

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION. IF YOU ARE IN ANY DOUBT ABOUT THE CONTENTS OF THIS DOCUMENT OR THE ACTION YOU SHOULD TAKE, YOU SHOULD CONSULT YOUR BROKER, BANK MANAGER, SOLICITOR, ACCOUNTANT OR OTHER INDEPENDENT FINANCIAL ADVISER AUTHORISED UNDER THE FINANCIAL SERVICES AND MARKETS ACT 2000 IF YOU ARE RESIDENT IN THE UNITED KINGDOM OR, IF NOT, FROM ANOTHER APPROPRIATELY AUTHORISED INDEPENDENT FINANCIAL ADVISER, IMMEDIATELY.

If you have sold or otherwise transferred all your shares in Curtis Banks Group plc ("**Curtis Banks**" or "**Company**"), or will have sold or transferred all of your shares prior to the Company's annual general meeting ("**AGM**") to be held on Thursday 27 May 2021 at 12.30 p.m., please forward this document and the enclosed form(s) of proxy to the purchaser or transferee or to the stockbroker, bank or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee. If you have sold only part of your holding, please contact your stockbroker, bank or other agent through whom the sale or transfer was effected immediately. Such documents should not however be forwarded or transmitted in or into any jurisdiction in which such act would constitute a violation of the relevant laws in such jurisdiction.

Curtis Banks Group plc

(Incorporated and registered in England and Wales with registered No. 07934492)

Notice of Annual General Meeting

Notice of an Annual General Meeting of Curtis Banks to be held at 12.30 p.m. on Thursday 27 May 2021 at 153 Princes Street, Ipswich, Suffolk, IP1 1QJ is set out on pages 7 to 9 of this document.

For the reasons explained in this document, unless notified otherwise by the Company, by means of notifications on its website made prior to the Annual General Meeting, shareholders are strongly recommended not to attend the Annual General Meeting. You are therefore requested, please, to complete the enclosed Form of Proxy for use at the Annual General Meeting. To be valid, the Form of Proxy should be completed, signed and returned in accordance with the instructions thereon to Computershare Investor Services PLC, The Pavilions, Bridgwater Road, Bristol BS99 6ZY as soon as possible and, in any event, so as to arrive by not later than 12.30 p.m. on Tuesday 25 May 2021.

Copies of this document, which is dated 30 April 2021, will be available free of charge to the public during normal working hours on any weekday (except Saturdays, Sundays and public holidays) from the registered office of the Company.

LETTER FROM THE CHAIRMAN OF CURTIS BANKS GROUP PLC

CURTIS BANKS GROUP PLC

(Incorporated and registered in England and Wales with registered number 07934492)

Directors:

Mr William Arthur Self, Chief Executive Officer
Mr Daniel James Cowland, Chief Financial Officer
Mrs Jane Ann Ridgley, Chief Operating Officer
Mr Christopher Anthony James Macdonald, Non-Executive Chairman
Mr William John Rattray, Non-Executive Director
Mr Louis Jules Hydleman, Non-Executive Director
Mrs Jill Elizabeth Lucas, Non-Executive Director

Registered office:

3 Temple Quay
Temple Back East
Bristol
BS1 6DZ

30 April 2021

Dear Shareholder

Notice of Annual General Meeting

1. Introduction

I am pleased to be writing to you with details of our sixth Annual General Meeting (“**AGM**”), which we are holding at the offices of the Company’s subsidiary, Suffolk Life Group Limited, at 153 Princes Street, Ipswich, Suffolk, IP1 1QJ, on Thursday 27 May 2021 at 12.30 p.m. The formal notice of the AGM (“**Notice**”) is set out on pages 7 to 9 of this document.

The purpose of this letter is to provide shareholders of the Company (“**Shareholders**”) with details of, the background to, and reasons for, the resolutions to be proposed at the AGM, to explain why the directors of the Company (“**Directors**”) believe that the passing of the resolutions is in the best interests of the Company and its Shareholders as a whole, and to recommend that Shareholders vote in favour of the resolutions.

