

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION. If you are in any doubt as to the action you should take, you should consult immediately your stockbroker, bank manager, solicitor, accountant or other independent financial adviser authorised under the Financial Services and Markets Act 2000 or, if you are in a country outside the United Kingdom, another appropriately authorised independent financial adviser.

A copy of this document, which comprises a circular prepared in accordance with the Listing Rules and issued by the Company in connection with the Proposed Changes to Investment Policy, has been filed with the Financial Services Authority in accordance with rule 9.6.1 of the Listing Rules.

If you were a Shareholder and have sold or otherwise transferred all your Ordinary Shares, please send this document, together with the accompanying Form of Proxy, at once to the purchaser or transferee or to the stockbroker, bank or other agent through whom the sale or transfer was effected for onward transmission to the purchaser or transferee.

F&C UK SELECT TRUST PLC

*(Incorporated in Scotland under the Companies Act 1985 with registered number SC143888)
(An investment company under section 833 of the Companies Act 2006)*

PROPOSED CHANGES TO INVESTMENT POLICY AND NOTICE OF GENERAL MEETING

A notice convening a general meeting of the Company is set out in Part 2 of this document. The General Meeting will be held at the offices of F&C Asset Management plc, Exchange House, Primrose Street, London EC2A 2NY, on Tuesday, 8 September 2009 commencing at 4.00 p.m.

To be valid for use at the General Meeting, the accompanying Form of Proxy for use by Shareholders in relation to the General Meeting should be completed and returned in accordance with the instructions printed on it as soon as possible and, in any event, so as to be received by no later than 4.00 p.m. on Sunday, 6 September 2009. Appointments of proxy made by utilising the CREST electronic proxy appointment service must be made in accordance with the procedures set out in the notes at the end of the notice convening the General Meeting in Part 2 of this document as soon as possible and, in any event, so as to be received by no later than 4.00 p.m. on Sunday, 6 September 2009.

The accompanying Form of Direction for use by Savings Plan Participants in relation to the General Meeting should be completed and returned in accordance with the instructions printed on it as soon as possible and, in any event, so as to be received by no later than 4.00 p.m. on Thursday, 3 September 2009.

Your attention is drawn to the section headed "Proposed Changes to Investment Policy" in Part 1 of this document, which includes the risk factors associated with the those proposed changes. However, this document should be read in its entirety.

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EXPECTED TIMETABLE

2009

| | |
|--|------------------------------------|
| Latest time and date for receipt of Forms of Direction for General Meeting | 4.00 p.m. on Thursday, 3 September |
| Latest time and date for receipt of Forms of Proxy and for appointment of proxies using CREST electronic proxy appointment service for General Meeting | 4.00 p.m. on Sunday, 6 September |
| General Meeting* | 4.00 p.m. on Tuesday, 8 September |

**To be held at the offices of F&C Asset Management plc, Exchange House, Primrose Street, London EC2A 2NY.*

DEFINITIONS

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

| | |
|--|---|
| “Board” or “Directors” | the directors of the Company |
| “Caithness” | Caithness Petroleum Limited |
| “Company” | F&C UK Select Trust plc |
| “Form of Direction” | the form of direction issued for use by Savings Plan Participants in connection with the General Meeting |
| “Form of Proxy” | the form of proxy issued for use by Shareholders in connection with the General Meeting |
| “General Meeting” | the general meeting of the Company to be held on Tuesday, 8 September 2009 at 4.00 p.m. (or any adjournment thereof), notice of which is set out in Part 2 of this document |
| “Listing Rules” | the listing rules made by the Financial Services Authority under section 73A of the Financial Services and Markets Act 2000 |
| “Manager” | F&C Investment Business Limited |
| “Ordinary Shares” | ordinary shares of 1p each in the capital of the Company |
| “Proposed Changes to Investment Policy” | the proposed changes to the Company’s published investment policy described under the heading “Proposed Changes to Investment Policy” in Part 1 of this document |
| “Shareholders” | holders of Ordinary Shares |
| “Savings Plan Participants” | persons who beneficially own Ordinary Shares through one or more of the Savings Plans |
| “Savings Plans” | the F&C Private Investor Plan, the F&C Children’s Investment Plan, the F&C Individual Savings Account, the F&C Child Trust Fund, the ISIS Investment Trusts Share Plan (including the F&C UK Select Investment Plan), the ISIS Investment Trusts Individual Savings Account, the ISIS Investment Trusts Personal Equity Plan, the Zerocharge Investment Plan (including the ISIS Total Return and ISIS Monthly Savings Plans) and the Zerocharge Individual Savings Account, or any of them |

