

Hansteen Holdings PLC

(Incorporated in England and Wales with company number 5605371)

Directors:
M Egglenton (Chairman)
M Jones
I Watson
R Lowes
D Rough
R Worthington
M Young

Registered office:
1st Floor
Pegasus House
37-43 Sackville Street
London
W1S 3DL

This document is important and requires your immediate attention. If you are in any doubt as to what action you should take you are recommended to consult your stockbroker, bank manager, solicitor, accountant or other professional adviser authorised under the Financial Services and Markets Act 2000 as soon as possible. If you have sold or otherwise transferred all of your shares, please pass this document to the purchaser or transferee, or to the person who arranged the sale or transfer so they can pass this document to the person who now holds the shares.

27 April 2017

Dear Shareholder,

ANNUAL GENERAL MEETING

I am pleased to announce that the Company's 2017 Annual General Meeting ("AGM") will be held at 21 Tudor Street, London EC4Y 0DJ at 11:00am on Tuesday, 13 June 2017. The notice convening the AGM providing particulars of the resolutions on which you can vote and details of the administrative arrangements we have made for the AGM are set out on the following pages.

Each of the resolutions to be put to the meeting will be voted on by poll and not by show of hands. A poll reflects the number of voting rights exercisable by each member and so the Board considers it a more democratic method of voting and in line with best practice. If you are unable to attend the AGM, you can still use your vote if you appoint a proxy. Details of how shareholders are able to vote by proxy at the AGM are included in the Explanatory Notes at the end of the notice included with this letter and on the proxy form. Please note all proxy forms, whether completed electronically or on paper, must be received by the Company's registrar not less than 48 hours before the start of the AGM.

Your Directors believe that all the proposals to be considered at the AGM are in the best interests of both the Company and its shareholders. They unanimously recommend shareholders to vote in favour of all the resolutions set out in the notice. Your Directors will all be voting in favour of the resolutions in respect of their own shareholdings.

The results of the poll will be published via a Regulatory News Service announcement and on the Company's website as soon as possible after the conclusion of the AGM.



Melvyn Egglenton
CHAIRMAN

NOTICE OF ANNUAL GENERAL MEETING

HANSTEEN HOLDINGS PLC ("the Company")

(Incorporated in England and Wales with company number 5605371)

NOTICE IS HEREBY GIVEN that the Annual General Meeting of the Company will be held at 21 Tudor Street, London EC4Y 0DJ at 11:00am on Tuesday, 13 June 2017 to consider and, if thought fit, pass the following resolutions, resolutions 1 to 14 (inclusive) as ordinary resolutions and resolutions 15 to 18 (inclusive) as special resolutions. Voting on all resolutions will be by way of a poll.

ORDINARY BUSINESS

1. To receive the audited annual accounts for the financial year ended 31 December 2016 together with the associated reports of the Directors and Auditors.
2. To approve the Directors' Remuneration Policy Report as set out on pages 46 to 52 of the Annual Report and Accounts 2016.
3. To approve the Annual Report on Remuneration for the year ended 31 December 2016 as set out on pages 38 to 45 of the Annual Report and Accounts 2016.
4. To re-elect Ian Watson as a Director of the Company.
5. To re-elect Morgan Jones as a Director of the Company.
6. To re-elect Rick Lowes as a Director of the Company.
7. To re-elect Melvyn Egglenton as a Director of the Company.
8. To re-elect Rebecca Worthington as a Director of the Company.
9. To re-elect David Rough as a Director of the Company.
10. To re-elect Margaret Young as a Director of the Company.
11. To re-appoint Deloitte LLP as auditors of the Company to hold office until the conclusion of the next Annual General Meeting.
12. To authorise the Audit Committee to determine Deloitte LLP's remuneration as auditors of the Company.

