THIS DOCUMENT AND THE ENCLOSED FORM OF PROXY ARE IMPORTANT AND REQUIRE YOUR IMMEDIATE ATTENTION. IF YOU ARE IN ANY DOUBT ABOUT THE ACTION YOU SHOULD TAKE, YOU ARE RECOMMENDED TO SEEK YOUR OWN INDEPENDENT FINANCIAL ADVICE FROM YOUR STOCKBROKER, BANK MANAGER, SOLICITOR, ACCOUNTANT OR OTHER INDEPENDENT FINANCIAL ADVISOR WHO IS DULY AUTHORISED UNDER THE FINANCIAL SERVICES AND MARKETS ACT 2000.

If you have sold or transferred all of your Ordinary Shares, please send this Circular and the accompanying Form of Proxy to the purchaser or transferee or to the stockbroker or other agent through whom the sale or transfer was effected for onward transmission to the purchaser or transferee. If you have sold or otherwise transferred part of your holding of Ordinary Shares, please consult the bank, stockbroker or other agent through whom the sale or transfer was effected to ensure that the transferee receives (so far as permitted) copies of this Circular.

The Directors, whose names are set out on page 6 of this Circular, and the Company accept responsibility individually and collectively for the information contained in this Circular. To the best of the knowledge and belief of the Directors and the Company (who have taken all reasonable care to ensure that such is the case), the information contained in this Circular is in accordance with the facts and does not omit anything likely to affect the import of such information.

EVOCUTIS PLC

(Incorporated in England and Wales with registered number 05656604)

Proposed Disposal of LabSkin™ and SYN1113 and related assets

New Investing Policy

Notice of General Meeting

This Circular does not constitute or form part of any invitation, offer for sale or subscription or any solicitation for any offer to buy or subscribe for any securities in the Company nor shall it or any part of it form the basis of or be relied upon in connection therewith or act as any inducement to enter into, any contract or commitment with respect to such securities. This Circular does not constitute a recommendation regarding any decision to sell or purchase any securities in the Company.

This Circular contains forward-looking statements based on certain key assumptions. All statements other than statements of historical facts included in this Circular may be forward looking statements. Without limitation, any statements preceded or followed by or that include the words "targets", "plans", "believes", "expects", "aims", "intends", "will", "may", "anticipates", "estimates", "projects", "in its opinion", "could" or words or terms of similar substance, the negative of them or comparable terminology are forward looking statements. These statements relate to the Group's proposed strategy, plans and objectives. By its very nature, such forward-looking information requires the Company and/or the Directors to make assumptions that may not materialise or that may not be accurate. Such forward-looking statements involve risks, uncertainties and other important factors beyond the control of the Group that could cause the actual performance or achievements of the Group to be materially different from any future results, performance or achievements expressed or implied by such forward-looking statements. Furthermore, the forward-looking information contained in this Circular is made as of the date of this Circular and accordingly, you should not rely on any forward-looking statements and the Group accepts no obligation to disseminate any updates or revisions to such forward-looking statements whether as a result of new information, future events or otherwise, except as required by applicable law.

Your attention is drawn to the letter from the Chairman of the Company which is set out on pages 6 to 11 (inclusive) of this Circular which recommends you to vote in favour of the Resolutions.

Notice of General Meeting of the Company to be held at the offices of Walker Morris LLP at Kings Court, 12 King Street, Leeds LS1 2HL at 11:30 a.m. on 13 March 2014 is set out at the end of this Circular. Shareholders are asked to complete and return the enclosed Form of Proxy in accordance with the instructions printed on it as soon as possible but, in any event, so as to be received by the Company at its registered address, Sandbeck Lane, Wetherby, West Yorkshire, LS22 7TW or by fax to 0845 200 8341 marked "For the attention of Darren Bamforth", not later than 11.30 a.m. on 11 March 2014 or 48 hours before an adjourned meeting. Completion and return of the Form of Proxy will not preclude Shareholders from attending the General Meeting and voting in person, should they subsequently wish to do so.

The Nomad, which is a member of the London Stock Exchange and is authorised and regulated by the FCA, is acting for the Company and no-one else in connection with the Disposal and will not be responsible to anyone other than the Company for providing the protections afforded to customers of the Nomad or for providing advice in relation to the Disposal.