This letter also sets out details of certain special arrangements which the Company has decided it must follow for the holding of the AGM, given the Covid-19 pandemic and the Government’s restrictions on people movements and public gatherings, which are in force at the date of this letter and may remain in force on the planned date for the AGM.

2. Covid-19 – special arrangements for the AGM and proxy voting

The AGM would normally provide an opportunity for Shareholders to meet with the Directors, for the Directors to provide an update on the Company’s business and to answer questions from Shareholders. We would normally therefore encourage Shareholders to attend the AGM in person.

However, in accordance with “2021 general meetings and the impact of Covid-19 guidance”, published by the Chartered Governance Institute on 24 February 2021, the special arrangements described below will be followed for the holding of the AGM this year, unless the Company subsequently notifies you otherwise via its website.

Two Company directors who represent shareholders who are entitled to vote at the meeting will be physically present at the AGM in order to form the necessary quorum to enable the business of the meeting to be carried out. It is not expected that either of those Directors present will be me, in which case one of those Directors who is present will be designated as chairman of the AGM.

We strongly recommend that shareholders do not attend in person and therefore all of the resolutions to be put to Shareholders at the AGM will be put to a vote on a poll, rather than on a show of hands.

In order to vote on the resolutions to be proposed at the AGM, please complete the Form of Proxy enclosed with this document, which, in the absence of your own voting indications, will appoint the chairman of the meeting to vote on your behalf, and return it to the Company’s Registrars, Computershare Investor Services PLC, The Pavilions, Bridgwater Road, Bristol BS99 6ZY as soon as possible and, in any event, not later than 12.30 p.m. on Tuesday 25 May 2021.

We have also made arrangements, in conjunction with the Company's Registrars, to enable Shareholders to submit their votes electronically via their website at www.investorcentre.co.uk/eproxy by no later than 12.30 p.m. on Tuesday 25 May 2021.

In addition, any Shareholder who is a CREST member may be able to submit votes electronically by using the electronic proxy service provided by Euroclear, using the procedures described in the CREST manual which can be viewed at www.euroclear.com. In order for a proxy appointment or instruction made using the CREST service to be valid, the appropriate CREST message must be properly authenticated in accordance with Euroclear's specifications and must contain the information required for such instructions, as described in the CREST manual. In order to be valid, any message sent using this procedure must be transmitted so as to be received by the Company's Registrars no later than 12.30 p.m. on Tuesday 25 May 2021.

If you are an institutional investor you may be able to appoint a proxy electronically via the Proxymity platform, a process which has been agreed by the Company and approved by the Company's Registrars. For further information regarding Proxymity, please go to www.proxymity.io. Your proxy must be lodged by 12.30 p.m. on 25 May 2021 in order to be considered valid. Before you can appoint a proxy via this process you will need to have agreed to Proxymity's associated terms and conditions. It is important that you read these carefully as you will be bound by them and they will govern the electronic appointment of your proxy.

The Directors encourage you to submit any question that you would like to have answered at the AGM by sending it, together with your name, as it appears on the Company's register of members, to the following email address: agm2021@curtisbanks.co.uk so as to be received by no later than 5.00 p.m. on Monday 24 May 2021.

The Company is intending to broadcast the AGM proceedings by live audio link which would enable Shareholders to listen to the AGM proceedings. Details as to how Shareholders may register to use that link will be notified in advance on the Company's website at www.curtisbanks.co.uk.

Shareholders should note that, whilst the provision of such an audio link facility will enable Shareholders to listen to proceedings, the Company is not able to make provision for remote two way participation by Shareholders. Shareholders will therefore not be able to use any such link for the purpose of participating actively in the AGM, either by voting on the resolutions using that means, or by asking questions during the proceedings, whether new questions or follow up questions to questions raised prior to the meeting.

Accordingly, and as noted above, Shareholders are urged to vote on the resolutions and to submit any questions they may have in advance of the AGM in the manner described above.

