
- advice on the City Code on Takeovers and Mergers.

In its first year of operation, MXC Capital Advisory successfully concluded eight transactions: most notably it originated and led the acquisition of InTechnology Managed Services Limited by Redcentric plc, concluding a £65 million placing (alongside N+1 Singer and finnCap) which was the largest fundraising on AIM in its sector in 2013 and was selected as Transaction of the Year at The Small Cap Awards 2014.

It has retained mandates with four AIM listed companies, relationships with a number of private companies and a significant pipeline of opportunities.

Information on MXC Holdings

MXC Holdings was founded by Ian Smith and Tony Weaver in 2009 as a specialist investor and consultant to growth TMT companies. MXC Holdings has a strong investment track record, generating significant realised and unrealised gains. The realised gains to date have generated a return in excess of three times the original investment, a summary of which is set out below:

<i>Investment</i>	<i>Investment Quantum (£000s)</i>	<i>Sale Proceeds (£000s)</i>	<i>Profits (£000s)</i>
Fujin Systems	12	1,805	1,793
Edge 7, Coms, Grapple	324	1,335	1,011
Accumuli	1,222	2,973	1,751

Redcentric	1,687	4,269	2,582
Total	3,245	10,382	7,137

Marc Young, proposed Chief Executive Officer of the Company, is interested in 7.84 per cent. of, and has an option over a further 2.16 per cent. of, the issued ordinary share capital of MXC Holdings.

Ian Smith, Executive Chairman of the Company, is interested in 38.94 per cent. of the issued ordinary share capital of MXC Holdings.

Relationship with MXC Holdings

The Company has entered into the following agreements, which become effective upon Admission of the Placing Shares, with MXC Holdings:

- Consultancy, referral and licence agreement dated 25 July 2014 – pursuant to the terms of this agreement, MXC Holdings has agreed to provide the Company with corporate advisory services and such other services as may be agreed by the parties from time to time. MXC Holdings has also agreed: (i) to ensure that each of the individual consultants (being Ian Smith and Tony Weaver) is available to provide the services; (ii) to seek to introduce appropriate investment opportunities in the TMT sector to the Company; and (iii) not to seek to exploit any potential investment opportunities in the TMT sector which might reasonably be considered opportunities which should properly be brought to the attention of the Company, unless the board of directors of the Company has formally resolved not to pursue the same. Further details of this agreement are set out in paragraph 12.1.6 of Part V of this document.
- Shared services agreement dated 25 July 2014 – pursuant to the terms of this agreement, MXC Holdings has agreed to provide the Company with general office and secretarial support services. In addition, the Company and MXC Holdings will share occupation of the premises at first, second and third floors, 15 Buckingham Gate, London SW1E 6LB. Further details of this agreement are set out in paragraph 12.1.5 of Part V of this document.

The Company and Zeus Capital have also entered into a relationship agreement dated 25 July 2014, which will become effective upon Admission of the Consideration Shares, with MXC Holdings, pursuant to the terms of which MXC Holdings has undertaken, inter alia, that it will not use the voting rights attached to its holdings of Ordinary Shares to take control of the Board or procure a de-listing from AIM. The relationship agreement will remain in place whilst MXC Holdings is interested in Ordinary Shares representing 30 per cent. or more of the issued share capital of the Company.

Proposed Directors

Peter Martin Rigg (Non-Executive Chairman, aged 65)

Peter Rigg is an experienced chairman with a background in investment banking. Currently serving as chairman of Polarcus Limited, an Oslo Listed marine seismic survey company, Peter is also an independent non-executive director of Schroders Oriental Income Fund Ltd. Peter was formerly Head of Asian Equity Capital Markets and Head of Investment Banking North Asia at Credit Suisse First Boston.

Paul Graham Guilbert (Independent Non-Executive Director, aged 53)

Paul is an experienced non-executive director with specific expertise in working on the boards of both quoted and unquoted investment companies and private equity businesses including Permira,

Apollo, Alchemy and Schrodgers. Paul has had significant experience in fund administration having worked at Northern Trust, latterly as Senior Vice President and Global Head of Private Equity Fund Administration. Consequently Paul has substantial experience in managing investment committees. It is proposed that Paul will chair the audit and remuneration committees.

Marc Young (Chief Executive Officer, aged 35)

Marc is a corporate financier and corporate broker with a decade of experience in small cap having led numerous M&A mandates, IPOs and secondary fundraisings for quoted companies after gaining experience at both specialist brokerages and an investment bank. Latterly, Marc was a Director and Head of Technology at finnCap Limited. Marc is a chartered accountant, having trained in the Information, Communication and Entertainment division at KPMG.

