

**THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION.**

If you are in any doubt as to what action you should take, you should consult your stockbroker, bank manager, solicitor, accountant or other professional adviser authorised under the Financial Services and Markets Act 2000.

If you have sold or otherwise transferred all your shares in SOCO International plc, please pass this document together with the accompanying documents as soon as possible to the purchaser or transferee, or to the agent through whom the sale or transfer was effected for onward transmission to the purchaser or transferee.



Registered Office  
48 Dover Street  
London W1S 4FF  
United Kingdom

Incorporated in England and Wales. Registered No. 3300821

**Directors:**

<b>Rui C de Sousa</b>	(Non-Executive Chairman)
<b>Edward T Story</b>	(President and CEO)
<b>Roger D Cagle</b>	(Deputy CEO and Chief Financial Officer)
<b>Cynthia B Cagle</b>	(Executive Vice President and Company Secretary)
<b>Robert G Gray</b>	(Non-Executive Director and Senior Independent Director)
<b>Olivier M G Barbaroux</b>	(Non-Executive Director)
<b>Ettore P M Contini</b>	(Non-Executive Director)
<b>António V Monteiro</b>	(Non-Executive Director)

12 April 2017

Dear Shareholder,

**ANNUAL GENERAL MEETING**

The Company's Annual General Meeting will be held at The Bulgari Hotel, 171 Knightsbridge, London SW7 1DW on 13 June 2017 at 10.00 a.m. The Notice of Meeting follows in Appendix II to this letter, and sets out the business to be transacted. An explanation of each of the resolutions also follows in Appendix I to this letter. Accompanying this letter is a copy of the Company's Annual Report and Accounts for the year ended 31 December 2016.

**ACTION TO BE TAKEN**

A proxy form for use by shareholders in connection with the Annual General Meeting is enclosed. Whether or not you propose to attend the Annual General Meeting you are requested to complete and return the proxy form in accordance with its instructions so that it arrives no later than 48 hours (excluding non-working days) before the time appointed for holding the Annual General Meeting. If you complete and return the proxy form, you can still attend and vote at the Annual General Meeting in person if you wish.

**RECOMMENDATION**

Your Directors consider that the proposals outlined are in the best interests of the Company and its shareholders as a whole. Accordingly, your Directors recommend that you vote in favour of the resolutions to be proposed at the Annual General Meeting, as they intend to do so in respect of their own beneficial holdings, which amount to 61,105,231 ordinary shares representing approximately 18.41% of the current issued share capital of the Company (excluding treasury shares) on the date of this letter. In making their recommendation, each Director being proposed for re-election abstains in relation to the resolution for their own re-election.

Yours sincerely,

A handwritten signature in black ink, appearing to read "Rui de Sousa", with a horizontal line underneath.

**Rui de Sousa**  
Chairman

## APPENDIX I

### Explanation of the resolutions to be proposed at the Annual General Meeting ('AGM')

**(a) Resolution 1: To Receive the Annual Report and Accounts**

This resolution is to receive the Annual Report and Accounts for the year ended 31 December 2016 including the Strategic, Directors' and Auditors' Reports and the Directors' Remuneration Report ('the Report and Accounts'), accompanying this circular to shareholders.

**(b) Resolution 2: To Declare a Dividend**

The Board has recommended a final dividend of 5 pence per ordinary share, which amounts to approximately £20.6 million and which, if approved at the AGM, will be paid on 16 June 2017 to shareholders on the register at the close of business on 26 May 2017.

**(c) Resolution 3: To Approve the Remuneration Policy**

Regulations came into force on 1 October 2013, which require the Company to offer shareholders a binding vote on the Company's forward-looking remuneration policy ('the Remuneration Policy') whenever a new policy, or an amendment to the existing policy, is proposed and, in any event, at least every three years. Following the shareholder approval granted at the AGM in 2014, this resolution seeks shareholder approval for the 2017 Remuneration Policy, which forms part of the Directors' Remuneration Report and can be found on page 66 to 72 (inclusive) of the Report and Accounts and, in accordance with the Companies Act 2006 ('the Act'), reflects the requirement for a separate resolution on the Remuneration Policy part of the Directors' Remuneration Report to be put to a vote by shareholders. The vote on the Remuneration Policy is binding in that, once the policy is approved, the Company will not be able to make a remuneration payment to a director or prospective director or a payment for loss of office to a director or past director, unless that payment is consistent with the policy or has been specifically approved by a resolution of the Company's shareholders. If this resolution is approved, the effective date of the Remuneration Policy will be 13 June 2017. Payments will continue to be made to Directors and former Directors (in their capacity as directors) in line with existing contractual arrangements until that date. Once the Remuneration Policy is approved, all payments to current, former and prospective Directors (in their capacity as Directors) will be made in line with the Remuneration Policy or following specific shareholder approval. The Remuneration Policy will be submitted to shareholders for a vote at least every three years, and at such time that a revision is proposed.

