

COBURG
GROUP

Coburg Group Plc

Report of the Directors and Financial Statements
For the year ended 30 April 2014

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Company Information

Directors

K P Legg
J S P Maynard
M Parker
C J Ells
D C Ovidia

Secretary

Derringtons Limited

Registered Office

Unit 3 Harrington Way
Warspite Road
Woolwich
London
SE18 5NU

Registered Number

2956279 (England and Wales)

Independent Auditors

Bryden Johnson
Statutory Auditor
Kings Parade
Lower Coombe Street
Croydon
Surrey CR0 1AA

Banker

Barclays Bank Plc
1 Churchill Place, London
E14 5HP

Nominated Advisor

Grant Thornton UK LLP
30 Finsbury Square
London EC2P 2YU

Registrar

Capita Registrars
Northern House
Woodsome Park
Fenay Bridge
Huddersfield
West Yorkshire, HD8 0LA

Brokers

SI Capital Limited
1 High Street
Godalming
GU7 1AZ

Chairman's Statement

Results for Coburg Group Plc ("Coburg" or the "Company") for the year ended 30 April 2014 show a loss of £46,693 (2013 £87,412) which relates principally to operating costs and the annual costs associated with maintaining the company's AIM listing of £61,922 and interest costs of £14,250 offset by realised gains of £29,479 from sale of investments during the year.

Coburg's Non-Current Investments as at 30 April 2014 were £156,631 and represent a strategic interest of 10.9% in AIM listed African Eagle Resources ("AE"); this investment is shown on the balance sheet at historic cost. On 11 August 2014, the shares in AE were temporarily suspended from trading on AIM as a result of AE not having completed an acquisition or acquisitions which constitute a reverse takeover under the AIM Rules, or otherwise implementing its investing policy in accordance with Rule 15. We understand that AE continues to actively investigate new opportunities and is working towards implementing its investing policy in accordance with Rule 15.

As a matter of prudence, the Board of Coburg has decided, in conjunction with our Auditors Bryden Johnson, to reflect the carrying value of its investment in AE at cost of £156,631 rather than at the market value prevailing at 30 April 2014 which would be £268,268. The Coburg Board currently has no reason to believe that AE shares will resume trading on AIM at a significantly lower price than prevailing price of 0.28p per share when trading on AIM was temporarily suspended.

As a material and strategic investment by Coburg, reference in the Accounts of AE as at 31 December 2013, relating to its two assets, was as follows:

- approximately 9% interest in Elephant Copper Limited, a company which is preparing to list on the TSX-V and holds 100% of the Mkushi copper mine in Zambia, with the aim of bringing it back into production and
- a 10% free carried interest in the Dutwa Nickel Project in Tanzania.

As of today, the shaping of the future for Coburg is the absolute priority for the new Board.

In this regard, I took over the Chairmanship of the Company on 16 May 2014 and, to strengthen our expertise in natural resources sector, David Ovadia was appointed to the Board on 16 June 2014.

A Placing was successfully completed on 16 May 2014 raising £204,750. The Company now has sufficient cash to develop our plans and to raise funding by further placings as and when appropriate investment opportunities arise.

The Coburg Board is pleased to report that we are in the process of reviewing a number of proposed strategic investments which we hope to announce prior to the end of our 2015 Financial Year.

To elucidate on the Investment Policy of the Coburg Board, I set out our 4 main areas of focus:

- Strategic investment in "good value" opportunities for combination of cash and Coburg stock. Coburg will take an active role in the Investee Company's business with the possibility of requesting a Board position.
- Investment in early stage exploration projects providing both cash and technical input.
- Developing a portfolio of Natural Resource stocks, in companies which are listed or at the pre – IPO stage. Over time, management hope that the portfolio will consist of circa 20 companies
- A reverse-takeover of a natural resources company, although we are not restricted to that sector if a deal is attractive enough to benefit Coburg shareholders.

Finally, I very much look forward to providing Coburg's shareholders with future updates as we implement our investment policy.

Chris Ells
Chairman

28 August 2014

Operating and Financial Review

Business Review

During the year the Coburg Board has investigated a number of investment opportunities in the natural resources sector but has not finalised a significant transaction other than the investment in African Eagle referred to in the Chairman's statement. The Company continues to actively pursue a number of strategic investments and anticipates completion of one or more transactions prior to the end of our 2015 Financial Year.

Key Performance Indicators (KPI's)

The directors do not consider there to be any relevant KPI's given the minimal activity of the company in the reporting period.

Financial and Risk Review

The Board considers that there are no significant financial risks other than outlined below.

The operation of a public listed company involves a series of inherent risks and uncertainties across a range of strategic, commercial, operational and financial areas. The Board has outlined their perception of particular risks and uncertainties facing the company below. These risks and uncertainties could cause the actual results to vary from those experienced previously or described in forward looking statements within the annual report:

Litigation and dispute risk

From time to time, the company may be involved in litigation. This litigation may include, but is not limited to, contractual claims, personal injury claims, employee claims and environmental claims. If a successful claim is pursued against the company, the litigation may adversely impact the sales, profits or financial performance of the company. Any claim, whether successful or not, may adversely impact on the Company's share price. There is a risk that should the company seek redress against another party to its contracts by way of litigation or other dispute resolution processes, these processes may incur significant company's resources, the cost of pursuing such actions may be prohibitive and a successful result is not assured. The directors mitigate the risk by using external legal advisors and promptly referring any claims to the company's legal advisors.

General economic conditions

Changes in the general economic climate in which the company operates may adversely affect the financial performance of the company. Factors which may contribute to that general economic climate include the level of direct and indirect competition against the company, industrial disruption, the rate of growth of the Group's sectors, interest rates and the rate of inflation.

The company's exposure to interest rate risk, credit risk and liquidity risk are detailed in the Financial Instruments section of the Directors' Report.

Stock and currency market movements

Now that the company is an investing company its main risks are the adverse movement of stock and currency markets. It will also be indirectly exposed to overseas political risk and the movements of commodity prices and their potential impact on the valuation of the investment portfolio. The Directors mitigate these risks by ensuring adequate research on individual investments before acquisition by monitoring their performance closely after purchase and in the long run by ensuring that there is an adequate spread of investments to establish that the company is not unduly exposed to the performance of any one investment.

Report of the Directors

The directors present their report with the financial statements of the company for the year ended 30 April 2014.

