THIS DOCUMENT AND THE ACCOMPANYING FORM OF PROXY ARE IMPORTANT AND REQUIRE YOUR IMMEDIATE ATTENTION. If you are in any doubt as to the action you should take, you are recommended to seek your own personal financial advice immediately from your stockbroker, solicitor, accountant or other independent financial adviser, duly authorised under the Financial Services and Markets Act 2000 (FSMA) if you are resident in the United Kingdom or, if not, from another appropriately authorised independent financial adviser.

If you sell or have sold or otherwise transferred all of your Ordinary Shares and/or C Shares, please send this document, together with the accompanying Form of Proxy, as soon as possible to the purchaser or transferee, or to the stockbroker, bank or other agent through whom the sale or transfer is or was effected, for delivery to the purchaser or transferee. If you have sold only part of your holding of Ordinary Shares and/or C Shares, you should retain these documents and consult the stockbroker, bank or other agent through whom the sale was effected.



# **GCP ASSET BACKED INCOME FUND LIMITED**

(a company incorporated in Jersey under The Companies (Jersey) Law, 1991 (as amended) with registered number 119412)

# Notice of Annual General Meeting

Notice of the Annual General Meeting of GCP Asset Backed Income Fund Limited to be held at 12 Castle Street, St Helier, Jersey JE2 3RT at 11.30 a.m. on 23 May 2017, is set out at the end of this document. Shareholders are requested to return the Form of Proxy accompanying this document. To be valid, the Form of Proxy must be completed and signed in accordance with the instructions thereon and returned so as to be received by Capita Registrars (Jersey) Limited, 12 Castle Street, St Helier, Jersey JE2 3RT as soon as possible but in any event so as to arrive not later than 11.30 a.m. on 19 May 2017.

#### **KEY TIMES AND DATES**

Latest time and date for receipt of Forms of Proxy
11.30 a.m. on 19 May 2017

Latest time and date for receipt of CREST Proxy Instructions
11.30 a.m. on 19 May 2017

Annual General Meeting
11.30 a.m. on 23 May 2017

24 April 2017

Dear Shareholder.

#### **Notice of Annual General Meeting**

I am pleased to send to you the notice of the Company's Annual General Meeting, which is being held at 12 Castle Street, St Helier, Jersey JE2 3RT at 11.30 a.m. on 23 May 2017.

The following Resolutions will be proposed as Ordinary Resolutions at the AGM and both Ordinary Shareholders and C Shareholders are entitled to vote on all resolutions:

#### Resolution 1

To adopt the report of the directors and the audited annual report and financial statements of the Company for the period 7 September 2015 to 31 December 2016.

#### Resolution 2

To approve the Directors' remuneration report (a copy of which can be obtained from the Company Secretary at 12 Castle Street, St Helier, Jersey, JE2 3RT).

#### • Resolution 3

To re-elect Alex Ohlsson as a director of the Company.

#### • Resolution 4

To approve the Company's dividend policy.

#### • Resolution 5

To appoint PricewaterhouseCoopers CI LLP ("PwC") as auditors of the Company.

#### • Resolution 6

To authorise the Audit Committee to determine the remuneration of PwC.

#### Resolution 7

To authorise the Company to hold Ordinary Shares purchased pursuant to the authority granted under Resolution 9 as treasury shares.

#### Resolution 8

To authorise the Directors to offer holders of Ordinary Shares the right to elect to receive Ordinary Shares instead of cash in respect of any dividend which may be declared by the Directors from time to time, such authority to expire at the conclusion of the Company's Annual General Meeting to be held in 2020.

The following Resolutions will be proposed as Special Resolutions at the AGM:

#### • Resolution 9

To authorise the Company to purchase its own shares.

#### Resolution 10

To amend the Company's Articles.

Below is an explanation in respect of the Resolutions to be proposed at the AGM:

#### **ORDINARY RESOLUTIONS**

#### Annual report and financial statements (Resolution 1)

The Directors are required to present the report of the directors' and the audited annual report and financial statements of the Company for the period 7 September 2015 to 31 December 2016 to the meeting.

#### Remuneration report (Resolution 2)

Although it is not a requirement under Companies Law to have the annual report on remuneration approved by Shareholders, the Board believes that as a company whose shares are listed on the Main Market of the London Stock Exchange it is good practice to do so.