SPECIAL BUSINESS

Ordinary resolutions:

13. That, in accordance with Part 14 of the Companies Act 2006 (the "Act"), the Company and all companies that are subsidiaries of the Company at the date on which this resolution is passed or at any time when this resolution has effect are generally and unconditionally authorised to:
 - (a) make political donations to political parties and/or independent election candidates not exceeding £10,000 in total;
 - (b) make political donations to political organisations other than political parties not exceeding £20,000 in total; and
 - (c) incur political expenditure not exceeding £20,000 in total,

(as such terms are defined in the Act) during the period beginning on the date of the passing of this resolution and ending on the earlier of 30 June 2018 and the conclusion of the Company's Annual General Meeting to be held in 2018. All existing authorisations and approvals relating to political donations or expenditure under Part 14 of the Act are hereby revoked without prejudice to any donation made or expenditure incurred prior to the passing of this resolution pursuant to such authorisation or approval. The words and expressions defined for the purposes of the Act shall have the same meaning in this resolution.

14. That the Directors be and are hereby generally and unconditionally authorised, in accordance with section 551 of the Companies Act 2006 (the "Act") to exercise all powers of the Company to allot shares in the Company or grant rights to subscribe for, or convert any security into, shares in the Company up to a maximum nominal amount of:
- (a) £24,811,756.00¹ (such amount to be reduced by the nominal amount allotted or rights granted pursuant to the authority in sub-paragraph (b) below in excess of £24,811,756.00²); and
 - (b) £49,623,512³ (such amount to be reduced by the nominal amount allotted or rights granted pursuant to the authority in sub-paragraph (a) above), comprising "equity securities" (as defined by section 560(1) of the Act) only in connection with an offer by way of a rights issue:
 - (i) to Ordinary Shareholders in proportion (as nearly as may be practicable) to their existing holdings; and
 - (ii) to people who are holders of other equity securities (other than Ordinary Shares), if this is required by the rights of those equity securities or, if the Board considers it necessary, as permitted by the rights of those equity securities,

and in respect of the authorities set out in (a) and (b) above, so that the Board may impose any limits or restrictions and make any arrangements which it considers necessary or appropriate to deal with treasury shares, fractional entitlements, record dates, legal, regulatory or practical problems in, or under the laws of, any territory or any other matter;
 - (c) this authority shall expire on the date 15 months after the passing of this resolution or, if earlier, the conclusion of the Annual General Meeting of the Company to be held in 2018;
 - (d) the Company may, before this authority expires, make an offer or agreement which would or might require shares to be allotted or rights to be granted after it expires and the directors may allot shares or grant rights in pursuance of such offer or agreement as if this authority had not expired; and
 - (e) all previous unutilised authorities under section 551 of the Act shall cease to have effect (save to the extent that the same are exercisable pursuant to section 551(7) of the Act by reason of any offer or agreement made prior to the date of this resolution which would or might require shares to be allotted or rights to be granted on or after that date).

Special resolutions:

15. That subject to and conditional upon the passing of resolution 14, the Board be authorised to allot equity securities (as defined in the Act) for cash under the authority given by that resolution and/or to sell Ordinary Shares held by the Company as treasury shares for cash as if section 561 of the Act did not apply to any such allotment or sale, such authority to be limited to:
- (a) the allotment of equity securities and the sale of treasury shares in connection with a rights issue, open offer or other issue or invitation to apply for equity securities to Ordinary Shareholders in proportion (as nearly as may be practicable) to their existing holdings and so that the Board may impose any restrictions or limitations and make any arrangements, which it considers necessary or appropriate to deal with treasury shares, fractional entitlements, record dates, legal, regulatory or practical problems in, or under the laws of, any territory or any other matter; and
 - (b) the allotment of equity securities or sale of treasury shares (otherwise than under paragraph (a) above) up to a nominal amount of £3,721,763.40⁴,
- such authority to expire at the conclusion of the Annual General Meeting of the Company to be held in 2018 or, if earlier at the close of business on 12 September 2018, being the date 15 months after the passing of this resolution, but, in each case, prior to its expiry the Company may make offers, and enter into agreements, which would, or might, require equity securities to be allotted (and treasury shares to be sold) after the authority expires and the Board may allot equity securities (and sell treasury shares) under such offer or agreement as if the authority had not expired.
16. That subject to and conditional upon the passing of resolution 14, the Board be authorised in addition to any authority granted under resolution 15 to allot equity securities (as defined by the Act) for cash under the authority given by that resolution and/or to sell Ordinary Shares held by the Company as treasury shares for cash as if section 561 of the Act did not apply to any such allotment or sale, such authority to be:
- (a) limited to the allotment of equity securities or sale of treasury shares up to a nominal amount of £3,721,763.40; and
 - (b) used only for the purposes of financing (or refinancing, if the authority is to be used within six months after the original transaction) a transaction which the Board of the Company determines to be an acquisition or other capital investment of a kind contemplated by the Statement of Principles on Disapplying Pre-Emption Rights most recently published by the Pre-Emption Group prior to the date of this notice,