**(d) Resolutions 4: Approval of the Directors' Remuneration Report**

This resolution seeks, in accordance with section 439 of the Act, shareholder approval for the Directors' Remuneration Report (excluding the part containing the summary of the Remuneration Policy), which can be found on pages 65 to 81 (inclusive) of the Report and Accounts. The Directors' Remuneration Report gives details of the implementation of the Company's current remuneration policy for the Directors in connection with their performance and that of the Company during the year ended 31 December 2016. This vote is advisory and will not affect the way in which the pay policy has been implemented.

The Company's Auditors during the year, Deloitte LLP, have audited those parts of the Directors' Remuneration Report required to be audited and their report may be found on pages 82 to 89 of the Report and Accounts.

**(e) Resolutions 5, 6, 7, 8, 9, 10, 11 and 12: Re-election of Directors**

These are resolutions for the re-election as Directors of Rui C de Sousa, Edward T Story, Roger D Cagle, Cynthia B Cagle, Robert G Gray, Olivier M G Barbaroux, Ettore P M Contini and António V Monteiro who retire at this AGM as explained on page 46 of the Report and Accounts, and are being proposed by the Board for re-election.

The re-election of each Director is recommended by the Board in consideration of the results of their individual performance evaluation and demonstration of their commitment and effectiveness as confirmed by the Chairman in respect of the Non-Executive Directors and by the Senior Independent Director in respect of the Chairman. Biographical details of the Directors are set out on page 45 of the Report and Accounts.

**(f) Resolution 13: Reappointment of Auditors**

The Act requires that auditors be appointed at each general meeting at which accounts are laid to hold office until the next such meeting. The appointment of Deloitte LLP as Auditors of the Company terminates at the conclusion of the AGM. This is a resolution to reappoint Deloitte LLP as Auditors of the Company to hold office from the conclusion of this AGM until the conclusion of the next AGM at which accounts are laid before the Company. The Audit & Risk Committee keeps under review the independence and objectivity of the external auditors and further information can be found in the Annual Report and Accounts on page 62. After considering the relevant information, the Audit & Risk Committee has recommended to the Board that Deloitte LLP be reappointed as auditors.

**(g) Resolution 14: Auditors' Remuneration**

It is normal practice for shareholders to resolve at the AGM that the Directors decide on the level of remuneration of the Auditors for the audit work to be carried out by them in the next financial year. The amount of the remuneration paid to the Auditors for the next financial year will be disclosed in the next audited accounts of the Company and will be agreed by the Audit & Risk Committee on behalf of the Directors.

**(h) Resolution 15: Directors' Authority to Allot Securities**

Your Directors may allot unissued shares, or grant rights to subscribe for or convert any security into shares in the Company, only if authorised to do so by shareholders. The Directors were so authorised at the Company's AGM in 2016, with such authorisation to expire at the conclusion of this AGM.

Resolution 15 will be proposed as an ordinary resolution to grant new authorities (in substitution for all existing authorities) to allot: (a) shares, or grant rights to subscribe for or convert any security into shares, up to an aggregate nominal amount of £5,532,577 (representing 110,651,540 ordinary shares of £0.05 each), and (b) equity securities up to an aggregate nominal amount of £11,065,155 (representing 221,303,100 ordinary shares of £0.05 each), as reduced by the nominal amount of any shares issued under resolution 15(a), where the allotment is in connection with a rights issue.

In accordance with guidance issued by the Investment Association, these amounts represent approximately one third and approximately two thirds respectively of the total issued ordinary share capital of the Company (excluding 9,122,268 treasury shares of £0.05 each which represent 2.75% of the total ordinary share capital in issue excluding treasury shares) as at 11 April 2017, the latest practicable date prior to the publication of this Notice of Meeting.