PART 1

LETTER FROM THE CHAIRMAN

F&C UK SELECT TRUST PLC

*(Incorporated in Scotland under the Companies Act 1985 with registered number SC143888)
(An investment company under section 833 of the Companies Act 2006)*

Directors

G K Maddrell (*Chairman*)
T H Bartlam
R A Birkett
M Cannon Brookes
C M Gore Langton

Registered Office

80 George Street
Edinburgh
EH2 3BU

21 August 2009

To Shareholders and Savings Plan Participants

Dear Shareholder and/or Savings Plan Participant

PROPOSED CHANGES TO INVESTMENT POLICY AND NOTICE OF GENERAL MEETING

Introduction

Your Directors announced, on 29 July 2009, a revaluation of the Company's largest investment, Caithness Petroleum Limited, which resulted in a significant uplift (8.7 per cent.) to the net asset value per Ordinary Share as at 28 July 2009. As at 19 August 2009, the Company's investment in Caithness represented 12.4 per cent. of its total assets.

A key feature of the Company's investment policy is that a strict rebalancing is normally applied, with positions being trimmed back or sold to lock in profits or topped up or sold when they are underperforming, so that each of the 25 high conviction ideas in the portfolio has a weighting of 3-5 per cent.

The Company now has the opportunity to sell all or part of its investment in Caithness. However, the Board and the Manager believe that Caithness continues to represent an exciting opportunity that could add materially to the Company's net asset value. Accordingly, your Directors consider that it is in the best interests of Shareholders as a whole to sell down part of the holding in Caithness to realise an amount close to the original cost of the investment, leaving an ongoing investment, currently valued at £3.0 million, representing 7.5 per cent. of the Company's total assets as at 19 August 2009.

The proposal to retain an investment in Caithness representing more than 5 per cent. of the Company's total assets represents a material change in the Company's published investment policy. As such, the Listing Rules require this change to be approved by Shareholders.

The purpose of this document is to provide you with details of the Proposed Changes to Investment Policy and to convene a general meeting of the Company to seek Shareholder approval for them. The notice convening the General Meeting is set out in Part 2 of this document. Your Board is recommending that you vote in favour of the resolution to be proposed at the General Meeting. The procedure for voting at the General Meeting is set out under the heading "Action to be Taken" on page 7 of this document.

Information on the Caithness Investment

The Company invested in Caithness, an oil and gas exploration and production company, in July 2007 in anticipation of its listing on the London Stock Exchange. Market conditions prevented this and Caithness remains unquoted.

Recent drilling results from one of Caithness's fields suggest that it may have discovered large and exploitable gas reserves. On the back of these results, Caithness announced, on 28 July 2009, a substantial fund raising of at least US\$50 million at a sterling equivalent price of £34.48 per share. Accordingly, the Board increased the carrying value of the Company's investment in Caithness from £15.04 to £34.48 per share, or from £2.2 million to £5.0 million in aggregate, an increase of almost 130 per cent. This added 5.6p to the net asset value per Ordinary Share, or 8.7 per cent. to the Company's net asset value, taking the net asset value to 69.4p per Ordinary Share as at the date of the revaluation (28 July 2009).

Caithness intends to conduct further test drilling around the potential discovery before the end of the year, and has stated a commitment to seek a listing within 12 months of the recent fund raising. The Board and the Manager believe that Caithness continues to represent an exciting opportunity that could add materially to the Company's net asset value. They do not believe that Caithness's potential is fully reflected in the price at which the fund raising was carried out, and the fact that Caithness is unquoted means that a market price does not exist.

The Company has the opportunity to sell all or part of its holding in Caithness at the recent fund raising price. Under the Company's published investment policy, the Company would be required to sell down at least part of its investment in Caithness, so that any remaining investment represents no more than 5 per cent. of the Company's portfolio.