1 Nominal value representing one-third of the Company's share capital excluding shares held in Treasury.

2 Nominal value representing one-third of the Company's share capital excluding shares held in Treasury.

3 Nominal value representing two-thirds of the Company's share capital excluding shares held in Treasury.

4 Nominal value representing no more than 5% of the Company's share capital (excluding treasury shares).

such authority to expire at the conclusion of the Annual General Meeting of the Company to be held in 2018 or, if earlier at the close of business on 12 September 2018, being the date 15 months after the passing of this resolution, but, in each case, prior to its expiry the Company may make offers, and enter into agreements, which would, or might, require equity securities to be allotted (and treasury shares to be sold) after the authority expires and the Board may allot equity securities (and sell treasury shares) under such offer or agreement as if the authority had not expired.

17. That the Company is generally and unconditionally authorised to make market purchases (within the meaning of section 693(4) of the Act) of Ordinary Shares of £0.10 each provided that:
- (a) the maximum aggregate number of Ordinary Shares that may be purchased is 74,435,268;
 - (b) the minimum price (excluding expenses) which may be paid for each Ordinary share is £0.10;
 - (c) the maximum price (excluding expenses) which may be paid for each Ordinary share is the higher of:
 - (i) an amount equal to 105% of the average of the middle market quotations for an Ordinary Share of the Company as derived from the London Stock Exchange Daily Official List for the five business days immediately preceding the day on which the Ordinary Share is contracted to be purchased; and
 - (ii) an amount equal to the higher of the price of the last independent trade of an Ordinary Share of the Company and the highest current independent bid for an Ordinary Share of the Company on the trading venue where the purchase is carried out;
 - (d) this authority shall expire on the date 15 months after the passing of this resolution or, if earlier, the conclusion of the Annual General Meeting of the Company to be held in 2018 save that the Company may, before the expiry of the authority granted by this resolution, enter into a contract to purchase Ordinary Shares which will or may be executed wholly or partly after the expiry of such authority and the Company may purchase Ordinary Shares to fulfil any such contract as if such authority had not expired.
18. That a general meeting other than an annual general meeting may be called on not less than 14 clear days' notice.

By order of the Board

Capita Company Secretarial Services Limited
Company Secretary
for and on behalf of Hansteen Holdings PLC
27 April 2017

Hansteen Holdings PLC
1st Floor, Pegasus House
37-43 Sackville Street, London, W1S 3DL

EXPLANATORY NOTES TO THE NOTICE OF ANNUAL GENERAL MEETING

The Directors believe that the proposed resolutions are in the best interests of the Company and its members and unanimously recommend members to vote in favour of the proposed resolutions, as the Directors intend to do in respect of their own beneficial shareholdings.

The notes on this page give an explanation of the proposed resolutions.

Resolutions 1 to 14 (inclusive) are proposed as ordinary resolutions. This means that for each of those resolutions to be passed, more than half of the votes cast must be in favour of the resolution. Resolutions 15 to 18 (inclusive) are proposed as special resolutions. This means that for each of those resolutions to be passed, at least three-quarters of the votes cast must be in favour of the resolution.

Resolution 1 – Annual Report and Accounts

The Directors are required by the Act to present the audited accounts, strategic report and reports of the Directors and Auditors in respect of the year ended 31 December 2016 to the shareholders of the Company at a general meeting.