CONTENTS

EXPECTED TIMETABLE OF PRINCIPAL EVENTS

Latest time and date for receipt of Form of Proxy for the General Meeting	11.30 a.m. on 11 March 2014
General Meeting	11:30 a.m. on 13 March 2014
Anticipated date of Completion of the Disposal	13 March 2014 *(subject to the conditions of the Disposal Agreement)*

All references to times in this Circular are to London time unless otherwise stated.

DEFINITIONS

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

"Act"	the Companies Act 2006 (as amended from time to time);
"AIM"	the AIM market operated by the London Stock Exchange;
"AIM Rules"	means the AIM Rules for Companies issued by the London Stock Exchange from time to time;
"Business Day"	means any day, other than a Saturday or Sunday or public holiday in England, on which banks are open for normal business in the City of London;
"Circular"	this document;
"Company"	Evocutis plc, a company incorporated and registered in England and Wales with registered number 05656604;
"Completion"	completion of the Disposal;
"Consideration Shares"	such number of ordinary shares in the share capital of the Purchaser as having an aggregate value nearest to but not less than £210,000, to be allotted and issued to the Company pursuant to the Disposal Agreement;
"CREST"	the relevant system (as defined in the Uncertificated Securities Regulations 2001 (the "**Regulations**")) in respect of which Euroclear UK & Ireland Limited is the Operator (as defined in the Regulations) and in accordance with which securities may be held and transferred in uncertificated form;
"Directors" or **"Board"**	the directors of the Company, whose names appear on page 6 of this Circular;
"Disposal"	the proposed sale by the Company to the Purchaser of intellectual property rights in LabSkin™ and SYN1113 and related equipment;
"Disposal Agreement"	the conditional asset purchase agreement dated 25 February 2014 made between the Company and the Purchaser relating to the Disposal;
"FCA"	the Financial Conduct Authority;
"Form of Proxy"	the form of proxy for use by Shareholders enclosed with this Circular, to enable Shareholders to appoint one or more proxies to attend the GM and, on a poll, to vote instead of that Shareholder;
"GM" or **"General Meeting"**	the general meeting of the Company convened for 13 March 2014 at 11:30 a.m., or any adjournment thereof, notice of which is set out at the end of this Circular;
"Group"	the Company and its Subsidiaries;
"Investing Company"	an AIM company which has as its primary business or objective, the investing of its funds in securities, businesses or assets of any description;
"Investing Policy"	the proposed investing policy to be adopted by the Company in accordance with the AIM Rules following the Disposal;
"LabSkin™"	means the Company's living skin equivalent model system which seeks to emulate normal human skin operating under the unregistered trade mark LabSkin™ (as detailed further in paragraph 2.1 of Part I of this Circular);

"Leeds Skin"	Leeds Skin Centre for Applied Research Limited, a company incorporated and registered in England and Wales with registered number 06455439;
"London Stock Exchange"	London Stock Exchange plc;
"Nomad"	Cairn Financial Advisers LLP;
"Notice of GM"	the notice of the General Meeting as set out at pages 12 and 13 of this Circular;
"Ordinary Shares"	the 174,675,828 ordinary shares of 1p each in issue at the date of this Circular;
"Purchaser"	Venn Life Sciences Holdings plc;
"Resolutions"	the resolutions to be proposed at the General Meeting, details of which are set out in the Notice of GM;
"RIS"	Regulatory Information Service;
"Share Capital"	the entire issued share capital of the Company as at the date of this Circular;
"Shareholders"	the persons who are registered as holders of Ordinary Shares as at the date of this Circular;
"Subsidiaries"	has the meaning ascribed by the Act;
"SYN1113"	means compound SYN1113, comprising of a number of patents of various stages, pending and granted (as detailed further in paragraph 2.2 of Part I of this Circular);
"Takeover Code"	means the City Code on Takeovers and Mergers issued by the Panel on Takeovers and Mergers; and
"United Kingdom" or **"UK"**	United Kingdom of Great Britain and Northern Ireland.