For up to date information as to the arrangements for the AGM and any modifications to them in the light of any changes in legislation relating to Covid-19, Shareholders are urged to refer regularly to the Company's website at www.curtisbanks.co.uk.

3. Business to be transacted at the AGM

Details of the resolutions to be proposed at the AGM are set out below. Resolutions 1 to 6 are to be proposed as ordinary resolutions and Resolutions 7 to 9 are to be proposed as special resolutions.

Resolution 1 (ordinary resolution): annual report and accounts

In accordance with the requirements of section 437 of the Companies Act 2006 ("**Companies Act**"), the Company will lay before the AGM the annual report and accounts of the Company in respect of the year ended 31 December 2020, together with the strategic report and the reports of the Directors and auditors of the Company.

Shareholders will have the opportunity to put questions on the annual report and accounts of the Company to the Directors in advance of the AGM, in the manner described above.

Resolution 2 (ordinary resolution): declaration of final dividend

The Company paid an interim dividend of 2.5 pence per Ordinary Share in November 2020. The Directors recommend a final dividend of 6.5 pence per Ordinary Share, bringing the total dividend relating to the period from 1 January 2020 to 31 December 2020 to 9.0 pence per Ordinary Share. The final dividend equates to an aggregate distribution to Shareholders of approximately £4.347 million. Subject to approval by Shareholders, the final dividend will be paid on 4 June 2021 to Shareholders on the register on 7 May 2021.

Resolution 3 (ordinary resolution): re-appointment of Director

The Company's articles of association ("**Articles**") require that any director appointed during the year retires and seeks re-election by the Shareholders at the next AGM following his or her appointment.

Jill Lucas was appointed as a director on 19 January 2021 and accordingly retires and seeks re-election at the AGM.

Brief biographical details of Jill Lucas are included in the annual report of the Company on page 31.

Resolutions 4 and 5 (ordinary resolutions): re-appointment of auditors

Shareholders will be asked to confirm the re-appointment of PricewaterhouseCoopers LLP as the Company's auditors to hold office until the conclusion of next year's annual general meeting and to grant authority to the Directors to determine the auditors' remuneration.

Resolution 6 (ordinary resolution): grant of authority to the Directors to allot ordinary shares in the capital of the Company ("Ordinary Shares")

Subject to a number of limited exceptions, the Directors may only allot Ordinary Shares or grant rights over Ordinary Shares if authorised to do so by the Shareholders. The authority granted to the Directors to allot Ordinary Shares by resolution of the Shareholders passed at the Company's previous annual general meeting on 4 June 2020 will expire following the conclusion of the AGM.

Accordingly, the authority in Resolution 6 will allow the Directors to allot shares (including treasury shares) in the Company or grant rights to subscribe for, or convert any security into, shares in the Company, up to a further nominal amount of £111,465.52 (representing 22,293,104 Ordinary Shares), which would constitute approximately one-third of the Company's issued ordinary share capital as at 28 April 2021 (being the latest practicable date prior to publication of this notice).

The authority in Resolution 6 comprises a general authority to allot shares up to a further nominal amount of £55,732.26 (representing 11,146,552 Ordinary Shares), and a further authority to allot shares up to a further nominal amount of £55,732.26 (representing 11,146,552 Ordinary Shares) in connection with a rights issue.

The authority in Resolution 6 remains subject to the pre-emption provisions set out in section 561 of the Companies Act, save to the extent that they are disapplied by the passing of Resolutions 7 and 8.

Resolutions 7 and 8 (special resolutions): disapplication of statutory pre-emption rights on allotment of Ordinary Shares

If the Directors wish to allot unissued shares or other equity securities for cash, or sell any shares which the Company may hold in treasury following a purchase of its own shares, the Companies Act requires that such shares or other equity securities are offered first to existing Shareholders in proportion to their existing holdings. The Directors consider that this requirement creates an unreasonable degree of inflexibility. It is, therefore, proposed that the Directors be granted authority to allot a limited number of equity securities for cash, without first being required to offer such securities to existing Shareholders, by the limited disapplication of section 561 of the Companies Act.