Resolution 2 – Director’s Remuneration Policy Report

The Directors’ Remuneration Policy Report on pages 46 to 52 of the Annual Report and Accounts 2016 sets out the Directors’ Remuneration Policy, which shareholders are asked to approve. The Directors’ Remuneration Policy was last approved by shareholders at the annual general meeting in 2014 and must be submitted for approval at least every three years. Following a detailed review, a revised Directors’ Remuneration Policy is proposed for approval by shareholders. The vote is binding and, if approved by shareholders, the revised policy will take effect from the date of the 2017 Annual General Meeting. If the revised Directors’ Remuneration Policy is not approved by shareholders, the Company will continue to make payments to Directors in accordance with the existing Directors’ Remuneration Policy approved at the Annual General Meeting in 2014.

Resolution 3 – Annual Report on Remuneration

The Annual Report on Remuneration for the year ended 31 December 2016, which shareholders are asked to approve, is set out on pages 38 to 45 of the Annual Report and Accounts 2016. The vote is advisory, and the Directors’ entitlement to remuneration is not conditional on approval of this resolution.

Resolutions 4 to 10 – re-election of Directors

In accordance with the UK Corporate Governance Code all directors will stand for re-election and will continue to do so annually. Biographical details for each of the Directors standing for re-appointment are given on pages 24 and 25 of the Company’s 2016 Annual Report and Accounts. In addition, current biographical details for each Director are maintained at www.hansteen.co.uk.

Following an external Board evaluation exercise in 2016, the Board believes that all Directors remain as effective members of the Board and demonstrate commitment to their roles and the Board recommends their re-election.

Resolutions 11 and 12 – auditors

Resolution 11 proposes the re-appointment of Deloitte LLP as auditors as required by the Act.

Resolution 12 is a routine resolution to authorise the Audit Committee to agree the remuneration of Deloitte LLP as auditors of the Company as also required by the Act.

Resolution 13 - political donations

Resolution 13 proposes to authorise the Company to make political donations and/or incur political expenditure. Under the Companies Act 2006 (the “Act”), political donations to any political parties, independent election candidates or political organisations, or the incurring of political expenditure are prohibited unless authorised by shareholders. Given the breadth of the relevant sections in the Act it may be that some of the Company’s activities could fall within the meaning of such expressions as contained in the Act.

Therefore, notwithstanding that the Company has not made a political donation in the past, and has no intention, either now or in the future, of making any political donation or incurring any political expenditure in respect of any political party, political organisation or independent election candidate, the Board has decided to propose resolution 13 in order to allow the Company to continue to support the community and put forward its views to wider business and government interests without running the risk of being in breach of the law. Resolution 13 caps the amount of political donations and political expenditure that the Company and/or its subsidiaries would be permitted to make under this resolution at an aggregate amount of £50,000.

As permitted under the Act, resolution 13 also extends to all companies which are wholly owned subsidiaries of the Company at any time the authority is in effect.

Resolution 14 – section 551 authority

At the Annual General Meeting held on 6 June 2016, members passed a resolution giving the Directors authority to generally and unconditionally allot equity securities up to an aggregate nominal amount of £24,811,756 which represented approximately one-third of the issued share capital of the Company at that time.

In order to allow maximum flexibility, the Company proposes to renew this authority to give Directors authority to allot equity securities up to:

- (a) an aggregate nominal amount of £24,811,756, representing approximately one-third of the Company’s existing share capital excluding treasury shares as reduced by the nominal amount of any shares allotted or rights granted pursuant to the authority set out in sub-paragraph (b) of this resolution in excess of £24,811,756; and

- (b) an aggregate nominal amount of £49,623,512, representing approximately two-thirds of the Company's existing share capital excluding treasury shares, in connection with a pre-emptive offer by way of a rights issue to shareholders only, as reduced by the nominal amount of any shares allotted or rights granted pursuant to the authority set out in sub-paragraph (a) of this resolution.

The authority granted by this resolution 14 will remain in force until the date 15 months after the passing of this resolution or, if earlier, the conclusion of the Annual General Meeting of the Company to be held in 2018.

The increased authority requested by sub-paragraph (b) is in accordance with the latest institutional guidelines issued by The Investment Association (the "IA Guidelines"). The IA Guidelines state that the Investment Association's members will regard as routine resolutions seeking authority to allot shares representing up to two-thirds of the Company's existing issued capital, provided any amount in excess of one-third of the Company's share capital is only used to allot shares pursuant to a fully pre-emptive rights issue.