The annual remuneration report provides details on Directors' remuneration during the period and is subject to an advisory shareholder vote however, no Director's remuneration is conditional upon passing Resolution 2.

#### Re-election of Alex Ohlsson (Resolution 3)

Under the provisions of the Company's Articles, the Directors retire by rotation with one-third of the Directors submitting themselves for re-election at each AGM.

Alex Ohlsson's biographical details are set out below for your information:

#### Alex Ohlsson, (Chairman) (aged 47)

Mr. Ohlsson was appointed as a Director on 29 September 2015. He is domiciled in Jersey and is the managing partner of the law firm Carey Olsen, and is recognised as an expert in corporate and finance law in Jersey with a particular focus on international real estate finance and structures. Mr. Ohlsson is regularly instructed by leading global law firms, financial institutions and corporates. Mr. Ohlsson joined Carey Olsen in 1991, became a Jersey solicitor in 1994 and an Advocate of the Royal Court of Jersey and a partner of Carey Olsen in 1995. He was educated at Victoria College Jersey and at Queens' College, Cambridge, where he obtained an MA (Hons) in law. Mr. Ohlsson is the independent chairman of the States of Jersey's audit committee and an advisory board member of Jersey Finance, Jersey's promotional body. Mr. Ohlsson is also a member of the Financial and Commercial Law Sub-Committee of the Jersey Law Society which reviews as well as initiates proposals for legislative changes. Mr. Ohlsson acts as a non-executive director of a number of companies. He is also chairman of the London Stock Exchange Main Market listed company Foresight Solar Fund Limited.

#### Approval of the Company's dividend payment policy (Resolution 4)

The Company's policy is to pay dividends on a quarterly basis, with dividends typically declared in January, April, July and October and paid in February, May, August and November in each financial period. As the last dividend in respect of any financial period is payable prior to the relevant annual general meeting, it is declared as an interim dividend and accordingly, there is no final dividend payable.

The Board is conscious that this means that Shareholders will not be given the opportunity to vote on the payment of a final dividend. Accordingly, it has been decided that Shareholders will be asked to confirm their approval of the Company's current dividend policy to continue to pay quarterly interim dividends with the objective of providing Shareholders with regular, growing distributions over the long term.

The Company has paid and declared interim dividends totalling 5.82 pence per Ordinary Share in respect of the financial period ended 31 December 2016.

#### Appointment of Auditor (Resolution 5)

At each general meeting at which the Company's financial statements are presented to its members, the Company is required to appoint an auditor to serve from the conclusion of that meeting until the conclusion of the next such meeting. The Board, on the recommendation of the Audit Committee, recommends the reappointment of PricewaterhouseCoopers (CI) LLP.

#### Remuneration of Auditor (Resolution 6)

The Board is seeking authority for the Audit Committee to determine the Auditor's remuneration.

### Approval of authority to hold treasury shares (Resolution 7)

The Companies Law allows companies to hold shares acquired by market purchases as treasury shares, rather than having to cancel the shares. Up to 10% of the issued shares may be held in treasury and may be subsequently cancelled or sold for cash in the market. This gives the Company the ability to reissue shares quickly and cost efficiently, thereby improving liquidity and providing the Company with additional flexibility in the management of its capital base.

#### Scrip dividend (Resolution 8)

In accordance with Article 117 of the Articles, the Company may, when authorised pursuant to an ordinary resolution of the Shareholders, offer a scrip dividend alternative to enable the Shareholders to increase their holding in the Company without incurring dealing costs. To the extent that Shareholders elect for a scrip dividend alternative, there is also a benefit to the Company from the retention of cash that would otherwise be paid out as an Ordinary Share dividend. Any cash retained as a result of Shareholders electing for the scrip dividend as an alternative to a cash dividend may be made available to be reinvested in accordance with the Company's investment objective and investment policy.

It is proposed that authority be granted for the Directors to offer holders of Ordinary Shares the right to elect to receive Ordinary Shares instead of cash in respect of any dividend which may be declared by the Directors from time to time, such authority to expire at the conclusion of the Company's Annual General Meeting in 2020. Should authority be granted by the Shareholders, the Board intend to offer the scrip dividend alternative in respect of interim dividends declared from July 2017 until the Company's Annual General Meeting in 2020. Further information relating to this will be published in due course.