Having regard to the potential for a further material enhancement to Shareholder value by retaining a significant investment in Caithness, the Directors have concluded that rigidly enforcing the Company's normal rebalancing discipline would not be in the best interests of Shareholders as a whole. Therefore, the Board proposes to sell £2.0 million of the Caithness investment, leaving a £3.0 million position, representing 7.5 per cent. of the Company's total assets as at 19 August 2009. The Board expects this sale to complete in the next two weeks. The £2.0 million realised will almost cover the original cost of the investment and, the Board believes, represents the right balance between risk and reward.

You may recall that the Board is committed to proposing a reconstruction of the Company involving an entitlement for Shareholders to elect for a full cash exit at close to net asset value if the net asset value total return per Ordinary Share over the two calendar years 2008 and 2009 does not exceed the total return of the FTSE All Share Index. As at 19 August 2009, after taking into account the benefit of the uplift in the valuation of Caithness, the Company was some 4 percentage points behind this hurdle.

Proposed Changes to Investment Policy

Retaining an investment in Caithness in the size proposed represents a material change in the Company's published investment policy. The Listing Rules require any material change to the Company's published investment policy to be subject to prior Shareholder approval. Accordingly, the Directors will seek Shareholder approval at the General Meeting to change the Company's investment policy to permit it to retain the level of investment in Caithness outlined above. The Directors are also proposing to amend the Company's published investment policy to prohibit any new unquoted investments at any time when the Company already has any unquoted investments. Therefore, if the resolution set out in the notice convening the General Meeting is passed, the Company will adopt and adhere to the following restated investment policy:

The Company seeks to achieve capital growth through a concentrated portfolio containing 25 high conviction ideas, with the individual quoted positions being broadly equally weighted. The initial weighting for a holding will be 4 per cent of the total portfolio and, thereafter, it will be maintained at between 3-5 per cent. of the portfolio. A strict rebalancing range is enforced, meaning that positions will be trimmed back or sold to lock in profits or topped up or sold when they are underperforming.

The Company's investment policy is flexible, enabling it to invest in: any market sector; large, mid and small capitalisation companies; and all types of securities issued by corporates, including (but not limited to) equities, preference shares, debt, convertible securities, warrants and other equity-related securities.

The Company's positions are generally individual equities, but at times up to a maximum of five of the Company's positions may be of the other instruments described above or cash and money market instruments.

The Company invests principally in the securities of companies quoted on the London Stock Exchange's main market (but without restricting the Company from investing in companies quoted or traded on other exchanges or markets, including AIM).

The Company will not normally invest in unquoted securities (with the exception of securities which are about to be traded on a stock exchange). However, the Company may continue to hold unquoted securities where the anticipated admission to trading has been postponed or abandoned, and securities that cease to be traded, if the Board considers this to be appropriate. The Company will not be required to adhere to the 3-5 per cent. weighting in relation to any existing unquoted investment. The Company will not invest in an unquoted security if, at the time of investment, it is already invested in any other unquoted security.

The Company may invest in other listed closed-end investment funds that are traded on the London Stock Exchange's main market but it will not invest more than 10 per cent, in aggregate, of the value of its gross assets at the time of investment in such other listed closed-end investment funds.

The Company may invest in derivatives, financial instruments, money market instruments and currencies for the purpose of efficient portfolio management.

The Company will utilise borrowings when deemed appropriate for investment purposes, subject to a maximum borrowings level of 20 per cent. of net assets measured at the time of drawdown.

If the published investment policy is amended as outlined above, the Company may have a material position, from time to time, in an unquoted asset where the normal rebalancing discipline is not applied. Unquoted investments may increase the risk/reward profile of the Company. Unquoted investments may be: illiquid and difficult to realise; more volatile than the securities of larger, long-established businesses; and, for the purpose of calculating the net asset value per Ordinary Share, will not normally be valued more than once every three months. Shareholders should not expect that the Company will necessarily be able to realise within a period which they would otherwise regard as reasonable an unquoted investment, or that any such realisation will be on a basis which necessarily reflects the Company's valuation of that investment for the purpose of calculating the net asset value per Ordinary Share. Furthermore, the past performance of the Company's investment in Caithness is not a guide to its future performance and certain of its activities, in particular oil and gas exploration, should be regarded as highly speculative. The proposed new prohibition on additional unquoted investments is intended to restrict the Company's exposure to unquoted investments at any time, having regard to the risks associated with such investments.