PART I

LETTER FROM THE CHAIRMAN OF EVOCUTIS PLC

EVOCUTIS PLC

(Registered and incorporated in England and Wales No. 05656604)

Directors:
Thomas Bannatyne – *Non executive Chairman*
Dr. Gwyn Humphreys – *Chief Executive Officer*
Darren Bamforth – *Finance Director*
Mike Townend – *Non executive Director*

Registered Office:
Sandbeck Lane
Wetherby
West Yorkshire
LS22 7TW

25 February 2014

To the Shareholders and, for information only, the holders of options to subscribe for ordinary shares in the Share Capital.

Proposed Disposal of LabSkin™ and SYN1113 and related assets

New Investing Policy

Notice of General Meeting

Dear Shareholder,

1. INTRODUCTION

The Company has entered into the Disposal Agreement for the sale of certain of its assets to the Purchaser. The consideration will be settled by the issue of the Consideration Shares and a right to potential future revenue payments. Further details on the terms of the Disposal are contained in paragraph 3 below.

Under Rule 15 of the AIM Rules, the Disposal represents a fundamental change to the business of the Company and Completion is therefore conditional upon approval of the Shareholders.

The Disposal will result in the Company becoming an Investing Company. As a consequence, Rule 15 of the AIM Rules further requires the Company to obtain the approval of the Shareholders for its proposed Investing Policy going forward. Further details of the proposed Investing Policy are set out in paragraph 6 below.

Shareholders representing 76,964,038 Ordinary Shares, approximately 44.06 per cent. of the Share Capital, have provided irrevocable undertakings to vote in favour of the Resolutions. Further details of the irrevocable undertakings are contained in paragraph 7 below.

A General Meeting of the Company has been convened to seek the approval of Shareholders for the Disposal and the proposed Investing Policy. The General Meeting will be held at 11:30 a.m. on 13 March 2014. Notice of GM is set out at the end of this Circular.

The purpose of this Circular is to:

(i) provide Shareholders with the background to and reasons for the Disposal;

(ii) explain why the Directors consider the Disposal to be in the best interests of the Company and Shareholders as a whole;

(iii) propose the Investing Policy to Shareholders; and

(iv) recommend that Shareholders vote in favour of the Resolutions.

2. BACKGROUND TO AND REASONS FOR THE DISPOSALS

Background to the Disposal

Since its admission to AIM in March 2006 and the subsequent equity fundraisings in August 2008, March 2010, and May 2011, the Company (previously named Syntopix Group plc ("**Syntopix**")) has sought to develop its business focussed on specialist contract services to the pharmaceutical, consumer health and cosmetics industries. The three main areas of the Company's activity over the past 2 years were as follows:

2.1 The development of LabSkin™

LabSkin™ is a living skin equivalent model system which seeks to emulate normal human skin. LabSkin™ is a full thickness 3D cell culture model which offers a platform for non-animal cosmetic testing, clinical microbiological experimentation and in vitro skin research. It was developed at the University of Leeds, and became the Group's property when it acquired the entire issued share capital of Leeds Skin on 24 May 2011. The businesses previously undertaken by each of Syntopix and Leeds Skin were brought together and Syntopix changed its name to Evocutis plc in October 2011. The purpose of amalgamating the Leeds Skin business and the Syntopix business was to develop the joint offering under a new brand, with a view to generating further commercial interest in the additional capability of the Company as a result of the Leeds Skin acquisition.

An internal review of the business was undertaken by the interim CEO, Dr Gwyn Humphreys. The findings of this review were that, whilst revenues derived from commercial ventures (in the case of the Company these being predominately collaborative contracts), had increased over the 12 months preceding the review, the opportunities for those collaborative arrangements to generate future revenues were unpredictable. Given these findings, the Company decided to broaden its commercial offering by developing and selling LabSkin™ as a stand-alone, consumable product which would be made available to companies and academic laboratories directly for use as an in-house tool for research and development purposes. This product was developed and launched by the Company on 11 September 2012 with the intention of complementing the continuing contract research services element of the Company's business.

2.2 Specialist skin microbiology research and SYN1113

SYN1113 is a compound which was developed by Syntopix for cosmetic use in controlling acne and other skin blemishes. SYN1113 is the most advanced of the Company's compounds. It completed several clinical and consumer use tests in the period 2010 to 2012 and the Company sought to licence the product. Although several companies expressed interest in the product, none of these have led to a commercial licence arrangement.