Key personnel retained by MXC Holdings, the Consultant

Martin Bolland

Martin Bolland is chairman of MXC Holdings. Martin founded the private equity group Alchemy, serving as a Partner for 11 years. Martin is currently chairman of Capita plc, a FTSE 100 company, and is also currently chairman of Parkdean Holidays (PD Parks Holdings Limited). Martin previously held a number of senior operational roles in Lonrho and is a chartered accountant.

Ian Smith

Ian has significant experience of leading and creating value in the technology industry. Ian is a managing partner of MXC Holdings, an investment and advisory group focused on the technology sector. Ian has recently led strategic change and value accretion at Redstone plc and Accumuli plc.

Tony Weaver

Tony has an IT and communications services background that started in the mid-1980s. Tony founded his first IT business in 1988, is a founder of a number of other successful technology companies and has a very well established background in sales and management. Tony is a managing partner of MXC Holdings. Tony is currently CEO of Redcentric plc, having served as CEO of Redstone plc since August 2010, and led its restructuring with Ian Smith.

Martin Chapman

Martin Chapman is a special adviser to MXC Holdings. Martin was previously head of corporate banking in London for HSBC Bank plc. Martin provides MXC Holdings with a wealth of experience in debt advisory and structuring in support of working capital, leverage and acquisition finance. Martin also serves as a non-executive director of Weston Group plc, The Erith Group and Fulham Shore plc.

Charles Vivian

Charles has worked as an Investment Executive at EPIC Private Equity and Marwyn Capital. Charles specialises in listed, small cap buy-and-build investment strategies and has led numerous acquisitions and disposals as well as managing the investments in portfolio companies. Charles worked for over six years at international law firm Freshfields Bruckhaus Deringer, where he specialised in public and private M&A and capital markets.

Principal Terms of the Acquisition

The Company has entered into the Acquisition Agreement, pursuant to which it has conditionally agreed to acquire MXC Holdings' membership interest in MXC Capital Advisory for a consideration of £6 million, to be satisfied by the issue of the Consideration Shares.

Completion of the Acquisition is conditional upon, amongst other things, a Rule 9 waiver being granted with respect to the issue of the Consideration Shares and approval of the FCA to Marc Young and the Company becoming members of MXC Capital Advisory and therefore can not be guaranteed. It should be noted that completion of the Acquisition is not conditional upon completion of the Placing. Contingent on the timing of the aforementioned FCA approval, it is possible that there may be a gap between completion of the Placing and completion of the Acquisition and therefore Admission of the Placing Shares may precede the Admission of the Consideration Shares, assuming the Acquisition completes at all. Should the Acquisition not complete, the New Board will look for other ways to pursue the Company's strategy, including acquisitions of other FCA regulated entities or application to the FCA for approval of their own.

The Placing

Zeus Capital has conditionally raised £8.5 million (before expenses) for the Company through the placing of the Placing Shares at the Issue Price conditional on Resolutions 2, 4, 6 and 7 being approved by Shareholders at the General Meeting and Admission of the Placing Shares. The net proceeds of the Placing are estimated at £8.2 million and will be used in the furtherance of the Company's investment strategy and for general working capital purposes. Once the Placing Shares are admitted to trading on AIM, the Placees will, in aggregate, hold approximately 68.16 per cent. of the ordinary share capital of the Company as enlarged by the issue of the Placing Shares only.

It should be noted that completion of the Placing is not conditional upon completion of the Acquisition. It is therefore proposed to complete the Placing and arrange for the Placing Shares to be admitted to trading on AIM immediately following the conclusion of the General Meeting, assuming that all of the Resolutions are duly passed.

The Takeover Code

The proposed Acquisition gives rise to certain considerations under the Code. Brief details of the Panel, the Code and the protections they afford are described below.

The Code is issued and administered by the Panel. The Code applies to all takeover and merger transactions, however effected, where the offeree company is, inter alia, a listed or unlisted public company resident in the United Kingdom (and to certain categories of private limited companies). The Company is a listed public company and its Shareholders are entitled to the protections afforded by the Code.

Under Rule 9 of the Code, where any person acquires, whether by a series of transactions over a period of time or not, an interest in shares which (taken together with shares already held by that person and an interest in shares held or acquired by persons acting in concert with him or her) carry 30 per cent. or more of the voting rights of a company which is subject to the Code, that person is normally required to make a general offer to all the holders of any class of equity share capital or other class of transferable securities carrying voting rights in that company to acquire the balance of their interests in the company.