If the resolution set out in the notice convening the General Meeting is passed, the amended investment policy set out above will be published each year in the Company's annual report and accounts in accordance with the Listing Rules (commencing with the annual report and accounts for the year ending 31 December 2009). Any material change to that investment policy would require Shareholder approval in accordance with the Listing Rules.

If the resolution set out in the notice convening the General Meeting is not passed, the Company will attempt to sell down such further proportion of its investment in Caithness as shall result in the balance of its holding representing, at the time the sale is agreed, not more than 5 per cent. of the Company's portfolio.

General Meeting

A general meeting of the Company is being convened for Tuesday, 8 September 2009 at 4.00 p.m. The General Meeting will be held at the offices of F&C Asset Management plc, Exchange House, Primrose Street, London EC2A 2NY. The notice convening the General Meeting is set out in Part 2 of this document.

An ordinary resolution will be proposed at the General Meeting to approve the Proposed Changes to Investment Policy, and the Company's restated investment policy as set out under the heading "Proposed Changes to Investment Policy" above. For an ordinary resolution to be passed, more than 50 per cent. of the votes cast must be in favour of it.

The quorum requirement for the General Meeting is not less than two Shareholders present in person or by proxy (or, in the case of a corporation, by a duly appointed representative).

Action to be Taken

If you are in any doubt as to the action you should take, you should consult immediately your stockbroker, bank manager, solicitor, accountant or other independent financial adviser authorised under the Financial Services and Markets Act 2000 or, if you are in a country outside the United Kingdom, another appropriately authorised independent financial adviser.

Shareholders

If you are a Shareholder, you will find enclosed with this document a Form of Proxy for use at the General Meeting. Please complete the Form of Proxy and return it by post to the address set out on it as soon as possible and, in any event, so as to be received by the Company's registrar, Equiniti Limited, by no later than 4.00 p.m. on Sunday, 6 September 2009. You may also return your Form of Proxy electronically by following the instructions set out on the Form of Proxy so as to be received by the Company's registrar, Equiniti Limited, by no later than 4.00 p.m. on Sunday, 6 September 2009.

In the case of CREST members wishing to appoint a proxy electronically, Shareholders are required to notify the Company of their appointment of proxy by utilising the CREST electronic proxy appointment service in accordance with the procedures set out in the notes at the end of the notice convening the General Meeting in Part 2 of this document as soon as possible and, in any event, so as to be received by no later than 4.00 p.m. on Sunday, 6 September 2009.

The completion and return of a Form of Proxy, or the appointment of a proxy electronically, will not prevent a Shareholder from attending the General Meeting and voting in person if they wish to do so.

Savings Plan Participants

If you hold Ordinary Shares through any of the Savings Plans, you will find enclosed with this document a Form of Direction for use at the General Meeting. Please complete the Form of Direction and return it by post to the address set out on it as soon as possible and, in any event, so as to be received by no later than 4.00 p.m. on Thursday, 3 September 2009.

Recommendation

The Board considers the Proposed Changes to Investment Policy, and the adoption of the restated investment policy set out under the heading "Proposed Changes to Investment Policy" above, to be in the best interests of Shareholders as a whole. Accordingly, the Board recommends that you vote in favour of the resolution to be proposed at the General Meeting. The Directors intend to vote in favour of that resolution in respect of their own beneficial holdings of Ordinary Shares amounting, in aggregate, to 342,272 Ordinary Shares, representing approximately 0.6 per cent. of the Ordinary Shares in issue.