The Directors consider that the reasons for the Company being unable to secure a licencing arrangement with a suitable commercial partner are not related to a lack of activity of SYN1113 or the Company's other compounds but, instead, to a reluctance on the part of companies active in the relevant areas to licence and launch new products, with there not having been any significant anti-acne product carrying a new active compound in the last 10 years.

2.3 Skin microbiology lab services to support Clinical Research Organisations

The Company has, in the prior 18 months, sought to build relationships with clinical research organisations ("**CRO's**") to supply micro-biology studies to support the patient focused activities of the CRO's. This has not lead to any significant collaborative relationships, and it seems there have been few clinical studies with a microbiology element carried out in the UK in recent times.

On 3 December 2012, the Company announced that it had appointed consultants Growth Innovators Group and advisers Zeus Capital Limited to assist the Company in reviewing and evaluating a number of strategic options to maximise value for shareholders. The Company then entered into a "formal sale process" as defined in the Takeover Code, with a view to executing a corporate transaction (whether it be a sale, merger or strategic partnership) with a third party in order to meet the objective of maximising value for shareholders given the Directors did not consider the Company had the financial resources itself to effectively commercialise the LabSkin™ product. The growth in sales of the LabSkin™ product had been slow and the Directors therefore considered that any future sales levels were unpredictable. Coupled with the unpredictability of timing and volume of contract research project revenues, the Directors determined that, whilst they considered the LabSkin™ technology remained competitive with other similar products in the market, the activity needed to be part of a larger corporate entity with adequate financial resources to secure a sustainable commercialisation of the product.

In October 2013, the Company announced that, having held discussions with a large number of third parties, it had been unable to conclude a corporate transaction and, as a result, was terminating the formal sales process but would continue to review its strategic options. Since that time the Directors, in conjunction with Zeus Capital Limited, have continued to assess options for the Company and this has led to them agreeing the terms of the Disposal. The Directors believe that the Disposal offers a future for the SYN1113 and the LabSkin™ technology and a continuing interest for the Company's shareholders in its market development, whilst also opening the door to a different strategic direction for the Company itself.

Current trading

The Company published its Annual Report and Financial Statements for the year ended 31 July 2013 on 31 January 2014. The Company has incurred further losses subsequent to the Company's financial year end and. given the Company's reduced revenues, the Directors have taken steps during the current financial year to significantly reduce the Company's operating costs. This has included making all operational staff redundant and the Board is also negotiating an early exit from the Company's property lease. The Company currently has a level of cash reserves that the Directors consider to be sufficient to conduct an orderly wind down of the Company if the Resolutions are not passed at the General Meeting and if the Directors cannot secure new funding for the Company.

Reasons for Disposal

- the Company has insufficient financial and operational resources to grow the sales of the LabSkin™ product quickly enough to such a level as would be required in order to make the Company self-sustaining in its present form;
- the reliance on contract research revenues, which are always unpredictable in terms of regularity and volume, also puts the viability of Company at risk;
- the Directors believe that the proposed Investing Policy has the potential to deliver future returns for Shareholders; and
- the Company has received support from over 44.06 per cent of the Company's Shareholders for the Disposal (in the form of irrevocable undertakings to vote in favour of the Disposal).

Consequently, the Directors consider the Disposal to be in the best interests of Shareholders as a whole and that it represents an opportunity for the Company to realise limited value today through the issue to it of the Consideration Shares and the potential of future revenue, whilst retaining the ability to use its remaining cash reserves to make an investment (by way of reverse takeover and in line with the proposed Investment Policy) with the potential to deliver future returns for Shareholders.

3. SUMMARY OF THE PROPOSED DISPOSAL

Under the terms of the Disposal Agreement, the Purchaser has agreed to purchase and the Company has agreed to sell the following assets, conditional on, amongst other things, the Shareholders approving the Disposal in General Meeting:

- intellectual property rights in SYN1113;
- intellectual property rights in LabSkin™; and
- certain equipment associated with the operation of SYN1113 and/or LabSkin™.