The effect of Resolution 7 is:

- to disapply the provisions of section 561 of the Companies Act entirely in connection with a rights issue and allow the Directors, in the case of a rights issue, to make arrangements in relation to fractional entitlements or other legal or practical problems which might arise; and
- to disapply the provisions of section 561 of the Companies Act entirely in respect of the allotment of additional equity securities (or the sale of treasury shares) for cash, allowing the Directors to allot equity securities without first offering the securities to existing Shareholders, up to a maximum aggregate nominal value of £16,719.83 (representing 3,343,966 Ordinary Shares), which would constitute approximately five per cent of the issued ordinary share capital of the Company as at 28 April 2021.

The effect of Resolution 8 is to disapply the provisions of section 561 of the Companies Act entirely in respect of the allotment of additional equity securities (or the sale of treasury shares) for cash which is to be used for the purposes of financing (or re-financing) an acquisition or other capital investment which may be made by the Group, allowing the Directors to allot equity securities without first offering the securities to existing Shareholders, up to a maximum aggregate nominal value of £16,719.83

(representing 3,343,966 Ordinary Shares), which would constitute approximately five per cent of the issued ordinary share capital of the Company as at 28 April 2021.

This disapplication is in addition to the disapplication provided by Resolution 7.

Accordingly, by the passing of Resolutions 6, 7, and 8 (taken together):

- the Directors will be authorised to allot further Ordinary Shares (including treasury shares) up to a nominal amount of £16,719.83 (representing 3,343,966 Ordinary Shares) without reference to any pre-emption provisions;
- the Directors will be authorised to allot further Ordinary Shares (including treasury shares) up to a further nominal amount of £16,719.83 (representing 3,343,966 Ordinary Shares) without reference to any pre-emption provisions in connection with the financing of an acquisition or another capital investment; and
- additionally, the Directors will be authorised to allot further Ordinary Shares (including treasury shares) up to a nominal amount of £189,491.38 (representing 37,898,276 Ordinary Shares) having followed the pre-emption provisions contained in Chapter 3 of Part 17 of the Companies Act or, alternatively, on a rights issue as referred to in Paragraph (a) of Resolution 6.

This is in line with the current institutional guidelines issued by the Investment Association.

The Directors currently intend only to make use of this authority: (a) to issue Ordinary Shares as consideration in connection with any acquisition of companies or businesses which the Company may wish to make; (b) in connection with the offer for subscription or placing with investors of Ordinary Shares in order to raise funds to finance any such acquisitions, or otherwise as may be necessary to satisfy the working capital requirements of the Company its subsidiaries ("Group"); and (c) in connection with the grant of share-based payments or options to the Directors of the Company and employees of the Group.

The total number of Ordinary Shares in issue as at 28 April 2021 was 66,879,312.

The Company does not currently hold any treasury shares.

Resolution 9 (special resolution): authority to purchase own shares

The Company is seeking authority to purchase up to five per cent of the Company's Ordinary Shares at, or between, the minimum and maximum prices specified in Resolution 9. This power would be used only after careful consideration by the Directors, having taken into account market conditions prevailing at that time, the investment needs of the Company, its opportunities for expansion and its overall financial position. The Directors would exercise the authority to purchase Ordinary Shares only if they considered it to be in the best interests of Shareholders and if the purchase could be reasonably expected to result in an increase in earnings per share.

Under the Companies Act, the Company is allowed to hold its own shares in treasury following a buyback, instead of cancelling them. Such shares may be resold for cash or used for the purpose of satisfying entitlements under employee share schemes but all rights attaching to them, including voting rights and any right to receive dividends, are suspended whilst they are held in treasury.

Accordingly, if the Directors exercise the authority conferred by Resolution 9, the Company will have the option of holding these shares in treasury, rather than cancelling them. The authority sought at the AGM will expire five years from the date the resolution is passed or, if earlier, at the conclusion of the next annual general meeting of the Company.

4. Action to be taken

As explained in section 2. of this letter, holders of Ordinary Shares will find enclosed with this document a Form of Proxy for use by them at the AGM.