Yours faithfully



Geoffrey Maddrell
Chairman

PART 2

NOTICE OF GENERAL MEETING

F&C UK SELECT TRUST PLC

*(Incorporated in Scotland under the Companies Act 1985 with registered number SC143888)
(An investment company under section 833 of the Companies Act 2006)*

Notice is hereby given that a general meeting of F&C UK Select Trust plc will be held on Tuesday, 8 September 2009 at 4.00 p.m. at the offices of F&C Asset Management plc, Exchange House, Primrose Street, London EC2A 2NY, for the purpose of considering and, if thought fit, passing the following resolution as an ordinary resolution:

Ordinary Resolution

That the changes to the Company's investment policy described under the heading "Proposed Changes to Investment Policy", and the restated investment policy under that heading, in Part 1 of the circular to shareholders of the Company dated 21 August 2009, a copy of which is produced to the meeting and signed for the purpose of identification by the chairman of the meeting, be and are hereby approved.

By order of the Board
For F&C Investment Business Limited
Secretary

Registered Office
80 George Street
Edinburgh
EH2 3BU

21 August 2009

Notes

1. **Website Giving Information Regarding the General Meeting**

Information regarding the General Meeting, including the information required by section 311A of the Companies Act 2006, is available from www.fcukselecttrust.co.uk.

2. **Entitlement to Attend and Vote**

Only those members registered on the Company's register of members at 6.00 p.m. on Sunday, 6 September 2009 (or, if the General Meeting is adjourned, at 6.00 p.m. on the day two days prior to the adjourned meeting) shall be entitled to attend and vote at the General Meeting in respect of the number of Ordinary Shares registered in their name at that time. Changes to entries on the register of members after 6.00 p.m. on Sunday, 6 September 2009 (or, if the General Meeting is adjourned, at 6.00 p.m. on the day two days prior to the adjourned meeting) shall be disregarded in determining the rights of any person to attend, speak and vote at the meeting. A member wishing to attend the General Meeting in person should register, on arrival at the venue for the General Meeting (the offices of F&C Asset Management plc at Exchange House, Primrose Street, London EC2A 2NY), attendance with the Company's registrar, Equiniti Limited (the "Registrar").

3. **Appointment of Proxies**

- 3.1 A member of the Company at the time set out in note 2 above is entitled to appoint a proxy to exercise all or any of their rights to attend, speak and vote at the General Meeting. A proxy does not need to be a member of the Company but must attend the General Meeting to represent the member. A proxy may only be appointed using the procedures set out in these notes and the notes on the Form of Proxy.
- 3.2 A member may appoint more than one proxy provided each proxy is appointed to exercise rights attached to different Ordinary Shares. A member cannot appoint more than one proxy to exercise rights attached to the same Ordinary Shares. If a member wishes to appoint more than one proxy, they should contact the Registrar on 0871 384 2466.
- 3.3 Appointment of a proxy will not preclude a member from attending the General Meeting and voting in person. If a member has appointed a proxy and attends the General Meeting in person, the proxy appointment will automatically be terminated.
- 3.4 A person who is not a member of the Company but has been nominated by a member to enjoy information rights does not have a right to appoint any proxies under the procedures set out in these notes and should read note 8 below.

4. *Appointment of Proxy Using Hard-copy Form of Proxy*

The notes on the Form of Proxy explain how to direct a proxy how to vote, or withhold a vote, on the resolution. To appoint a proxy using the Form of Proxy, the Form of Proxy must be completed and signed and sent or delivered to Equiniti Limited, Aspect House, Spencer Road, Lancing, West Sussex BN99 6ZR, so as to be received by the Registrar no later than 4.00 p.m. on Sunday, 6 September 2009. Any power of attorney or other authority under which the Form of Proxy is signed (or a duly certified copy of such power or authority) must be included with the Form of Proxy.

5. *Electronic Appointment of Proxies*

As an alternative to completing the hard-copy Form of Proxy, a member can appoint a proxy electronically by scanning the completed and signed Form of Proxy and attaching it to an e-mail, with "General Meeting – F&C UK Select Trust plc" in the e-mail subject box, sent to proxy.votes@equiniti.com. For an electronic proxy appointment to be valid, the appointment must be received by the Registrar no later than 4.00 p.m. on Sunday, 6 September 2009. Any power of attorney or other authority under which the Form of Proxy is signed (or a duly certified copy of such power or authority) must be scanned and e-mailed with the Form of Proxy.