The initial consideration for these assets will be the allotment and issue of Consideration Shares on Completion. The Consideration Shares are subject to a six month lock-in period from Completion, during which time the Company may not dispose of any interest in the Consideration Shares except in certain contractually agreed circumstances.

In addition, the Company will be entitled to the following additional consideration:

- a cash payment of 25 per cent. of any proceeds received by the Purchaser from the future sale or license of SYN1113; and
- a cash payment of 7.5 per cent. of future net sales made by the Purchaser in respect of LabSkin™ in the 36 months following Completion.

The Company's entitlement to additional consideration is protected in customary circumstances including a right for the Company to audit the relevant sales of the Purchaser.

In addition to obtaining approval of the Shareholders, the Completion is conditional on:

- the admission of the Consideration Shares; and
- the Purchaser obtaining a valuation report in accordance with section 593 of the Act.

The Company will make customary warranties to the Purchaser, primarily in respect of the assets being sold. The warranties are subject to customary limitations including a longstop for claims of 12 months from Completion. The Company will indemnify the Purchaser in respect of historic liabilities arising from the Company's historic business.

The Company will be subject to customary restrictive covenants for a period of 12 months from Completion, during which time the Company will be restricted from competing with the Purchaser and from enticing any customer or supplier from the Purchaser.

4. FUNDAMENTAL CHANGE OF BUSINESS

By virtue of its size, Completion of the Disposal will result in a fundamental change of business for the Company. As such, the Disposal requires the prior approval of Shareholders to be sought at the General Meeting in accordance with the AIM Rules.

5. CHANGES TO THE COMPANY FOLLOWING THE DISPOSAL

If the Disposal is approved by Shareholders, the Company will not hold any material tangible operating assets going forward.

The proposed Disposal will also result in the Company becoming an Investing Company, as a consequence of which Rule 15 of the AIM Rules further requires the Company to obtain the approval of the Shareholders for its proposed Investing Policy going forward. Further details of the proposed Investing Policy are set out in paragraph 6 below.

6. INVESTING POLICY

As referred to above, on Completion, the Company will have disposed of all of its trading businesses and therefore (under Rule 15 of the AIM Rules) it will be re-classified as an Investing Company and will be required to adopt an Investing Policy, which must also be approved by Shareholders.

It is proposed that the Company will have the ability to invest in all sectors, however the focus will be on businesses focused on commercialising intellectual property and exhibiting the factors and management necessary for significant growth over the short to medium term. The Directors intend to focus primarily on the UK where the Directors believe that there are suitable opportunities, although other countries may also be considered in due course.

It may be considered appropriate to take an equity interest in any proposed business, which may range from a minority position to 100 per cent. ownership. Any investment is likely to be made into an unquoted company and structured as a direct acquisition.

As the Company's financial resources are likely to be invested in just one investment, this acquisition is also likely to be deemed to be a reverse takeover pursuant to Rule 14 of the AIM Rules. The Company does not currently intend to fund any investment with debt or other borrowings, but may do so if appropriate.

The Company's primary objective is that of achieving for Shareholders, over time, both capital growth and income through increasing profitability coupled with dividend payments on a sustainable basis.

The Directors believe that the collective business experience in the areas of acquisitions and corporate and financial management of both the Directors and of the Company's advisers and institutional Shareholders will assist the Company in the identification and evaluation of suitable opportunities.

The Directors consider that current market conditions and the general difficulty of securing both equity and debt financing for businesses, means there exists considerable opportunity to implement the proposed Investing Policy. The Directors also expect to have available to them such additional independent technical and commercial advice as they judge may be required.

Acquisition timeframe

Subject to the approval of the Investing Policy by the Shareholders at the General Meeting, the Company will be required to make an acquisition or acquisitions which constitute a reverse takeover under the AIM Rules or otherwise implement its Investing Policy within 12 months of the General Meeting, failing which the Ordinary Shares would then be suspended from trading on AIM. If the Ordinary Shares are suspended, the Directors believe that they would then propose to convene a general meeting of the Shareholders to consider whether to continue seeking investment opportunities or to wind up the Company and distribute any surplus cash back to Shareholders.