The Company does not have any present intention to exercise the authority set out in resolution 14, but considers it prudent to maintain the flexibility that this authority provides. If the Company does exercise this authority, the Directors intend to follow the recommendations of the Investment Association in doing so. It is envisaged that the Directors will seek to renew this authority annually.

Resolutions 15 and 16 – disapplication of pre-emption rights

In line with good practice, we have split the authority into two resolutions this year in accordance with the Pre-Emption Group's recommended guidance.

Under resolution 15, it is proposed to disapply pre-emption right provisions of the Act in respect of the allotment of equity securities and the sale of treasury shares in connection with a rights issue and other pre-emptive issues or invitations for Ordinary Shareholders to apply for equity securities up to an aggregate nominal value set out in the resolution being 5% of the Company's issued ordinary share capital on 18 April 2017 (being the last practical day before the date of this document)

Under resolution 16, it is proposed to disapply pre-emption right provisions of the Act in respect of the allotment of equity securities and sale of treasury shares in connection with an offer for cash up to an aggregate nominal value set out in the resolution being 5% of the Company's issued ordinary share capital on 18 April 2017 (being the last practical day before the date of this document). The authority conferred under resolution 16 may only be used for the purposes of financing (or refinancing if the authority is to be used within six months after the original transaction) a transaction, which the Board of the Company determines to be an acquisition or other capital investment of a kind contemplated by the "Statement of Principles" guidance issued by the Pre-Emption Group (the "Pre-Emption Group Principles").

In accordance with the Pre-Emption Group Principles the Company confirms it would only use the additional 5% contemplated in resolution 16 in connection with an acquisition or specified capital investment as set out in the Pre-Emption Group Principles.

The Company does not have any present intention to exercise these authorities, but considers it prudent to maintain the flexibility that this authority provides. The Company confirms that it intends to adhere to the Pre-Emption Group Principles and not issue shares for cash on a non-pre-emptive basis in excess of 7.5% of the issued share capital of the Company in any rolling three-year period.

The authorities granted by resolutions 15 and 16 will remain in force until the date 15 months after the passing of this resolution or, if earlier, the conclusion of the Annual General Meeting of the Company to be held in 2018. It is envisaged that the Company will seek to renew this authority annually.

Resolution 17 – market purchase of own shares

Under resolution 17, it is proposed to authorise the Company to make market purchase of its own shares as permitted by the Act. This resolution gives the Company the authority to buy back up to 74,435,268 Ordinary Shares, representing approximately 10% of the Company's issued share capital as at the date of this notice. The maximum price per Ordinary Share payable on the exercise of the authority shall not be more than an amount equal to the higher of: (1) 105% of the average of the middle market quotations for an Ordinary Share of the Company as derived from the London Stock Exchange Daily Official List for the five business days immediately preceding the day on which the Ordinary Share is contracted to be purchased; and (ii) the higher of the price of the last independent trade of an Ordinary Share of the Company and the highest current independent bid for an Ordinary Share of the Company on the trading venue where the purchase is carried out.

The minimum price payable shall be £0.10 per Ordinary Share. It is envisaged that the Directors will seek to renew this authority annually. The Directors will only implement purchases of Ordinary Shares if, after careful consideration, they are satisfied that such purchases are in the best interests of the Company and its shareholders generally and would result in an increase in expected earnings per share. If such purchases are made, to the extent the purchased shares are held as treasury shares, any increase in earnings per share might only be temporary, depending on whether the shares in question are cancelled, sold or transferred out of treasury. Furthermore, account will be taken of the overall financial implications for the Company.

As at 18 April 2017, options and awards to acquire Ordinary Shares granted under the Company's employee share schemes were outstanding over a total of 4,229,710 Ordinary Shares, this number being equivalent to 0.57% of the issued share capital of the Company at that date. If the Directors were granted this authority to purchase Ordinary Shares and were to use it in full and subsequently cancelled such Ordinary Shares, the outstanding options and awards would be equal to 0.63% of the then issued share capital of the Company. This assumes no further equity issues or exercise of options take place.

Resolution 18 – notice period for general meetings (other than annual general meetings)

Although the Company's Articles of Association already grant the Company the authority to call general meetings (other than annual general meetings) on 14 clear days' notice, under the Act this authority is required to be approved by shareholders annually, otherwise a minimum of 21 days' notice must be given. The Directors believe it is in the best interests of shareholders to preserve the shorter notice period.