Resolutions 1 to 8 are all proposed as Ordinary Resolutions. Ordinary Resolutions each require a simple majority of votes cast at the AGM in order to be passed.

#### **SPECIAL RESOLUTIONS**

## Approval of the market purchases of Ordinary Shares (Resolution 9)

The Directors may consider repurchasing Ordinary Shares in the market if they believe it to be in Shareholders' interests as a whole and as a means of correcting any imbalance between supply of and demand for the Ordinary Shares.

The Directors will only make such repurchases through the market at prices (after allowing for costs) below the relevant prevailing published NAV per Ordinary Share in accordance with guidelines established from time-to-time by the Board. Purchases of Ordinary Shares may be made only in accordance with the Companies Law, the Listing Rules, the Disclosure Guidance and Transparency Rules and the Market Abuse Regulation. The maximum price that may be paid by the Company on the repurchase of any Ordinary Shares pursuant to such a general authority is the higher of (i) 105 per cent. of the average of the middle market quotations for the Ordinary Shares for the five Business Days immediately preceding the date of purchase; and (ii) that stipulated by the regulatory technical standards adopted by the EU pursuant to the Market Abuse Regulation from time to time.

Shareholders should note that the purchase of Ordinary Shares by the Company is at the absolute discretion of the Directors and is subject to the working capital requirements of the Company and the amount of cash available to the Company to fund such purchases.

The authority sought would replace the authority given to the Directors on 12 October 2016. The maximum number of Ordinary Shares authorised to be purchased pursuant to this authority would be 24,675,351 representing 14.99 per cent of the total number of Ordinary Shares in issue as at the date of this document, and the maximum and minimum prices to be paid for such shares are stated in the Resolution.

### Approval of amendment to the Company's Articles (Resolution 10)

Article 14.8.2 (b) of the Articles includes reference to the Directors procuring that the auditors (or such other appropriately qualified person) shall be requested to certify, within three Business Days after the Calculation Date, that the C Share conversion calculations have been performed in accordance with the Articles and are arithmetically accurate. The Board concluded that the requirement for the certification to be within three Business Days after the Calculation Date was not relevant for the Company. It is therefore proposed that the Articles be amended to reflect this.

Resolutions 9 and 10 are proposed as Special Resolutions. Special Resolutions each require a two thirds majority of votes cast at the AGM in order to be passed.

#### Action to be taken

The action to be taken in respect of the AGM depends on whether you hold your Ordinary Shares and/or C Shares in certificated form or in uncertificated form (that is, in CREST).

#### **Certificated Shareholders**

Please check that you have received a Form of Proxy for use in respect of the AGM with this document.

Whether or not you propose to attend the AGM in person, you are strongly encouraged to complete, sign and return your Form of Proxy in accordance with the instructions printed thereon as soon as possible, but in any event so as to be received by the Registrar at Capita Registrars (Jersey) Limited, 12 Castle Street, St Helier, Jersey JE2 3RT no later than 11.30 a.m. on 19 May 2017.

Submission of the Form of Proxy will enable your vote to be counted at the AGM in the event of your absence. The completion and return of the Form of Proxy will not prevent you from attending and voting at the AGM or any adjournment thereof, in person should you wish to do so.

## **Uncertificated Shareholders**

CREST members can appoint proxies using the CREST electronic proxy appointment service and transmit a CREST Proxy Instruction in accordance with the procedures set out in the CREST Manual.

Whether or not you propose to attend the AGM in person, you are strongly encouraged to complete your CREST Proxy Instruction in accordance with the procedures set out in the CREST Manual as soon as possible, but in any event so as to be received by the Registrar, CREST ID RA10, no later than 11.30 a.m. on 19 May 2017.

This will enable your vote to be counted at the AGM in the event of your absence. The completion and return of the CREST Proxy Instruction will not prevent you from attending and voting at the AGM, or any adjournment thereof, in person should you wish to do so.

#### Recommendation

The Board considers all of the Resolutions to be in the best interests of Shareholders as a whole and recommend that you vote in favour of the Resolutions as they intend to do in respect of their own beneficial holdings currently representing 0.04 per cent. of the issued share capital of the Company.