7. IRREVOCABLE UNDERTAKINGS

Irrevocable undertakings to vote, or (where applicable) to procure that the registered holder votes, in favour of the Resolutions have been given to the Company by the Directors in respect of their entire beneficial holdings of 18,123,468 Ordinary Shares representing, in aggregate, approximately 10.37 per cent. of the Share Capital.

In addition to the Directors, Shareholders who in aggregate have a beneficial interest in 58,840,570 Ordinary Shares representing 33.69 per cent. of the Share Capital have irrevocably undertaken to vote in favour of the Resolutions.

In total, irrevocable undertakings to vote, or (where applicable) to procure that the registered holder votes, in favour of the Resolutions have been given to the Company in respect of 76,964,038 Ordinary Shares, representing 44.06 per cent. of the Share Capital.

8. GENERAL MEETING

At the General Meeting, the Resolutions will be proposed to approve (a) the Disposal and (b) the proposed Investing Policy. The Notice of GM, which is to take place at 11:30 a.m. on 13 March 2014, is set out at the end of this Circular.

- Resolution 1 seeks Shareholder approval for the Disposal.
- Resolution 2 seeks Shareholder approval for the Investing Policy.

Resolutions 1 and 2 are to be proposed as ordinary resolutions and will be passed if more than 50 per cent. of the votes cast are in favour.

9. ACTION TO BE TAKEN

Enclosed with this Circular is the Form of Proxy for use at the General Meeting. Whether or not you intend to be present at the meeting, you are requested to complete and return the Form of Proxy in accordance with the instructions printed on it as soon as possible but, in any event, so as to be received by the Company at its registered address, Sandbeck Lane, Wetherby, West Yorkshire, LS22 7TW or by fax on 0845 200 8341 marked "For the attention of Darren Bamforth", not later than 11.30 am on 11 March 2014 (or, in the event of any adjournment, no later than 48 hours before the time of the adjourned meeting). Completion and return of the Form of Proxy will not preclude Shareholders from attending the General Meeting and voting in person, should they subsequently wish to do so.

10. RECOMMENDATION

The Directors, having consulted with the Nomad, believe that the Disposal and the Investing Policy are in the best interests of the Company and Shareholders as a whole. Accordingly, the Directors unanimously recommend that Shareholders vote in favour of the Resolutions, as the Directors have irrevocably undertaken to do in respect of their own beneficial holdings of 18,123,468 Ordinary Shares, representing approximately 10.37 per cent. of the Share Capital.

Yours faithfully

THOMAS BANNATYNE
Chairman
for and on behalf of the Directors

EVOCUTIS PLC

(Registered in England and Wales No. 05656604)

NOTICE OF GENERAL MEETING

NOTICE IS HEREBY GIVEN that a General Meeting of Evocutis plc ("**Company**") will be held at the offices of Walker Morris LLP at Kings Court, 12 King Street, Leeds LS1 2HL on 13 March 2014 at 11:30 a.m. for the purposes of considering and, if thought fit, passing the following resolutions, which will be proposed as ordinary resolutions. The terms and definitions used in this notice shall be as set out in the circular to Shareholders of the Company dated 25 February 2014 (the **"Circular"**), unless the context otherwise requires.

ORDINARY RESOLUTIONS

1. **THAT**, the proposed Disposal, on the terms and subject to the conditions contained in the Disposal Agreement (the principal terms of which are set out in the Circular), be approved along with all ancillary documents related thereto and that the Directors (or any duly constituted committee of them) be authorised to vary, amend, revise, waive or extend any of such terms and conditions (not being of a material nature in the context of the Disposal taken as a whole) as they think fit and take such steps on behalf of the Company as they may in their absolute discretion consider necessary, expedient or desirable to complete and give effect to the Disposal.

2. **THAT**, subject to the passing of resolution 1 above, the Investing Policy (as set out in the Circular) be approved and that the Directors (or any duly constituted committee of them) be authorised to take all such steps as any of them may consider necessary or desirable to implement the Investing Policy.