Principal Activity

The principal activity of the company in the year under review was to establish strategic and portfolio investments in listed and unlisted shares of natural resource companies which encompasses the mining and oil & gas sectors.

Review of Business

A review of the Company's trading during the year and future developments is contained in the Chairman's Statement and Operating and Financial Review Report as set out on page 3.

The directors do not recommend a payment of a dividend in respect of the year ended 30 April 2014 (2013:Nil).

Events Since The End Of The Year

Information relating to events since the end of the year is given in the notes to the financial statements.

Directors

The directors shown below have held office during the whole of the period from 1 May 2013 to the date of this report.

K P Legg
J S P Maynard
M Parker

Other changes in directors holding office are as follows:

C J Ells - appointed 1 November 2013
D C Ovidia – appointed 12 June 2014.
B A Stockley – resigned 12 June 2014.

Chris J Ells (Chairman)

Chris Ells was appointed as a non-executive director on 1 November 2013. Chris is a qualified Chartered Accountant with significant experience in the structured finance industry. Chris has experience in the natural resources sector and was a director of South East African Mining Limited, an exploration company focused on gold and base metal projects in Africa until February 2014.

Konrad P Legg (Non-Executive Director)

Konrad Legg was appointed as a director of the company on 8 July 1999. Konrad has significant experience in the tropical agriculture sector and was a senior independent non-executive director of the Aim listed company M P Evans Plc; a plantation group with substantial palm oil interests in Indonesia and extensive cattle ranching interests in Australia until June 2014.

Mark E Parker (Non-Executive Director)

Mark Parker was appointed as a non-executive director on 28 March 2013. Mark is a geophysicist and mineral exploration entrepreneur with significant experience in Africa and the Middle East. Formerly Managing Director of African Eagle Resources plc, Mark is currently Managing Director of Equator Gold Holdings Limited and Chairman of Andiamo Exploration Ltd. Mark previously worked in the British Geological Survey, Hunting Geology and Geophysics, Ark Geophysics and as a consultant management in Africa, Europe, Southeast Asia, Latin America

Jeremy S P Maynard (Non-Executive Director)

Jeremy Maynard was appointed as a non-executive director on 31 October 2008. Jeremy has pursued a career in consumer goods marketing and in general management, mainly in the food manufacturing sector, and has been Chairman or Managing Director of a number of public and private companies.

David Ovidia MBE (Non-Executive Director)

David Craig Ovidia MBE was appointed a Non-Executive Director on 12 June 2014. David is a geologist and was Head of International at British Geological Survey (BGS) until 2010 when he took on the role of Managing Director of BGSi, which is a commercial spin-off from BGS. David is renowned in the African and Asian mining sector and his background in geology enables him to operate at both strategic and technical level.

Financial Instruments

Details of the company's risk management objectives and policies together with its exposure to financial risk are set out in note 13 to the financial statements.

The purpose of the policies is to ensure that adequate cost effective funding is available to the Group and exposure to financial risk - interest rate, liquidity and credit risk - is minimised.

Going Concern

Accounting standards require the directors to consider the appropriateness of the going concern basis when preparing the financial statements. The directors confirm that they consider that the going concern basis remains appropriate. The directors have taken notice of the Financial Reporting Council guidance 'Going Concern and Liquidity Risk: Guidance for Directors of UK Companies 2011' which requires the reasons for this decision to be explained.

The company made a net loss of £46,693 (2013: £87,412) during the year to 30 April 2014. At that date the company's statement of financial position showed net current assets of £128,162 (2013: £157,315). A Placing on 16 May 2014 raised £204,750 insuring company has sufficient financial resources to continue to meet its liabilities as they fall due over the next 12 months. Therefore we have continued to adopt the going concern basis of accounting in preparing the annual financial statements.

Report of the Directors

Substantial Interests

On 28 August 2014, the following parties had notified the Company of a beneficial interest that represents 3% or more of the company's issued share capital at that date:

	28.8.14 Number of shares held	Percentage Shareholding %	30.4.13 Number of shares held	Percentage Shareholding %
Shareholders				
R Bruce Rowan	212,500	29.2	120,000	29.1
K P Legg *	169,550	23.3	89,550	21.7
C J Ells **	86,600	11.9	-	-
A G Summers	54,250	7.5	54,250	13.1

* Included in the above number of shares were shares held by Tudeley Holdings Limited (29,000 shares) and Investeco Overseas Holdings Limited (40,000 shares), both companies controlled by K P Legg.

** Included in the above number of shares were shares held by JIM Nominees Ltd (1,600 shares) for the benefit of C J Ells.

Directors Interests

The directors who served during the period and their beneficial interests in the shares of the company as recorded in the register of Directors' interests at 30th April 2014 are as follows:-

	30.4.14 Number of shares held	Percentage Shareholding %	30.4.13 Number of shares held	Percentage Shareholding %
Directors:-				
K P Legg *	89,550	21.7	89,550	21.7
B Stockley	7,000	1.7	7,000	1.7
J S P Maynard	10	0.0	10	0.0
C J Ells - appointed 01.11.13 **	1,600	0.4	-	-

* Included in the above number of shares were shares held by Tudeley Holdings Limited (29,000 shares) and Investeco Overseas Holdings Limited (40,000 shares), both companies controlled by K P Legg.

** Included in the above number of shares were shares held by JIM Nominees Ltd (1,600 shares) for the benefit of C J Ells.

The directors who served during the period and their beneficial interests in share options in the company, as recorded in the register of Directors' interests as at 30 April 2014 are as follows:-

	30.4.14 Number of options held	30.4.13 Number of options held
B Stockley	-	750
C W Birkle - resigned 31.10.12	-	3,500

See note 16 for details regarding the options.

Statement of Directors' Responsibilities

The directors are responsible for preparing the Annual Report and the financial statements in accordance with applicable law and regulations.

Company law requires the directors to prepare financial statements for each financial year. Under that law the directors have elected to prepare the financial statements in accordance with International Financial Reporting Standards as adopted by the European Union. Under company law the directors must not approve the financial statements unless they are satisfied that they give a true and fair view of the state of affairs of the company and of the profit or loss of the company for that period. In preparing these financial statements, the directors are required to:

- select suitable accounting policies and then apply them consistently;
- make judgements and accounting estimates that are reasonable and prudent;
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the company will continue in business.