6. *Appointment of Proxies through CREST*

- 6.1 CREST members who wish to appoint a proxy or proxies for the General Meeting by utilising the CREST electronic proxy appointment service may do so by using the procedures described in the CREST Manual. CREST personal members or other CREST sponsored members, and those CREST members who have appointed (a) voting service provider(s), should refer to their CREST sponsor or voting service provider(s), who will be able to take the appropriate action on their behalf.
- 6.2 In order for a proxy appointment made by means of CREST to be valid, the appropriate CREST message (a "**CREST Proxy Instruction**") must be properly authenticated in accordance with the specifications of Euroclear UK & Ireland Limited ("**EUI**") and must contain the information required for such instructions, as described in the CREST Manual. The message, regardless of whether it constitutes the appointment of a proxy or is an amendment to the instruction given to a previously appointed proxy, must be transmitted so as to be received by the Company's agent (RDA19) by 4.00 p.m. on Sunday, 6 September 2009. For this purpose, the time of receipt will be taken to be the time (as determined by the timestamp applied to the message by the CREST Applications Host) from which the Company's agent is able to retrieve the message by enquiry to CREST in the manner prescribed by CREST.
- 6.3 CREST members and, where applicable, their CREST sponsors or voting service providers should note that EUI does not make available special procedures in CREST for any particular messages. Normal system timings and limitations will therefore apply in relation to the input of CREST Proxy Instructions. It is the responsibility of the CREST member concerned to take (or, if the CREST member is a CREST personal member or sponsored member or has appointed (a) voting service provider(s), to procure that their CREST sponsor or voting service provider(s) take(s)) such action as shall be necessary to ensure that a message is transmitted by means of the CREST system by any particular time. In this connection, CREST members and, where applicable, their CREST sponsors or voting service providers are referred, in particular, to those sections of the CREST Manual concerning practical limitations of the CREST system and timings. The CREST Manual can be reviewed at www.euroclear.com/CREST.
- 6.4 The Company may treat as invalid a CREST Proxy Instruction in the circumstances set out in Regulation 35(5)(a) of the Uncertificated Securities Regulations 2001.

7. *Appointment of Proxy by Joint Members*

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).

8. *Nominated Persons*

A person who has been nominated under section 146 of the Companies Act 2006 to enjoy information rights (a "**Nominated Person**"):

- (i) may have a right under an agreement between the Nominated Person and the member of the Company who has nominated them to have information rights (the "**Relevant Member**") to be appointed or to have someone else appointed as a proxy for the General Meeting; and
- (ii) if they either do not have such a right or if they have such a right but do not wish to exercise it, may have a right under an agreement between them and the Relevant Member to give instructions to the Relevant Member as to the exercise of voting rights.

A Nominated Person's main point of contact in terms of their investment in the Company remains the Relevant Member (or, perhaps, their custodian or broker) and they should continue to contact them (and not the Company) regarding any changes or queries relating to their personal details and their interest in the Company (including any administrative matters). The only exception to this is where the Company expressly requests a response from the Nominated Person.

9. *Questions at the General Meeting*

Under section 319A of the Companies Act 2006, the Company must cause to be answered any question relating to the business being dealt with at the General Meeting put by a member attending the General Meeting unless (i) answering the question would interfere unduly with the preparation for the General Meeting or involve the disclosure of confidential information, (ii) the answer has already been given on a website in the form of an answer to a question or (iii) it is undesirable in the interests of the Company or the good order of the General Meeting that the question be answered.

10. *Issued Ordinary Shares and Total Voting Rights*

As at 6.00 p.m. on 20 August 2009, the Company's issued share capital comprised 52,984,961 Ordinary Shares, of which 3,000,000 were held in treasury. Each Ordinary Share carries the right to one vote at a general meeting of the Company and, therefore, the total number of voting rights in the Company as at 6.00 p.m. on 20 August 2009 was 49,984,961.

11. *Disclosure Obligations*

Any person holding 3 per cent. or more of the total voting rights of the Company who appoints a person other than the chairman of the General Meeting as their proxy will need to ensure that both they and their proxy complies with their respective disclosure obligations under the UK Disclosure and Transparency Rules.

12. *Communication*

Any electronic address provided either in this notice of General Meeting or any related documents (including the Form of Proxy) to communicate with the Company may not be used for any purposes other than those expressly stated.