You are requested to complete the enclosed Form of Proxy and return it to Computershare Investor Services PLC, The Pavilions, Bridgwater Road, Bristol BS99 6ZY as soon as possible and, in any event, so as to arrive by 12.30 p.m. on Tuesday 25 May 2021.

Alternatively, as explained in section 2. we have also made arrangements to enable Shareholders to submit their votes electronically via the website of Computershare Investor Services PLC, at www.investorcentre.co.uk/eproxy by no later than 12.30 p.m. on Tuesday 25 May 2021.

We again stress that Shareholders are being discouraged from attending the AGM in person and therefore will not be able to vote in person at the AGM.

You may call the Company's Registrars, Computershare Investor Services PLC on 0330 303 5911 if you have any questions about the AGM.

5. Recommendation

The Directors consider that all of the resolutions to be proposed at the AGM are in the best interests of the Company and its Shareholders as a whole. Accordingly, the Directors unanimously recommend that Shareholders vote in favour of all of the resolutions.

Yours faithfully

Chris Macdonald

Non-Executive Chairman

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that an annual general meeting (“**AGM**”) of Curtis Banks Group plc (“**Company**”) will be held at 12.30 p.m. on Thursday 27 May 2021 at 153 Princes Street, Ipswich, Suffolk, IP1 1QJ for the purpose of considering and, if thought fit, passing the following resolutions:

Ordinary Resolutions

1. THAT the Company’s annual accounts for the financial year ended 31 December 2020, together with the strategic report and the reports of the directors and auditors of the Company thereon, be received and adopted.
2. THAT a final dividend be declared on the ordinary shares of 0.5 pence each in the Company (“**Ordinary Shares**”) of 6.5 pence per share for the year ended 31 December 2020.
3. THAT Jill Lucas be re-appointed as a director.
4. THAT PricewaterhouseCoopers LLP be re-appointed as auditors to the Company until the conclusion of the next annual general meeting of the Company.
5. THAT the Directors be authorised to agree and fix the auditors’ remuneration.
6. THAT the Directors be generally and unconditionally authorised in accordance with section 551 of the Companies Act 2006 (the “**Companies Act**”) to exercise all powers of the Company to:
 - (a) allot Ordinary Shares or grant rights to subscribe for or to convert any security into Ordinary Shares in the Company up to an aggregate nominal amount £111,465.52 (representing 22,293,104 Ordinary Shares); and
 - (b) allot further Ordinary Shares or grant rights to subscribe for or to convert any security into Ordinary Shares in the Company up to a further aggregate nominal amount of £111,465.52 (representing 22,293,104 Ordinary Shares) where the equity securities (as defined in the Companies Act) are allotted in connection with a rights issue in favour of shareholders where the equity securities respectively attributable to the interests of all shareholders are proportional (as nearly as practicable) to the respective numbers of Ordinary Shares held by them,

provided that this authority shall expire at the conclusion of the next annual general meeting of the Company (or, if earlier, at the close of business on 26 August 2022) but, in each case, so that the Company may, before such expiry, make an offer or agreement which would or might require shares to be allotted or rights to subscribe for or convert securities into shares to be granted after such expiry and the Directors may allot shares or grant rights to subscribe for or convert securities into shares pursuant to such an offer or agreement as if this authority had not expired.

Special Resolutions

7. THAT, subject to the passing of Resolution 7, the Directors be authorised in accordance with sections 570 and 573 of the Companies Act to allot equity securities (as defined in the Companies 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 Companies Act did not apply to any such allotment or sale, such authority to be limited:
 - (a) to the allotment of equity securities (or sale of treasury shares) for cash in connection with an offer or issue of, or invitation to apply for, equity securities to:
 - (i) ordinary shareholders in proportion (as nearly as may be practicable) to their existing holdings; and
 - (ii) holders of other equity securities, as required by the rights of those securities, or as the Board otherwise considers necessary,

and so that the Board may impose any limits, exclusions or restrictions and make any arrangements which it considers necessary or appropriate to deal with treasury shares, fractional entitlements, record dates, or legal, regulatory or practical problems in, or under the laws of, or the requirements of any regulatory body or stock exchange in, any territory or any other matter (including any matters arising by virtue of equity securities being represented by depository receipts); and