The directors are responsible for keeping adequate accounting records that are sufficient to show and explain the company's transactions and disclose with reasonable accuracy at any time the financial position of the company and enable them to ensure that the financial statements comply with the Companies Act 2006. They are also responsible for safeguarding the assets of the company and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

Report of the Directors

Statement as to Disclosure of Information to Auditors

So far as the directors are aware, there is no relevant audit information (as defined by Section 418 of the Companies Act 2006) of which the company's auditors are unaware, and each director has taken all the steps that he ought to have taken as a director in order to make himself aware of any relevant audit information and to establish that the company's auditors are aware of that information.

Auditors

The auditors, Bryden Johnson, will be proposed for re-appointment at the forthcoming Annual General Meeting.

This report has been prepared in accordance with the special provisions of Part 15 of the Companies Act 2006 relating to small companies.

On Behalf of the Board:

Chris Ells
Director

28 August 2014

Report of the Independent Auditors to the Members of Coburg Group Plc

We have audited the financial statements of Coburg Group plc for the year ended 30 April 2014 on pages eight to nineteen. The financial reporting framework that has been applied in their preparation is applicable law and International Financial Reporting Standards (IFRSs) as adopted by the European Union.

This report is made solely to the company's members, as a body, in accordance with Chapter 3 of Part 16 of the Companies Act 2006. Our audit work has been undertaken so that we might state to the company's members those matters we are required to state to them in a Report of the Auditors and for no other purpose. To the fullest extent permitted by law, we do not accept or assume responsibility to anyone other than the company and the company's members as a body, for our audit work, for this report, or for the opinions we have formed.

Respective Responsibilities of Directors and Auditors

As explained more fully in the Statement of Directors' Responsibilities set out on page five, the directors are responsible for the preparation of the financial statements and for being satisfied that they give a true and fair view. Our responsibility is to audit and express an opinion on the financial statements in accordance with applicable law and International Standards on Auditing (UK and Ireland). Those standards require us to comply with the Auditing Practices Board's Ethical Standards for Auditors.

Scope of the Audit of the Financial Statements

An audit involves obtaining evidence about the amounts and disclosures in the financial statements sufficient to give reasonable assurance that the financial statements are free from material misstatement, whether caused by fraud or error. This includes an assessment of: whether the accounting policies are appropriate to the company's circumstances and have been consistently applied and adequately disclosed; the reasonableness of significant accounting estimates made by the directors; and the overall presentation of the financial statements. In addition, we read all the financial and non-financial information in the Chairman's Report, the Operating and Financial Review and the Report of the Directors to identify material inconsistencies with the audited financial statements and to identify any information that is apparently materially incorrect based on, or materially inconsistent with, the knowledge acquired by us in the course of performing the audit. If we become aware of any apparent material misstatements or inconsistencies we consider the implications for our report.

Opinion on Financial Statements

In our opinion the financial statements:

- give a true and fair view of the state of the company's affairs as at 30 April 2014 and of its loss for the year then ended;
- have been properly prepared in accordance with IFRSs as adopted by the European Union; and
- have been prepared in accordance with the requirements of the Companies Act 2006.

Opinion on Other Matter Prescribed by the Companies Act 2006

In our opinion the information given in the Report of the Directors for the financial year for which the financial statements are prepared is consistent with the financial statements.

Matters on which we are required to report by exception

We have nothing to report in respect of the following matters where the Companies Act 2006 requires us to report to you if, in our opinion:

- adequate accounting records have not been kept, or returns adequate for our audit have not been received from branches not visited by us; or
- the financial statements are not in agreement with the accounting records and returns; or
- certain disclosures of directors' remuneration specified by law are not made; or
- we have not received all the information and explanations we require for our audit; or
- the directors were not entitled to take advantage of the small companies' exemption from the requirement to prepare a Risk Review Report or in preparing the Report of the Directors.

Jackie Wilding
Senior Statutory Auditor

for and on behalf of Bryden Johnson
Statutory Auditor
Kings Parade
Lower Coombe Street
Croydon
Surrey
CR0 1AA

28 August 2014

Statement Comprehensive Income

For the year ended 30 April 2014

	Notes	30.4.14 £	30.4.13 £
Continuing Operations			
Revenue		-	-
Other operating income		3,226	614
Administrative expenses		<u>(65,148)</u>	<u>(87,253)</u>
Operating Loss Before Exceptional Items			
		(61,922)	(86,639)
Exceptional items: realised gains on investment disposals		<u>29,479</u>	<u>-</u>
Operating Loss			
		(32,443)	(86,639)
Finance costs		<u>(14,250)</u>	<u>(773)</u>
Loss Before Income Tax			
	3	(46,693)	(87,412)
Income tax	4	<u>-</u>	<u>-</u>
Loss For The Year			
		(46,693)	(87,412)
Other Comprehensive Income			
Item that may be reclassified subsequently to profit or loss:			
Revaluation of investments		3,044	(14,446)
Income tax relating to item of other comprehensive income		<u>-</u>	<u>-</u>
Other Comprehensive Income for the Year, Net of Income Tax			
		<u>3,044</u>	<u>(14,446)</u>
Total Comprehensive Income for the Year			
		<u><u>(43,649)</u></u>	<u><u>(101,858)</u></u>
Earnings per share expressed in pence per share:			
Basic	5	-11.31	-21.17
Diluted		<u>-11.31</u>	<u>-20.95</u>

Statement of Financial Position

30 April 2014

	Notes	30.4.14 £	30.4.13 £
ASSETS			
Non-Current Assets			
Available for sale investments	6	<u>156,631</u>	<u>90,127</u>
Current Assets			
Trade investments	7	70,116	-
Cash and cash equivalents	8	72,150	169,593
Prepayments		<u>17,564</u>	<u>14,492</u>
		<u>159,830</u>	<u>184,085</u>
TOTAL ASSETS		<u><u>316,461</u></u>	<u><u>274,212</u></u>
Equity			
Shareholders' Equity			
Called up share capital	9	1,207,045	1,207,045
Share premium	10	633,164	633,164
Revaluation reserve	10	(11,403)	(14,447)
Merger relief reserve	10	417,284	417,284
Share option reserve	10	-	9,000
Retained earnings	10	<u>(2,236,297)</u>	<u>(2,189,604)</u>
Total Equity		<u>9,793</u>	<u>62,442</u>
LIABILITIES			
Non-Current Liabilities			
Financial liabilities - borrowings			
Interest bearing loans and borrowings	12	<u>275,000</u>	<u>185,000</u>
Current Liabilities			
Trade and other payables	11	<u>31,668</u>	<u>26,770</u>
TOTAL LIABILITIES		<u><u>306,668</u></u>	<u><u>211,770</u></u>
TOTAL EQUITY AND LIABILITIES		<u><u>316,461</u></u>	<u><u>274,212</u></u>