25 February 2014

Registered Office:

Sandbeck Lane
Wetherby
West Yorkshire
LS22 7TW

By order of the Board

Darren Bamforth
Company Secretary

Notes

1. To be entitled to attend and vote at the General Meeting (and for the purpose of the determination by the Company of the votes they may cast), Shareholders must be registered in the register of members of the Company at 6.00 p.m. on 11 March 2014 (or, in the event of any adjournment, no later than 48 hours before the time of the adjourned meeting). Changes to the register of members after the relevant deadline shall be disregarded in determining the rights of any person to attend and vote at the meeting.

2. Members are entitled to appoint a proxy to exercise all or any of their rights to attend and to speak and vote on their behalf at the meeting. A shareholder may appoint more than one proxy in relation to the General Meeting provided that each proxy is appointed to exercise the rights attached to a different share or shares held by that shareholder. A proxy need not be a shareholder of the Company. A proxy form which may be used to make such appointment and give proxy instructions accompanies this notice.

3. To be valid any Form of Proxy or other instrument appointing a proxy must be received by the Company by post or (during normal business hours only) by hand at its registered address, Sandbeck Lane, Wetherby, West Yorkshire, LS22 7TW or by fax on 0845 200 8341 marked "For the attention of Darren Bamforth", no later than 11.30 am on 11 March 2014 (or, in the event of any adjournment, no later than 48 hours before the time of the adjourned meeting).

4. The return of a completed Form of Proxy or other such instrument appointing a proxy will not prevent a shareholder attending the General Meeting and voting in person if he/she wishes to do so.

5. If a member appoints a proxy or proxies and then decides to attend the General Meeting in person and vote using his poll card, then the vote in person will override the proxy vote(s). If the vote in person is in respect of the member's entire holding, then all proxy votes will be disregarded. If, however, the member votes at the meeting in respect of less than the member's entire holding, then if the member indicates on his polling card that all proxies are to be disregarded, that shall be the case; but if the member does not specifically revoke proxies, then the vote in person will be treated in the same way as if it were the last received proxy and earlier proxies will only be disregarded to the extent that to count them would result in the number of votes being cast exceeding the member's entire holding. If you do not have a Form of Proxy and/or believe that you should have one or if you require additional forms, please contact the Company at its registered office.

6. To change your proxy instructions simply submit a new proxy appointment using the methods set out above. Note that the cut-off time for receipt of proxy appointments (see note 3 above) also applies in relation to amended instructions; any amended proxy appointment received after the relevant cut-off time will be disregarded. Where you have appointed a proxy using the hard-copy Form of Proxy and would like to change the instructions using another hard-copy Form of Proxy, please contact Darren Bamforth at the Company's registered office, Sandbeck Lane, Wetherby, West Yorkshire LS22 7TW. If you submit more than one valid proxy appointment, the appointment received last before the latest time for the receipt of proxies will take precedence.

7. In order to revoke a proxy instruction you will need to inform the Company by sending a signed hard copy notice clearly stating your intention to revoke your proxy appointment to Darren Bamforth at the Company's registered office. In the case of a member which is a company, the revocation notice must be executed under its common seal or signed on its behalf by an officer of the company or an attorney for the company. Any power of attorney or any other authority under which the revocation notice is signed (or a duly certified copy of such power or authority) must be included with the revocation notice. The revocation notice must be received by Darren Bamforth at the Company's registered office, Sandbeck Lane, Wetherby, West Yorkshire LS22 7TW no later than 11.30 am on 11 March 2014. If you attempt to revoke your proxy appointment but the revocation is received after the time specified then, subject to paragraph 5 above your appointment will remain valid.

8. If a corporation is a member of the Company, it may by resolution of its directors or other governing body authorise one or more persons to act as its representative or representatives at the Meeting and any such representative or representatives shall be entitled to exercise on behalf of the corporation all the powers that the corporation could exercise if it were an individual member of the Company.

9. Corporate representatives should bring with them either an original or certified copy of the appropriate board resolution or an original letter confirming the appointment, provided it is on the corporation's letterhead and is signed by an authorised signatory and accompanied by evidence of the signatory's authority.

10. As at 24 February 2014 (being the last business day prior to the publication of this Notice) the Company's issued share capital consists of 174,675,828 ordinary shares, carrying one vote each. Therefore, the total voting rights in the Company as at 24 February 2014 are 174,675,828.