- (b) to the allotment of equity securities (or sale of treasury shares) (otherwise than under paragraph (a) above) up to a nominal amount of £16,719.83 (representing 3,343,966 Ordinary Shares),

such authority to expire at the conclusion of the next annual general meeting of the Company (or, if earlier, at the close of business on 26 August 2022) 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 any such offer or agreement as if the authority had not expired.

8. THAT, subject to the passing of Resolution 7, the Directors be authorised in accordance with sections 570 and 573 of the Companies Act, in addition to any authority granted under Resolution 8, to allot equity securities (as defined in the Companies 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 Companies 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 £16,719.83 (representing 3,343,966 Ordinary Shares); 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 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,

such authority to expire at the conclusion of the next annual general meeting of the Company (or, if earlier, at the close of business on 26 August 2022) 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 any such offer or agreement as if the authority had not expired.

9. THAT the Company be generally and unconditionally authorised to make market purchases (within the meaning of section 693(4) of the Companies Act) of Ordinary Shares on such terms as the Directors think fit, provided that:

- (a) the maximum number of Ordinary Shares hereby authorised to be purchased is 3,343,966;
- (b) the minimum price, exclusive of any expenses, which may be paid for an Ordinary Share is 0.5 pence;
- (c) the maximum price, exclusive of any expenses, which may be paid for each Ordinary Share being the higher of the price of the last independent trade and the highest current independent bid for a share in the company on the trading venues where the market purchases by the company;
- (d) the authority hereby conferred shall, unless previously revoked or varied, expire on the date which is five years from the passing of this Resolution or, if earlier, at the conclusion of the next annual general meeting of the Company (except in relation to the purchase of Ordinary Shares the contract for which was concluded before the expiry of this authority and which will or may be executed wholly or partly after such expiry).

By Order of the Board

3 Temple Quay
Temple Back East
Bristol
BS1 6DZ

Dan Cowland
Company Secretary

Registered in England and Wales No 07934492

30 April 2021

NOTES

- 1 Members are entitled to appoint the chairman of the meeting to exercise all or any of their rights to attend and to speak and, on a poll, vote on their behalf at the meeting. A proxy form which may be used to make such appointment and give proxy instructions accompanies this notice. If you do not have a proxy form and believe that you should have one, or if you require additional forms, please contact Computershare Investor Services PLC on 0330 303 5911.
- 2 To be valid, any proxy form or other instrument appointing a proxy must be received by post or (during normal business hours only) by hand at the offices of the Company's registrars, Computershare Investor Services PLC, The Pavilions, Bridgwater Road, Bristol BS99 6ZY or by scan and email to Computershare Investor Services PLC at ExternalProxyQueries@computershare.co.uk, in each case no later than 12.30 p.m. on Tuesday 25 May 2021.
- 3 Shareholders will not be encouraged to attend the AGM and vote in person.
- 4 To be entitled to vote at the AGM (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 Tuesday 25 May 2021.
- 5 CREST members who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service may do so for the AGM and any adjournment by using the procedures described in the CREST manual (euroclear.com/crest). CREST personal members or other CREST-sponsored members and those CREST members who have appointed a voting service provider should refer to their CREST sponsor or voting service provider, who will be able to take the appropriate action on their behalf.
- 6 In order 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's specifications and must contain the information required for such instructions, as described in the CREST manual. All messages relating to the appointment of a proxy or an instruction to a previously appointed proxy must be transmitted so as to be received by Computershare (ID 3RA50) by 12.30 p.m. on Tuesday 25 May 2021. It is the responsibility of the CREST member concerned to 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. The Company may treat a CREST proxy instruction as invalid in the circumstances set out in Regulation 35(5)(a) of the Uncertificated Securities Regulations 2001.