The financial statements were approved and authorised for issue by the Board of Directors on 28 August 2014 and were signed on its behalf by:

Chris Ells
Chairman

28 August 2014

Statement of Changes in Equity

For the year ended 30 April 2014

	Called up share capital £	Retained earnings £	Share premium £
Balance at 1 May 2012	1,207,045	(2,102,192)	633,164
Changes in equity			
Total comprehensive income	-	(87,412)	-
Balance at 30 April 2013	<u>1,207,045</u>	<u>(2,189,604)</u>	<u>633,164</u>
Changes in equity			
Total comprehensive income	-	(46,693)	-
Balance at 30 April 2014	<u>1,207,045</u>	<u>(2,236,297)</u>	<u>633,164</u>

	Revaluation reserve £	Merger relief reserve £	Share option reserve £	Total equity £
Balance at 1 May 2012	-	417,284	9,000	164,301
Changes in equity				
Total comprehensive income	-	-	-	(87,412)
Revaluation of investment	(14,447)	-	-	(14,447)
Balance at 30 April 2013	<u>(14,447)</u>	<u>417,284</u>	<u>9,000</u>	<u>62,442</u>
Changes in equity				
Total comprehensive income	-	-	-	(46,693)
Revaluation of investment	3,044	-	-	3,044
Share based payments	-	-	(9,000)	(9,000)
Balance at 30 April 2014	<u>(11,403)</u>	<u>417,284</u>	<u>-</u>	<u>9,793</u>

Statement of Cash Flows

For the year ended 30 April 2014

		30.4.14 £	30.4.13 £
Cash flows from operating activities			
Cash generated from operations	1	(69,248)	(2,126)
Interest paid		<u>(14,250)</u>	<u>-</u>
Net cash from operating activities		<u>(83,498)</u>	<u>(2,126)</u>
Cash flows from investing activities			
Purchase of investments		(192,311)	(90,655)
Sale of investments		<u>88,366</u>	<u>(8,798)</u>
Net cash from investing activities		<u>(103,945)</u>	<u>(99,453)</u>
Cash flows from financing activities			
New loans in year		<u>90,000</u>	<u>185,000</u>
Net cash from financing activities		<u>90,000</u>	<u>185,000</u>
(Decrease)/increase in cash and cash equivalents		<u>(97,443)</u>	<u>83,421</u>
Cash and cash equivalents at beginning of year	2	<u>169,593</u>	<u>86,172</u>
Cash and cash equivalents at end of year	2	<u><u>72,150</u></u>	<u><u>169,593</u></u>

Notes to the Statement of Cash Flows

For the year ended 30 April 2014

1. Reconciliation of Loss Before Income Tax to Cash Generated From Operations

	30.4.14	30.4.13
	£	£
Loss before income tax	(46,693)	(87,412)
Loss on disposal of fixed assets	-	13,447
Exceptional items	(29,479)	-
Other operating income	(152)	-
Share based payments	(9,000)	-
Finance costs	<u>14,250</u>	<u>773</u>
(71,074)	(73,192)	
(Increase)/decrease in trade and other receivables	(3,072)	81,608
Increase/(decrease) in trade and other payables	<u>4,898</u>	<u>(10,542)</u>
Cash generated from operations	<u><u>(69,248)</u></u>	<u><u>(2,126)</u></u>

2. Cash and Cash Equivalents

The amounts disclosed on the statement of cash flow in respect of cash and cash equivalents are in respect of this statement of financial position:

Year ended 30 April 2014

	30.4.14	1.5.13
	£	£
Cash and cash equivalents	<u>72,150</u>	<u>169,593</u>

Year ended 30 April 2013

	30.4.13	1.5.12
	£	£
Cash and cash equivalents	<u>169,593</u>	<u>86,172</u>

Notes to the Financial Statements

For the year ended 30 April 2014

1. Accounting Policies

Basis of preparation

These financial statements have been prepared in accordance with International Financial Reporting Standards and IFRIC interpretations and with those parts of the Companies Act 2006 applicable to companies reporting under IFRS. The financial statements have been prepared under the historical cost convention as modified by the revaluation of certain assets.

Coburg Group Plc is a public limited company incorporated in England and Wales under the Companies Act (registered number 2956279). The Company is domiciled in the United Kingdom and its registered address is Unit 3, Harrington Way, Warspite Road, Woolwich, London, SE18 5NU. The Company's shares are traded on the AIM market of the London Stock Exchange.

These financial statements have been presented in accordance with International Financial Reporting Standards (IFRS) as adopted by the European Union and interpretations issued by the International Financial Reporting Interpretations Committee (IFRIC) and have been prepared in accordance with AIM rules and the Companies Act 2006, as applicable to companies reporting under IFRS.

Accounting standards require the directors to consider the appropriateness of the going concern basis when preparing the financial statements. The directors confirm that they consider that the going concern basis remains appropriate. The directors have taken notice of the Financial Reporting Council guidance 'Going Concern and Liquidity Risk: Guidance for Directors of UK Companies 2010' which requires the reasons for this decision to be explained.

The company made a net loss of £46,693 (2013: £87,412) during the year to 30 April 2014. At that date the company's statement of financial position showed net current assets of £128,162 (2013: £157,315). A Placing on 16 May 2014 raised £204,750 ensuring company has sufficient financial resources to continue to meet its liabilities as they fall due over the next 12 months. Therefore we have continued to adopt the going concern basis of accounting in preparing the annual financial statements.

Taxation

Current taxes are based on the results shown in the financial statements and are calculated according to local tax rules, using tax rates enacted or substantially enacted by the statement of financial position date.

Deferred tax is recognised in respect of all timing differences that have originated but not reversed at the period end. This involves comparison of the carrying value of the company's assets and liabilities with their respective tax bases.

Deferred tax liabilities are provided for in full.

Tax losses available to be carried forward as well as other income tax credits to the company are assessed for recognition as deferred tax assets. Deferred tax assets are only recognised to the extent that it is probable that future taxable profits will be available against which the asset can be recognised and are reduced to the extent that it is no longer probable that the related tax benefit will be realised.