Yours faithfully,

Alex Ohlsson Chairman

24 April 2017

# **Definitions**

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

"Annual General Meeting" or "AGM" the annual general meeting of the Company to be held at 12 Castle Street, St Helier, Jersey JE2 3RT at 11.30 a.m. on 23 May 2017 convened by the Notice of Annual General Meeting (including any adjournment thereof), and at which the Resolutions will be proposed

"Articles" the articles of association of the Company in force from time to time

"Board" the board of Directors of the Company

**"Business Day"** a day (except Saturday or Sunday) on which banks in the City of London and Jersey are normally open for business or such other day as the Directors determine.

"Calculation Date" the earliest of the following:

- (i) close of business on the date to be determined by the Directors after the Business Day on which the investment manager shall have given notice to the Directors that at least 90 per cent. of the net proceeds attrituable to the C Shares (or such other percentage as the Directors and investment manager shall agree) shall have been invested; or
- (ii) close of business on the date falling six calendar months after the allotment of the C Shares or if such a date is not a Business Day the next following Business Day; or
- (iii) close of business on the last Business Day prior to the day on which the Directors resolve that force majeure circumstances have arisen or are imminent; or
- (iv) close of business on such date as the Directors may determine.
- **"Companies Law"** the Companies (Jersey) Law 1991, as amended, and any subsidiary legislation from time to time made thereunder, including any statutory modifications or re-enactments for the time being in force
- "Company" GCP Asset Backed Income Fund Limited, a company incorporated in Jersey with registered number 119412
- "CREST" the system of paperless settlement of trades in securities and the holding of uncertificated securities operated by Euroclear UK & Ireland Limited in accordance with the Uncertificated Securities Regulations 2001 (SI 2001/3755)
- "CREST Manual" the manual, as amended from time to time, produced by Euroclear UK & Ireland Limited describing the CREST system and supplied by Euroclear UK & Ireland Limited to users and participants thereof
- "CREST Proxy Instruction" a proxy instruction message submitted through CREST in accordance with the CREST Manual

- "C Shares" C shares of no par value
- "Directors" the directors of the Company from time to time
- **"Disclosure Guidance and Transparency Rules"** the disclosure guidance published by the FCA and the transparency rules made by the FCA under Part VI of FSMA
- "FCA" the UK Financial Conduct Authority
- **"Form of Proxy"** the form of proxy which accompanies this document for use by Shareholders who hold their Ordinary Shares and/or C Shares in certificated form in relation to voting at the Annual General Meeting
- **"FSMA"** the Financial Services and Markets Act 2000 (as amended)
- **"Listing Rules"** the listing rules made by the UKLA pursuant to Part VI of FSMA
- "London Stock Exchange" London Stock Exchange plc
- "Market Abuse Regulation" the EU Market Abuse Regulation (596/2014)
- "NAV" the value, as at any date, of the assets of the Company after deduction of all liabilities of the Company and in relation to a class of shares in the Company, the value, as at any date of the assets attributable to that class of shares after the deduction of all liabilities attributable to that class of shares determined in accordance with the accounting policies adopted by the Company from time-to-time
- "NAV per Ordinary Share" at any date, the NAV attributable to the Ordinary Shares in issue (other than Ordinary Shares held in treasury)
- **"Notice of Annual General Meeting"** the notice of the Annual General Meeting set out at the end of this document
- **"Ordinary Resolution"** a resolution passed by a simple majority of the votes of the Shareholders entitled to vote and voting in person or by proxy at the Annual General Meeting
- "Ordinary Shares" ordinary shares of no par value
- **"Registrar"** Capita Registrars (Jersey) Limited of 12 Castle Street, St Helier, Jersey JE2 3RT
- **"Resolutions"** the resolutions to be proposed at the Annual General Meeting
- "Shareholder(s)" a holder or holders of Ordinary Shares and/or C Shares in the Company
- **"Special Resolution"** a resolution of the Company passed as a special resolution in accordance with the Companies Law
- **"UKLA"** the FCA acting in its capacity as the competent authority for the purposes of admissions to the Official List maintained by the UK Listing Authority

# Notice of Annual General Meeting

NOTICE IS GIVEN that an Annual General Meeting of GCP Asset Backed Income Fund Limited (the "Company") will be held at 12 Castle Street, St Helier, Jersey JE2 3RT on 23 May 2017 at 11.30 a.m. to consider and, if thought fit, pass the following resolutions, of which Resolutions 1 to 8 will be proposed as Ordinary Resolutions and Resolutions 9 and 10 shall be proposed as Special Resolutions.