NOTES:

- (1) Any member entitled to attend and vote at the Annual General Meeting may appoint a proxy to attend, speak and vote on his/her behalf. A member may appoint more than one proxy in relation to the Annual General Meeting provided that each proxy is appointed to exercise the rights attached to a different share or shares of the member. A proxy need not be a member of the Company. To appoint more than one proxy you may photocopy the proxy form and indicate on each form 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 shares held by you). Please also indicate if the proxy instruction is one of multiple instructions being given. All forms must be signed and should be returned together in the same envelope. A member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and, on a poll, vote instead of him. A form of proxy is enclosed with this notice.
- (2) Proxy Forms should be lodged with the Company's Registrar, Capita Asset Services, PXS, 34 Beckenham Road, Beckenham, Kent, BR3 4TU or submitted not later than 11 am Friday, 9 June 2017 being 48 hours, excluding non-working days, before the time for which the Annual General Meeting is convened or, as the case may be, the adjourned meeting. Completion of the appropriate Proxy Form does not prevent a member from attending and voting in person if he/she is entitled to do so and so wishes. Proxies may be lodged electronically using Capita's Share Portal service at www.capitashareportal.com where full instructions are given. The investor code printed on the Proxy Card will be required.
- (3) Any corporation which is a member of the Company can appoint one or more corporate representatives who may exercise on its behalf all of its powers as a member provided that they do not do so in relation to the same shares.
- (4) In accordance with Section 325 of the Act, the right to appoint proxies does not apply to persons nominated to receive information rights under Section 146 of the Act. Persons nominated to receive information rights under Section 146 of the Act who have been sent a copy of this notice of meeting are hereby informed, in accordance with Section 149(2) of the Act, that they may have a right under an agreement with the registered member by whom they were nominated to be appointed, or to have someone else appointed, as a proxy for this meeting. If they have no such right, or do not wish to exercise it, they may have a right under such an agreement to give instructions to the member as to the exercise of voting rights. Nominated persons should contact the registered member by whom they were nominated in respect of these arrangements.
- (5) In the case of joint holders, the vote of the senior who tenders the vote whether in person or by proxy will be accepted to the exclusion of the votes of the other joint holders and for this purpose seniority will be determined by the order in which names stand in the Company's relevant register of members for certificated or uncertificated shares of the Company (as the case may be) (the "Register") in respect of the joint holding.
- (6) In accordance with Regulation 41 of the Uncertificated Securities Regulations 2001, the Company gives notice that only those Ordinary Shareholders entered on the Register at close of business on Friday, 9 June 2017 (the "Specified Time") will be entitled to attend or vote at the Annual General Meeting in respect of the number of shares registered in their name at that time.
Changes to entries on the Register after the Specified Time will be disregarded in determining the rights of any person to attend or vote at the Annual General Meeting. Should the Annual General Meeting be adjourned to a time not more than 48 hours after the Specified Time, that time will also apply for the purpose of determining the entitlement of members to attend and vote (and for the purpose of determining the number of votes they may cast) at the adjourned Annual General Meeting. Should the Annual General Meeting be adjourned for a longer period, then to be so entitled, members must be entered on the Register at the time which is 48 hours before the time fixed for the adjourned Annual General Meeting or, if the Company gives notice of the adjourned Annual General Meeting, at the time specified in the notice.
- (7) CREST members who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service may do so for the Annual General Meeting and any adjournments of it by using the procedures described in the CREST Manual and by logging on to the following website: www.euroclear.com/CREST. Proxy Forms submitted via CREST should be received not later than 11 am Friday, 9 June 2017 being 48 hours, excluding non-working days, before the time for which the Annual General Meeting is convened.
- (8) CREST personal members or other CREST sponsored members, and those CREST members who have appointed voting service provider(s), should refer to their CREST sponsors or voting service providers, who will be able to take the appropriate action on their behalf.
- (9) For a proxy appointment or instruction made using the CREST service to be valid, the appropriate CREST message (a CREST Proxy Instruction) must be properly authenticated in accordance with Euroclear UK & Ireland Limited's specifications and must contain the information required for those instructions as described in the CREST Manual. The message, regardless of whether it relates to the appointment of a proxy or to an amendment to the instruction given to the previously appointed proxy, must, to be valid, be transmitted so as to be received by the Company's agent (RA10) by the latest time for receipt of proxy appointments specified in the notice of meeting. 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. No messages received through the CREST network after this time will be accepted. After this time any change of instructions to proxies appointed through CREST should be communicated to the appointee through other means.