Deferred tax assets and liabilities are calculated without discounting, at tax rates that are expected to apply to the period when the asset is realised or the liability is settled, based on tax rates (tax laws) that have been enacted or substantively enacted by the balance sheet date. All changes in deferred tax assets or liabilities are recognised as a component of tax expense in the income statement, except where they relate to items that are charged or credited directly to equity in which case the related deferred tax is also charged or credited directly to equity.

Available for sale investments

Available for sale financial assets include non-derivative financial assets that are either designated as such or do not qualify for inclusion in any of the other categories of financial assets. All financial assets within this category are measured initially measured at cost and subsequently at fair value, with changes in value recognised through other comprehensive income, through the Statement of Comprehensive Income. Gains and losses arising from investments classified as available for sale are recognised in profit or loss when they are sold or when the investment is impaired. In the case of impairment of available for sale assets, any loss previously recognised through other comprehensive income is transferred from equity reserve to profit and loss. Impairment losses recognised in the statement of comprehensive income on equity instruments are not recognised through other comprehensive income.

Trade investments

Trade investments include investments the Board of Directors expect to trade within the next 12 months. All financial assets within this category are carried at lower of net realisable value. Gains and losses arising from investments classified as trade investments are recognised in profit or loss within operating profit when they are sold or when the investment is impaired. In the case of trade investments, any loss previously recognised through other comprehensive income is transferred from equity reserve to profit and loss.

Foreign currency translation

Assets and liabilities in foreign currencies are translated into sterling at the rates of exchange ruling at the statement of financial position date. Transactions in foreign currencies are translated into sterling at the rate of exchange ruling at the date of transaction. Exchange differences are taken into account in arriving at the operating result.

Notes to the Financial Statements

For the year ended 30 April 2014

1. Accounting Policies - Continued

New and amended standards adopted by the company

The Company has adopted the following new and amended IFRS and IFRIC interpretations as at 1 May 2013.

Reference	Title	Summary	Application date of standard	Application date of Company
IFRS 13	Original issue	Defines fair value	January 2013	January 2013

Standards, Interpretation, and amendments to published standards that are not yet effective

The following standards, amendments, and interpretations applicable to the Company are in issue but are not yet effective and have not been early adopted in these financial statements. They may result in consequential changes to the accounting policies and other note disclosures. We do not expect the impact of such changes on the statements to be material. These are outlined below

Reference	Title	Summary	Application date of standard	Application date of Company
IFRS2	Amendments resulting from the Annual	Amends the definition of vesting conditions	July 2014	July 2014
IFRS 13	Improvements 2009-2011	Clarifies that the scope of the portfolio exception defined in paragraph 52.	July 2014	July 2014
IAS1	Cycle	Amends the disclosures required in regards to comparative information	January 2014	January 2014

Segmental reporting

There are no reportable segments other than the company itself.

Critical accounting estimate and judgements

The Company makes estimates and assumptions concerning the future. The resulting estimates will by definition, seldom equal the actual results. Estimates and judgements are continually evaluated and are based on historical experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances. Many of the amounts included in the financial statements involve the use of judgement and/or estimation. These judgements and estimates are based on management's best knowledge of the relevant facts and circumstances, having regard to prior experience, but actual results may differ from the amounts included in the financial statements. The most critical judgements as applied to these financial statements are as follows:

Valuation of assets and reversal of impairment: the Company annually considers the carrying value of its investments by reference to publically available information for similar investments and the valuations implied therein, if available. If no public information is available the Company will use the information that is available to form a judgement as to the valuation.

Going concern: the Company determines whether it has sufficient resources in order to continue its activities by reference to budgets together with current and forecast liquidity. This requires an estimate of the availability of such funding which is critically dependent on the specific circumstances of the Company and, to a lesser extent, macro-economic factors.

2. Directors

	30.4.14	30.4.13
	£	£
Remuneration	<u>11,042</u>	<u>7,067</u>

The average monthly number of directors during the year was as follows:

	30.4.14	30.4.13
Directors	<u>5</u>	<u>4</u>

Information regarding the highest paid director for the year is as follows:

	30.4.14	30.4.13
	£	£
Director's fee	<u>3,500</u>	<u>2,000</u>
	<u>3,500</u>	<u>2,000</u>

Notes to the Financial Statements

For the year ended 30 April 2014

3. Loss Before Income Tax

Profit from continuing operations has been arrived at after charging/(crediting):-

	30.4.14 £	30.4.13 £
Legal and professional fees	49,545	54,578
Auditors remuneration	2,000	1,800
Directors remuneration	11,042	7,067
LSE fees	9,300	6,700
Loss on sale of fixed assets	-	13,447
Provision for share options	(9,000)	-
Other costs	<u>2,261</u>	<u>3,661</u>
Total administration expenses	<u>65,148</u>	<u>87,253</u>

During the year the company obtained the following services from the auditor

	30.4.14 £	30.4.13 £
Fees payable to the company's auditor in regards to the audit of the company:	<u>2,000</u>	<u>1,800</u>

4. Income Tax

Analysis of tax expense

No liability to UK corporation tax arose on ordinary activities for the year ended 30 April 2014 nor for the year ended 30 April 2013.

Factors affecting the tax expense

The tax assessed for the year is higher than the standard rate of corporation tax in the UK. The difference is explained below:

	30.4.14 £	30.4.13 £
Loss on ordinary activities before income tax	<u>(46,693)</u>	<u>(87,412)</u>
Loss on ordinary activities multiplied by the standard rate of corporation tax in the UK of 20% (2013 - 20%)	(9,339)	(17,482)
Effects of: Unrelieved tax losses	<u>9,339</u>	<u>17,482</u>
Tax expense	<u>-</u>	<u>-</u>

Tax effects relating to effects of other comprehensive income

	Gross £	30.4.14 Tax £	Net £
Revaluation of investments	<u>3,044</u>	-	<u>3,044</u>
	<u>3,044</u>	<u>-</u>	<u>3,044</u>
	Gross £	30.4.13 Tax £	Net £
Revaluation of investments	<u>(14,447)</u>	-	<u>(14,447)</u>
	<u>(14,447)</u>	<u>-</u>	<u>(14,447)</u>

As at the end of the reporting period tax losses carried forward of £4,139,693 (2013: £4,169,172) relating to capital losses and £255,956 (2013: £170,784) relating to operating losses were available to offset against future gains and profits.