#### **ORDINARY RESOLUTIONS**

- 1. THAT the report of the directors of the Company and the audited annual report and financial statements for the period 7 September 2015 to 31 December 2016 be received.
- 2. THAT the Directors' remuneration report for the period 7 September to 31 December 2016 be approved.
- 3. THAT Alex Ohlsson be re-elected as a Director of the Company.
- 4. THAT the Company's dividend policy to continue to pay quarterly interim dividends per financial period, with the objective of regular, growing distributions over the long term be approved.
- 5. THAT PricewaterhouseCoopers CI LLP be appointed as Auditors of the Company to hold office from the conclusion of the Annual General Meeting to the conclusion of the next Annual General Meeting at which the audited annual report and financial statements are laid before the Company.
- 6. THAT the Audit Committee be authorised to determine the remuneration of PricewaterhouseCoopers CI LLP.
- 7. THAT conditional on the passing of Resolution 9, the Company be authorised to hold Ordinary Shares purchased pursuant to the authority granted under Resolution 9 as treasury shares.
- 8. THAT the Directors be and are hereby authorised, in accordance with article 117 of the Articles, to offer holders of Ordinary Shares (as defined in the Articles), to the extent and in the manner determined by the Directors the right to elect (in whole or in part) to receive Ordinary Shares, credited as being fully paid, instead of cash, in respect of any dividend as may be declared by the Directors from time to time, provided that the authority conferred by this resolution shall expire at the conclusion of the Annual General Meeting of the Company to be held in 2020.

#### **SPECIAL RESOLUTIONS**

- 9. THAT the Company be generally and unconditionally authorised to make market purchases of up to 24,675,351 Ordinary Shares in accordance with the Articles, on such terms as the Directors think fit, provided that:
  - (a) the minimum price, exclusive of any expenses, which may be paid for each Ordinary Share is one pence per Ordinary Share; and
  - (b) the maximum price, exclusive of any expenses, which may be paid for each Ordinary Share is an amount equal to the higher of:
    - (i) 105 per cent. of the average of the middle market quotations for an Ordinary Share (as derived from the Daily Official List of London Stock Exchange plc) for the five Business Days immediately preceding the day on which the Ordinary Share is contracted to be purchased; and
    - (ii) the amount stipulated by the regulatory technical standards adopted by the EU pursuant to the Market Abuse Regulation; and
  - (c) the authority hereby conferred shall expire, unless previously revoked or varied, 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.
- 10. THAT the Articles be amended by the deletion of ", within three Business Days after the Calculation Date," in Article 14.8.2(b).

#### By order of the Board of Directors

Capita Financial Administrators (Jersey) Limited Secretary 24 April 2017 Registered Office:

12 Castle Street St Helier, Jersey, JE2 3RT

# Notes

- 1. A member is entitled to appoint one or more proxies to exercise all or any of the member's rights to attend, speak and vote at the AGM. A proxy need not be a member of the Company and a member may appoint more than one proxy in relation to a meeting to attend, speak and vote on the same occasion provided that each proxy is appointed to exercise the rights attached to a different share or shares held by a member. To appoint more than one proxy, the proxy form should be photocopied and the name of the proxy to be appointed indicated on each form together with the number of shares that such proxy is appointed in respect of.
- 2. A Form of Proxy is enclosed with this circular. In order to be valid any proxy form or other instrument appointing a proxy must be returned duly completed by one of the following methods no later than 11.30 a.m. on 19 May 2017:

In hard copy form by post, by courier, or by hand to the following address:

Capita Registrars (Jersey) Limited 12 Castle Street, St. Helier Jersey, JE2 3RT Channel Islands

Submission of a proxy appointment will not preclude a member from attending and voting at the AGM should they wish to do so.