Rule 9 of the Code also provides that, among other things, where any person who, together with persons acting in concert with him or her, is interested in shares which in aggregate carry not less than 30 per cent. but does not hold shares carrying more than 50 per cent. of the voting rights of a company which is subject to the Code, and such person, or any person acting in concert with him or her, acquires an additional interest in shares which increases the percentage of shares carrying voting rights in which he or she is interested, then such person is normally required to make a general offer to all the holders of any class of equity share capital or other class of transferable securities carrying voting rights of that company to acquire the balance of their interests in the company.

An offer under Rule 9 must be in cash (or with a cash alternative) and at the highest price paid within the preceding 12 months to acquire any interest in shares in the Company by the person required to make the offer or any person acting in concert with him or her.

Rule 9 of the Code further provides, among other things, that where any person who, together with persons acting in concert with him or her holds over 50 per cent. of the voting rights of a company, acquires an interest in shares which carry additional voting rights, then they will not generally be required to make a general offer to the other shareholders to acquire the balance of their shares although individual members of the Concert Party will not be able to increase their percentage interest in shares through or between a Rule 9 threshold, without Panel consent.

Following completion of the Acquisition, the Concert Party will have increased its interest in shares carrying voting rights of the Company from approximately 29.90 per cent. to 52.66 per cent., which, without a waiver of the obligations under Rule 9, would oblige the Concert Party to make a general offer to Shareholders under Rule 9 of the Code.

Dispensation from General Offer

Under Note 1 on the Notes on the Dispensations from Rule 9 of the Code, when the issue of new securities in consideration for an acquisition or a cash subscription would otherwise result in an obligation to make a general offer under Rule 9 of the Code, (the "Rule 9 Offer") the Panel would normally grant a waiver if, inter alia, the shareholders of the company who are independent of the person who would otherwise be required to make an offer and any person acting in concert with him or her (the "Independent Shareholders") pass an ordinary resolution on a poll at a general meeting (a "Whitewash Resolution") approving the proposals giving rise to the obligation to make an offer and the waiver of it by the Panel. The Takeover Panel may waive the requirement for a Whitewash Resolution to be considered at a general meeting (and for a Circular to be prepared in accordance with Section 4 of Appendix 1 to the Code) if Independent Shareholders holding more than 50 per cent. of the company's shares capable of being voted on such a resolution confirm in writing that they would vote in favour of the Whitewash Resolution were such a resolution to be put to the shareholders of the company at a general meeting.

Following the General Meeting, the Company intends to approach Independent Shareholders holding more than 50 per cent. of the company's shares capable of being voted on such a resolution, and attempt to obtain confirmation in writing that they would vote in favour of the Whitewash Resolution were such a resolution to be put to the shareholders of the company at a general meeting. Should this be achieved, the Company will subsequently approach the Takeover Panel and seek its permission to waive the requirement for a Whitewash Resolution to be considered at a general meeting (and for a Circular to be prepared in accordance with Section 4 of Appendix 1 to the Code).

Should the agreement of Independent Shareholders holding more than 50 per cent. of the company's shares capable of being voted on such a resolution be obtained and were the Panel therefore to waive the requirement for a Whitewash Resolution to be considered at a general meeting (and for a Circular to be prepared in accordance with Section 4 of Appendix 1 to the Code), the Company will issue an announcement to that effect to inform shareholders of the fact.

Shareholders should note that, following the Acquisition, the Concert Party would between them be interested in shares carrying more than 50 per cent. of the voting rights of the Company and (for so long as they continue to be treated as acting in concert) would be able to acquire further Ordinary Shares, without incurring an obligation to make an offer to Shareholders of the Company under Rule 9. However, individual members of the Concert Party will not be able to increase their percentage interest in Ordinary Shares through or between a Rule 9 threshold with Panel consent.

Change of Name

The Directors propose that the name of the Company be changed to MXC Capital plc with effect from Admission of the Placing Shares.

Upon the Change of Name being registered at Companies House, the Company's AIM ticker symbol will be changed to MXCP. The Company's website address will be changed to www.mxccapital.com with effect from Admission of the Placing Shares.

General Meeting

Set out at the end of the Circular is the notice convening the General Meeting to be held at the offices of DAC Beachcroft LLP at 100 Fetter Lane, London EC4A 1BN on 12 August 2014 at 11.00 a.m. at which the Resolutions will be proposed to approve:

- the Acquisition;
- the authorisation of the directors to allot Ordinary Shares in respect of the Placing only;
- the authorisation of the directors to allot Ordinary Shares in respect of, amongst other things, the Acquisition;
- the disapplication of the statutory pre-emption provisions to enable the directors in certain circumstances to allot Ordinary Shares for cash other than on a pre-emptive basis in respect of the Placing only;
- the disapplication of the statutory pre-emption provisions to enable the directors in certain circumstances to allot Ordinary Shares for cash other than on a pre-emptive basis in respect of, amongst other things, the Acquisition;
- the removal of the Company's authorised share capital restriction;
- amendments to the Company's Articles; and
- the change of name to MXC Capital plc.