Notes to the Financial Statements

For the year ended 30 April 2014

5. Earnings Per Share

Basic earnings per share is calculated by dividing the earnings attributable to ordinary shareholders by the weighted average number of ordinary shares outstanding during the period.

Diluted earnings per share is calculated using the weighted average number of shares adjusted to assume the conversion of all dilutive potential ordinary shares.

Reconciliations are set out below.

	Earnings £	30.4.14 Weighted average number of shares	Per-share amount pence
Basic EPS			
Earnings attributable to ordinary shareholders	(46,693)	412,909	-11.31
Effect of dilutive securities	<u>-</u>	<u>-</u>	<u>-</u>
Diluted EPS			
Adjusted earnings	<u>(46,693)</u>	<u>412,909</u>	<u>-11.31</u>

	Earnings £	30.4.13 Weighted average number of shares	Per-share amount pence
Basic EPS			
Earnings attributable to ordinary shareholders	(87,412)	412,909	-21.17
Effect of dilutive securities			
Options and convertible loans	<u>-</u>	<u>4,250</u>	<u>-</u>
Diluted EPS			
Adjusted earnings	<u>(87,412)</u>	<u>417,159</u>	<u>-20.95</u>

6. Available for Sale Investments

	£
Cost or Valuation	
At 1 May 2013	90,127
Additions	183,368
Disposals	(26,737)
Reclassification	<u>(90,127)</u>
At 30 April 2014	<u>156,631</u>
Net Book Value	
At 30 April 2014	<u>156,631</u>
At 30 April 2013	<u>90,127</u>

At the end of the reporting period the Board of Directors reviewed all investments and reclassified holdings totalling £90,127 as trade investments as described by the company's accounting policies.

The above balance represents the Company's strategic holding in African Eagle Resources Plc referred to in the Chairman's Statement valued at historic cost as opposed to market value. The market value of the investment would be £268,268 had the accounting policy in note 1 been applied.

Notes to the Financial Statements

For the year ended 30 April 2014

7. **Investments**

	30.4.14 £	30.4.13 £
Trade Investments	<u>70,116</u>	<u>-</u>

8. **Cash and Cash Equivalents**

	30.4.14 £	30.4.13 £
Bank accounts	<u>72,150</u>	<u>169,593</u>

9. **Called Up Share Capital**

Allotted, issued and fully paid: Number:	Class: value:	Nominal £	30.4.14 £	30.4.13 £
412,909	Ordinary	£0.10	41,335	41,335
23,790	Deferred	£49.00	<u>1,165,710</u>	<u>1,165,710</u>
			<u>1,207,045</u>	<u>1,207,045</u>

10. **Reserves**

	Retained earnings £	Share premium £	Revaluation reserve £
At 1 May 2013	(2,189,604)	633,164	(14,447)
Deficit for the year	(46,693)		
Revaluation of investment	<u>-</u>	<u>-</u>	<u>3,044</u>
At 30 April 2014	<u>(2,236,297)</u>	<u>633,164</u>	<u>(11,403)</u>
	Merger relief reserve £	Share option reserve £	Totals £
At 1 May 2013	417,284	9,000	(1,144,603)
Deficit for the year			(46,693)
Revaluation of investment	-	-	3,044
Share based payments	<u>-</u>	<u>(9,000)</u>	<u>(9,000)</u>
At 30 April 2014	<u>417,284</u>	<u>-</u>	<u>(1,197,252)</u>

11. **Trade and Other Payables**

	30.4.14 £	30.4.13 £
Current:		
Trade creditors	14,568	21,195
Accrued expenses	<u>17,100</u>	<u>5,575</u>
	<u>31,668</u>	<u>26,770</u>

Notes to the Financial Statements

For the year ended 30 April 2014

12. Financial Liabilities - Borrowings

	30.4.14	30.4.13
	£	£
Non-current:		
Other loans - 2-5 years	<u>275,000</u>	<u>185,000</u>
Terms and debt repayment schedule		
Other loans		2-5 years £ <u>275,000</u>

Other loans represent Convertible Loan Notes which can be converted at any time prior to 15 October 2016 but are not redeemable until that date. These Convertible Loan Notes attract an interest rate of 6% per annum and if converted the Loan Notes can be exchanged for 1 ordinary share for every 65p of loan note held

13. Financial Instruments

The company's financial instruments comprise of some cash and various items, such as trade receivables, trade payables etc which arise directly from its operations. The main purpose of these financial instruments is to raise finance for the company's operations. It is, and has been throughout the period under review, the company's policy that no trading in financial instruments shall be undertaken.

The accounting policies for financial instruments have been applied to items shown in the statement of financial position.

Liquidity risk

Historically the Group's policy has been to finance its business primarily with equity and short-term borrowings.

Foreign currency risk

This is minimised given the level of activity the company has, and plans to undertake while the directors seek investment opportunities.

Capital risk

As at the reporting date, the company interest rate profile solely consisted of fixed rate Convertible Loans Notes of £275,000 carrying an interest rate of 6% per annum.

The company has no other borrowing facilities available to it.

The fair values for the company's assets and liabilities are not materially different from their carrying values in the financial statements.

14. Related Party Disclosures

The payables below are in respect to the Convertible Loan Notes in issue (see note 12).

		30.04.14	30.04.13
		£	£
Year end balances			
KPL Investments Ltd	Entity under common directorship: K P Legg	25,000	25,000
J S P Maynard	Director	10,000	10,000
M Parker	Director	5,000	5,000

Key management compensation

		30.04.14	30.04.13
		£	£
Directors			
Aggregate emoluments		<u>11,042</u>	<u>7,067</u>
		<u>11,042</u>	<u>7,067</u>

Information in relation to the highest paid Director is as follows:

		30.04.14	30.04.13
		£	£
Director's fee		<u>3,500</u>	<u>2,000</u>
		<u>3,500</u>	<u>2,000</u>

Notes to the Financial Statements

For the year ended 30 April 2014

15. **Events after the Reporting Period**

On 16 May 2014 the company issued an additional 315,000 Ordinary Shares of 10p each for the consideration of 65p per share and will rank pari passu with the existing Ordinary Shares in issue. Following this placing the total number of Ordinary Shares in issue is 727,909.