To direct your proxy on how to vote on the resolutions, mark the appropriate box on your proxy form with an 'X'. To abstain from voting on a resolution, select the relevant "Vote withheld" box. A vote withheld is not a vote in law, which means that the vote will not be counted in the calculation of votes for or against the resolution. If no voting indication is given, your proxy will vote or abstain from voting at his or her discretion. Your proxy will vote (or abstain from voting) as he or she thinks fit in relation to any other matter which is put before the AGM.

- 3. Pursuant to the Companies (Uncertificated Securities) (Jersey)
  Order 1999, the Company specifies that only those shareholders
  registered in the register of members of the Company by
  11.30 a.m. on 19 May 2017 shall be entitled to attend and vote at
  the AGM in respect of the number of shares registered in their
  name at that time. Changes to entries on the register of members
  after 11.30 a.m. on 19 May 2017 shall be disregarded in
  determining the rights of any person to attend or vote at the AGM.
- 4. 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).
- 5. Under the Companies (Jersey) Law 1991, a body corporate may only appoint one corporate representative. A shareholder which is a body corporate that wishes to allocate its votes to more than one person should use the proxy arrangements.
- Any power of attorney or any other authority under which your proxy form is signed (or a duly certified copy of such power or authority) must be returned to the registered office with your proxy form.
- 7. In accordance with Article 40 of the Companies (Uncertificated Securities) (Jersey) Order 1999, the Company has fixed 6.00 p.m. on 13 April 2017 as the record date for determining the uncertificated members entitled to receive notice of the meeting and this Form of Proxy, so that such persons entered on the Company's register of members at that time are the persons so entitled.

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(s) of the AGM by using the procedures described in the CREST Manual. CREST personal members or other CREST sponsored members and those CREST members who have appointed a voting service provider(s) should refer to their CREST sponsor or voting service provider(s), who will be able to take the appropriate action on their behalf.

In order for a proxy appointment or instruction made using the CREST service to be valid, the appropriate CREST Proxy Instruction must be properly authenticated in accordance with Euroclear UK and Ireland Limited's specifications and must contain the information required for such instructions, as described in the CREST Manual. The message, regardless of whether it constitutes the appointment of a proxy or 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 the Company's agent (ID RA10) by the latest time(s) for receipt of proxy appointments specified in the notice of meeting. For this purpose, the time of receipt will be taken to be the time (as determined by the timestamp applied to the message by the CREST Applications Host) from which the Company's agent is able to retrieve the message by enquiry to CREST in the manner prescribed by CREST. After this time any change of instructions to proxies appointed through CREST should be communicated to the appointee through other means.

CREST members and, where applicable, their CREST sponsors or voting service provider(s) should note that Euroclear UK and Ireland Limited does not make available special procedures in CREST for any particular messages. Normal system timing 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 personal CREST member or sponsored member or has appointed a voting service provider(s), to procure that his CREST sponsor or voting service provider(s) take(s)) such action as shall be necessary to ensure that a message is transmitted by means of the CREST system by 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 of the United Kingdom, or the relevant provisions of the Companies (Uncertificated Securities) (Jersey) Order 1999.

- 8. You may submit your proxy electronically using the Shareportal Service at www.capitashareportal.com. You will be asked to enter your Investor Code (IVC) printed on the share certificate and agree to certain terms and conditions. On submission of your vote you will be issued with a reference number. For an electronic proxy appointment to be valid, it must be received by the Registrar no later than 11:30 a.m. on 19 May 2017. If not already registered for the share portal you will need your investor code. If you cannot locate your investor code, please contact Capita Asset Services helpline on 0871 664 0300 (calls cost 10 pence per minute plus network extras) (from outside the UK: + 44 (0) 20 8639 3399) between 09.00 and 17.30 on Business Days.
- As at 21 April 2017 being the latest practicable date before the publication of this circular, the Company's issued share capital consisted of 164,612,083 Ordinary Shares carrying one vote each and 79,250,000 C Shares carrying one vote each. Therefore, the total voting rights in the Company as at 21 April 2017 are 243,862,083.
- 10. Copies of the Directors' letters of appointment and the Company's Articles are available for inspection at the Registered Office of the Company during normal business hours on any Business Day and will be available for inspection at the place where the AGM is being held from 15 minutes prior to and during the meeting.