Action to be taken by Shareholders

A Form of Proxy to be used in connection with the Extraordinary General Meeting is enclosed with the Circular being posted to Shareholders.

The Form of Proxy should be completed and signed in accordance with the instructions thereon and returned to the Company's registrars, Computershare Investor Services PLC of The Pavilions, Bridgwater Road, Bristol, BS99 6ZY as soon as possible, but in any event so as to be received by no later than 11.00 a.m. on 8 August 2014. The completion and return of a Form of Proxy will not

preclude a Shareholder from attending the General Meeting and voting in person should he or she so wish.

Risk factors

Shareholders should be aware of the risk factors set out in Part III of the Circular and the section entitled “Forward Looking Statements” on page 2 of that document. Shareholders should, in addition to all other information set out in the document, carefully consider the risks described in those sections.

Related Party Transactions

Tony Weaver’s participation in the Placing

Tony Weaver’s SIPP has subscribed for 10,000,000 Placing Shares in the Placing. Tony Weaver’s SIPP’s participation in the Placing is classified as a related party transaction for the purposes of Rule 13 of the AIM Rules. This is due to the fact that Tony Weaver is a director and a shareholder of MXC Holdings, a substantial shareholder in the Company.

Jill Collighan (the “Independent Director”), who is not involved in the transaction and is therefore independent, considers, having consulted with the Company’s nominated adviser, Zeus Capital, that the terms of Tony Weaver’s SIPP’s participation in the Placing are fair and reasonable insofar as the Company’s shareholders are concerned.

Peter and Nicola Rigg’s participation in the Placing

Peter and Nicola Rigg have subscribed for 6,000,000 Placing Shares between them in the Placing. Peter and Nicola Rigg’s participation in the Placing is classified as a related party transaction for the purposes of Rule 13 of the AIM Rules. This is due to the fact that Peter Rigg is a Proposed Director of the Company.

The Independent Director, who is not involved in the transaction and is therefore independent, considers, having consulted with the Company’s nominated adviser, Zeus Capital, that the terms of Peter and Nicola Rigg’s participation in the Placing are fair and reasonable insofar as the Company’s shareholders are concerned.

The Acquisition

The Acquisition is classified as a related party transaction for the purposes of Rule 13 of the AIM Rules. This is due to the fact that MXC Holdings is a Substantial Shareholder in Broca for the purposes of AIM Rules and because Ian Smith is a director of both Broca and MXC Holdings.

The Independent Director, who is not involved in the transaction and is therefore independent, considers, having consulted with the Company’s nominated adviser, Zeus Capital, that the terms of the Acquisition are fair and reasonable insofar as the Company’s shareholders are concerned.

Shared services agreement

On 25 July 2014, the Company entered into a shared services agreement with MXC Holdings. Ian Smith is both a director of the Company and MXC Holdings. Further details of the shared services agreement are set out in paragraph 12.1.5 of Part V of the document.

The Independent Director, who is not involved in the transaction and is therefore independent, considers, having consulted with the Company's nominated adviser, Zeus Capital, that the terms of the shared services agreement are fair and reasonable insofar as the Company's shareholders are concerned.

Consultancy, referral and licence agreement

On 25 July 2014, the Company entered into a consultancy, referral and licence agreement with MXC Holdings. Ian Smith is both a director of the Company and MXC Holdings. Further details of the consultancy, referral and licence agreement are set out in paragraph 12.1.6 of Part V of the document.

The Independent Director, who is not involved in the transaction and is therefore independent, considers, having consulted with the Company's nominated adviser, Zeus Capital, that the terms of the consultancy, referral and licence agreement are fair and reasonable insofar as the Company's shareholders are concerned.

Further Related Party Transactions connected to the Placing were disclosed in the announcement of 17 July, 2014.

Recommendation and Irrevocable Undertakings

The Directors are of the opinion that the Resolutions are in the best interest of the Company and its Shareholders as a whole. Accordingly, the Directors unanimously recommend that Shareholders vote in favour of each of the Resolutions.

Jill Collighan intends to vote in favour of the Resolutions in respect of, in aggregate, 99,116 Existing Ordinary Shares representing approximately 0.02 per cent. of the Existing Ordinary Shares. Under the Panel rules no member of the Concert Party can vote on Resolution 1, accordingly Ian Smith and Simon

Duckworth through their holding controlled by MXC Holdings intend to vote in favour of resolutions 2-10.

MXC Holdings own 45,000,000 Existing Ordinary Shares representing 11.34 per cent. of the Existing Ordinary Shares.