On 12 June 2014 DC Ovidia was appointed as a Director of the company.

On 12 June 2014 BA Stockley resigned as a Director of the company.

16. **Share-Based Payment Transactions**

The measurement requirements of IFRS 2 have been implemented in respect of share options that were granted after 27 May 2009. The expense is recognised for share based payments made during the year is £Nil (2013: £Nil)

4,250 options were issued during the financial period ended 30 April 2010 exercisable at 5.625p. These share options were cancelled under mutual consent between the Board of Directors and the holders of the options.

Movement in issued share options during the year

The table illustrates the number and weighted average exercise price (WAEP) of, and movements in share options during the period

	30.4.14 No of options	WAEP	30.4.13 No of options	WAEP
Outstanding at the beginning of the period	4,250	5.625p	4,250	5.625p
Granted during the year	-		-	
Forfeited/cancelled during the period	4,250	4.895p	-	
Exchanged for shares	-		-	
Outstanding at the end of the period	-		4,250	5.625p
Exercisable at the end of the period	-		4,250	5.625p

17. **Control**

The day to day administration and financial supervision of the company is the responsibility of the directors as set out in page 5 of the financial statements. The directors are considered to be the key management personnel.

COBURG GROUP PLC

NOTICE OF THE AGM

NOTICE IS HEREBY GIVEN THAT the ANNUAL GENERAL MEETING of the above-named company (the "Company") will be held at 4th Floor, 40 Queen Street, London EC4R 1DD at 11.30am on Thursday 25 September 2014 for the transaction of the following business.

Ordinary Business

To consider and if thought fit, to pass the following resolutions which will be proposed as ordinary resolutions:

1. To receive the company's financial statements for the year ended 30 April 2014 together with the directors' report and the auditors' report on those accounts.
2. To re-elect Konrad Legg as a director who retires by rotation.
3. To elect Christopher Ells as a director of the Company, who was appointed by the Board since the last Annual General Meeting of the Company.
4. To elect David Ovadia as a director of the Company, who was appointed by the Board since the last Annual General Meeting of the Company.
5. To re-appoint Bryden Johnson as auditors of the company to hold office from the conclusion of the meeting to the conclusion of the next general meeting at which accounts are laid before the Company at a remuneration to be determined by the directors.

Special Business

To consider and if thought fit, to pass the following resolutions, of which resolutions 6, 7 and 8 will be proposed as ordinary resolutions and resolutions 9 and 10 will be proposed as special resolutions:

Ordinary Resolutions

6. That the redemption date of the £185,000 in nominal amount of convertible unsecured loan notes 2014 of the Company now in issue ("Existing Notes") be extended to 15 October 2016.
7. That the redemption date of the £90,000 in nominal amount of convertible unsecured loan notes 2015 of the Company now in issue ("Additional Notes") be extended to 15 October 2016.
- 8.1 That the directors be and they are generally and unconditionally authorised in accordance with Section 551 of the Companies Act 2006 to exercise all the powers of the Company to allot:
 - (i) up to 423,076 ordinary shares of 10p each in the Company ("Ordinary Shares") credited as fully paid which fall to be issued upon the conversion of the Existing Notes and the Additional Notes into Ordinary Shares, provided that this authority shall expire when all the Existing Notes and Additional Notes have been converted into Ordinary Shares or redeemed; and
 - (ii) up to 350,000 Ordinary Shares for cash or other consideration provided that this authority shall expire at the conclusion of the next Annual General Meeting of the Company after the passing of this resolution save that the directors may allot shares and grant rights pursuant to an offer or agreement made by the Company on or before that date as if such authority had not expired.

- 8.2 The authorities conferred by paragraph 1 of this Resolution 8 are in substitution for all previous authorities conferred on the directors in accordance with Section 551 of the Companies Act 2006 but without prejudice to any allotment of Ordinary Shares already made or agreed to be made pursuant to such authorities.

Special Resolutions

9. That in accordance with Section 570 of the Companies Act 2006 ("Act") the directors be and they are generally empowered to allot equity securities (within the meaning of Section 560 of the Act) pursuant to:
- (i) the authority conferred by paragraph (i) of resolution 8 as if Section 561 of the Act did not apply to any such allotment provided that this power shall be limited to the allotment of equity securities which fall to be issued upon conversion of Existing Notes and Additional Notes into shares and provided that this authority shall expire when all the Existing Notes and Additional Notes have been converted into shares or redeemed; and
 - (ii) the authorities conferred by paragraphs (ii) of resolution 8 as if Section 561 of the Act did not apply to any such allotment provided that the authority conferred by paragraph (ii) of resolution 8 shall expire on the date specified in that paragraph.
10. That the Company's Articles of Association be and they are replaced by the new Articles of Association as initialled by the Chairman for identification purposes and produced to the meeting.

By order of the board

Registered Office:
Unit 3 Harrington Way
Warspite Road
Woolwich
London SE18 5NU

J Muir
For Derringtons Limited
Company Secretary

28 August 2014

COBURG GROUP PLC

NOTES TO THE AGM NOTICE

1. Holders of Ordinary Shares, or their duly appointed representatives, are entitled to attend and vote at the Annual General Meeting. Shareholders are entitled to appoint a proxy to exercise all or any of their rights to attend and speak and vote on their behalf at the meeting. A shareholder can appoint the Chairman of the meeting or anyone else to be his/her proxy at the meeting. A proxy need not be a shareholder. More than one proxy can be appointed in relation to the Annual General Meeting provided that each proxy is appointed to exercise the rights attached to a different ordinary share or shares held by that shareholder. To appoint more than one proxy, the Proxy Form should be photocopied and completed for each proxy holder and returned in the same envelope. The proxy holder's name should be written on the Proxy Form together with the number of shares in relation to which the proxy is authorised to act. All Proxy Forms must be signed and, to be effective, must be lodged with Capita Registrars, PXS1, The Registry, 34 Beckenham Road, Beckenham, Kent BR3 4ZF so as to arrive not later than 48 hours before the time of the meeting, or in the case of an adjournment 48 hours before the adjourned time.

2. The return of a completed Proxy Form, other such instrument or any CREST Proxy Instruction (as described in note 3) will not prevent a shareholder attending the Annual General Meeting and voting in person if he/she wishes to do so.