- (10) CREST members and, where applicable, their CREST sponsors or voting service providers should note that Euroclear UK & Ireland Limited 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. 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. 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 voting service providers, to procure that its CREST sponsors or voting service providers take) 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.
 - (11) The following documents will be available for inspection during normal business hours at the registered office of the Company on any weekday (Saturday, Sunday and public holidays excluded) from 18 April 2017 until the time of the Annual General Meeting and at the Annual General Meeting venue, 21 Tudor Street, London EC4Y 0DJ for at least 15 minutes prior to the Annual General Meeting and during the Annual General Meeting:
 - (i) copies of service contracts; and
 - (ii) letters of appointment of the Directors of the Company.
 - (12) As at 18 April 2017 (being the last business day prior to the printing of this notice), the Company's issued share capital consists of 745,727,907 Ordinary Shares, carrying one vote each. As at 18 April 2017 the Company holds 1,375,225 shares in treasury, representing 0.18% of the issued share capital. Therefore, the total voting rights in the Company as at 13 April 2017 are 744,352,682.
 - (13) Under section 319A of the Act, shareholders have the right to ask questions at the Annual General Meeting relating to the business of the meeting and for these to be answered, unless such answer would interfere unduly with the business of the meeting or involve the disclosure of confidential information or if the answer has already been published on the Company's website or if it is not in the interests of the Company or the good order of the meeting that the question be answered.
 - (14) Members have the right, under section 338 of the Act, to require the Company to give its members notice of a resolution which the shareholders wish to be moved at an annual general meeting of the Company. Additionally, members have the right under section 338A of the Act to require the Company to include a matter (other than a proposed resolution) in the business to be dealt with at the Annual General Meeting. The Company is required to give such notice of a resolution or include such matter once it has received requests from members representing at least 5% of the total voting rights of all the members who have a right to vote at the Annual General Meeting or from at least 100 members with the same right to vote who hold shares in the Company on which there has been paid up an average sum per member of at least £100. This request must be received by the Company not later than six weeks before the Annual General Meeting or, if later, the time at which notice is given of the Annual General Meeting. In the case of a request relating to section 338A of the Act, the request must be accompanied by a statement setting out the grounds for the request.
 - (15) Pursuant to section 527 of the Act, where requested by either a member or members having a right to vote at the Annual General Meeting and holding at least 5% of the total voting rights of the Company or at least 100 members having a right to vote at the meeting and holding, on average, at least £100 per member of paid up share capital, the Company must publish on its website a statement setting out any matter that such members propose to raise at the meeting relating to the audit of the Company's accounts that are to be laid before the meeting. Where the Company is required to publish such a statement on its website, it may not require the members making the request to pay any expenses incurred by the Company in complying with the request. It must forward the statement to the Company's auditors no later than the time the statement is made available on the Company's website and the statement may be dealt with as part of the business of the meeting. The business which may be dealt with at the Annual General Meeting includes any statement that the Company has been required, under section 527 of the Act, to publish on its website.
 - (16) Except as provided above, members who wish to communicate with the Company in relation to the Annual General Meeting should do so in writing to the Company Secretary at the Company's registered office address. No other methods of communication will be accepted. In particular, you may not use any electronic address provided either in this notice of meeting or in any related documents to communicate with the Company for any purposes other than those expressly stated.
 - (17) Any person holding 3% or more of the total voting rights of the Company who appoints a person other than the Chairman of the Annual General Meeting as their proxy will need to ensure that both they, and their proxy, comply with their respective disclosure obligations under the Disclosure Guidance and Transparency Rules.
 - (18) A copy of this notice and the other information required by section 311A of the Act can be found at www.hansteen.co.uk.