3. 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 to be held on the 25 September 2014 at [12 noon] and any adjournment(s) thereof by using the procedures described in the CREST Manual. CREST personal members or other CREST sponsored members, and those CREST members who have appointed a voting service provider should refer to their CREST sponsors or voting service provider(s), who will be able to take the appropriate action on their behalf. In order for a proxy appointment or instruction made by means of CREST 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 such instructions, as described in the CREST Manual. The message must be transmitted so as to be received by the Company's agent, Capita Registrars Limited (CREST Participant ID: RA10), no later than 48 hours before the time appointed for the meeting. For this purpose, the time of receipt will be taken to be the time (as determined by the time stamp applied to the message by the CREST Application Host) from which the Company's agent is able to retrieve the message by enquiry to CREST in the manner prescribed by CREST. CREST members and, where applicable, their CREST sponsor or voting service provider 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. It is the responsibility of the CREST member concerned to take (or, if the CREST member is a CREST personal member or sponsored member has appointed a voting service provider, to procure that his CREST sponsor or voting service provider takes) 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 sponsor or voting service provider are referred in particular to those sections of the CREST Manual concerning practical limitations of the CREST system and timings. 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.

4. Any corporation which is a member 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.

5. In Accordance with Regulation 41 of the Uncertificated Securities Regulations 2001, only those members entered on the register of members of the company at 6pm 48 hours prior to the time for which the Annual General Meeting is convened or, in the event that this meeting is adjourned, in the register of members as at 6pm. on the day two days before the day of any adjourned meeting shall be entitled to attend and vote at the meeting in respect of the number of Ordinary Shares registered in their names at that time. Changes to the entries on the register of members after the close of business two days prior to the date for which the Annual General Meeting is convened or, in the event that this meeting is adjourned, in the

register of members after the close of business on the day two days before the date of the adjourned meeting, shall be disregarded in determining the rights of any person to attend or vote at the meeting.

6. In the case of joint holders, where more than one of the joint holders purports to appoint a proxy, only the appointment submitted by the most senior holder will be accepted. Seniority is determined by the order in which the names of the joint holders appear in the Company's register of members in respect of the joint holding (the first named being the most senior).

7. In the case of a member which is a company, your proxy form must be executed under its common seal or signed on its behalf by a duly authorised officer of the Company or an attorney for the Company.

8. Any power of attorney or other authority under which your proxy form is signed (or a duly certified copy of such power or authority) must be included with your proxy form.

COBURG GROUP PLC

PROXY FORM

Coburg Group PLC ANNUAL GENERAL MEETING 25 September 2014

Proxy for use at the Annual General Meeting to be held at 4th Floor, 40 Queen Street, London, EC4 1DD on Thursday 25 September 2014 at 11.30am.

I/We (**PLEASE COMPLETE IN BLOCK CAPITALS**)

of

.....
..... (see note 1) being (a) holder(s) of Ordinary Shares of 10p each in the capital of the Company, hereby appoint the Chairman of the meeting or

.....
..... as my/our proxy to vote for me/us and on my/our behalf at the Annual General Meeting of the Company to be held on 25 September 2014 and at any adjournment thereof in relation to the proposed resolutions and any amendments thereof.

I/We direct my/our proxy to vote in the manner indicated by an X in the appropriate column. Unless otherwise indicated, or upon any matter properly put before the meeting but not referred to below, my/our proxy may exercise his discretion as to how he votes and whether or not he abstains from voting.

Please tick here if this proxy appointment is one of multiple appointments being made

Resolutions:	FOR	AGAINST	VOTE WITHHELD
1. Ordinary Resolution – To receive the Company’s financial statements			
2. Ordinary Resolution - To re-elect Konrad Legg as a director			
3. Ordinary Resolution – To elect Christopher Ells as a director			
4. Ordinary Resolution – To elect David Ovadia as a director			
5. Ordinary Resolution – To re-appoint Bryden Johnson as auditors			
6. Ordinary Resolution – To extend the redemption date of existing convertible unsecured loan notes			
7. Ordinary Resolution – To extend the redemption date of additional convertible unsecured loan notes			
8. Ordinary Resolution - To authorise the allotment of certain Ordinary Shares			
9. Special Resolution – To disapply the pre-emption rights under Resolution 8			
10. Special Resolution – To adopt new Articles			

Dated 2014

Signature(s).....

COBURG GROUP PLC

NOTES TO THE PROXY FORM

1. Any member entitled to attend and vote at the Annual General Meeting is entitled to appoint one or more proxies (who need not be a member of the Company but must attend the meeting in person) of his own choice to attend and to vote in his/her place. To appoint more than one proxy you may photocopy this form. Please indicate 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. If a member wishes to appoint a proxy other than the Chairman, delete the words "the Chairman of the Meeting or," initial the alteration and insert the name of the person you wish to appoint as your proxy. All members are entitled to attend and vote at the meeting, whether or not they have returned a form of proxy.

2. If you indicate that you want your vote withheld your proxy may abstain from voting and therefore there is no vote at law to be counted in the calculation of the proportion of votes for and against the resolution.

If a member is a corporation, this form of proxy must be executed under its common seal or by the signature of an officer or attorney duly authorised in writing.

3. In the case of joint holders, the signature of any one holder will be sufficient, but the names of all joint holders should be stated, and the vote of the senior holder who tenders a vote will be accepted to the exclusion of the vote(s) of other joint holder(s), seniority being determined by the order in which the names stand in the register of members of the Company.

4. In order to be valid, this form of proxy, duly executed together with any power of attorney or other authority under which it is signed, or a notarially certified or office copy of such power or authority, must be lodged at the Company's Registrars; Capita Registrars, PXS1, The Registry, 34 Beckenham Road, Beckenham, Kent BR3 4ZF not less than 48 hours before the time of the meeting or any adjournment of the meeting.

5. The return of a completed Proxy Form, other such instrument or any CREST Proxy Instruction (as described in note 3 of the notes to the Notice) will not prevent a shareholder attending the Annual General Meeting and voting in person if he/she wishes to do so.

6. CREST members who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service may do so by using the procedures described in the CREST Manual. In order for a proxy appointment or instruction made using the CREST service to be valid, the appropriate CREST message, regardless of whether it constitutes the appointment of a proxy or an amendment to the instruction given to a previously appointed proxy, must, in order to be valid, be transmitted so as to be received by Capita Registrars (ID RA 10) by no later 48 hours prior to the meeting. Please refer to the notes of the notice of the meeting for further information on proxy appointments made through CREST.