If granted, these authorities will expire at the AGM in 2018 or on 30 June 2018, whichever is the earlier. The Directors have no present intention of issuing shares pursuant to this authority, except under resolution 15(a) to satisfy the exercise of options under the Company's employee share option schemes, but the Directors wish to ensure that the Company has maximum flexibility in managing the Company's capital resources.

**(i) Resolutions 16 and 17: Disapplication of Pre-Emption Rights**

Resolutions 16 and 17 seek to renew the existing authority from shareholders to allot equity securities or sell treasury shares where they propose to do so for cash and otherwise than to existing shareholders pro rata to their holdings. In line with institutional shareholder guidance, in particular with the Pre-Emption Group's Statement of Principles, as updated in March 2015 (the Statement of Principles) and the publication of the Pre-Emption Group's monitoring report in May 2016, resolutions 16 and 17 will be proposed as two separate special resolutions to grant such authority.

Resolution 16(b) allows the Directors to issue up to 16,597,732 ordinary shares of £0.05 each for cash without having first to offer the shares to existing shareholders. This number represents approximately 5% of the issued share capital of the Company as at 11 April 2017 (the latest practicable date before publication of this notice) and is in line with the Statement of Principles.

In exercising this power, the Directors intend to adhere to the provisions in the Statement of Principles and not to allot shares for cash on a non pre-emptive basis pursuant to the authority in resolution 16(b):

- (a) In excess of an amount equal to 5% of the total issued ordinary share capital of the Company excluding treasury shares; or
- (b) In excess of an amount equal to 7.5% of the total issued ordinary share capital of the Company excluding treasury shares within a rolling three year period, without prior consultation with shareholders.

Resolution 17 will give the Company authority to allot up to an additional 16,597,732 ordinary shares of £0.05 each for cash without having first to offer the shares to existing shareholders. This number represents approximately 5% of the issued share capital of the Company as at 11 April 2017 (the latest practicable date before publication of this notice).

The Directors confirm that, in accordance with the Statement of Principles, that to the extent that the authority in resolution 17(a) is used for an issue of ordinary shares in excess of an amount equal to 5% of the total issued share capital of the Company excluding treasury shares, it is intended that it will only be used in connection with an acquisition or specified capital investment which is announced contemporaneously with the allotment, or which has taken place in the preceding six month period and is disclosed in the announcement of the allotment.

Furthermore, if this authority is exercised, the Company will publish in the next Annual Report:

- The actual level of discount achieved;
- The net proceeds raised;
- How those net proceeds were used; and
- The percentage increase in issued share capital due to non-pre-emptive issuance for cash over the three-year period preceding the issue.

If granted, the authority contained in resolutions 16 and 17 will expire at the conclusion of the AGM in 2018, or on 30 June 2018, whichever is earlier.

**(j) Resolution 18: Authority for the Company to Buy Back Shares**

This resolution will give the Company authority to purchase its own shares in the market up to a limit of 10% of its issued ordinary share capital at 11 April 2017, the latest practicable date prior to the publication of this Notice of Meeting. The maximum and minimum prices are stated in the resolution.

Your Directors believe that it is advantageous for the Company to have this flexibility to make market purchases of its own shares. Your Directors have no present intention for the Company to exercise the authority granted by this resolution, and will exercise this authority only if they are satisfied that a purchase would result in an increase in expected earnings per share and would be in the interests of shareholders generally.

Shares purchased by the Company pursuant to this authority may be held in treasury or may be cancelled. The Company will consider holding repurchased shares pursuant to the authority as treasury shares. This would give the Company the ability to re-issue treasury shares quickly and cost effectively and would provide the Company with additional flexibility in the management of its capital base. Any issues of treasury shares for the purposes of the Company's employee share schemes will be made within the 10% anti-dilution limit set by the Investment Association.

As at 11 April 2017 (the last practicable date prior to publication of this Notice of Meeting), the total number of options over ordinary shares of £0.05 each that were outstanding under all of the Company's share option plans was 9,146,089, which if exercised would represent 2.76% of the Company's issued share capital at that date (excluding treasury shares). If the Company were to purchase its own shares to the fullest possible extent of its authorities (both existing and being sought) from shareholders, this number of outstanding options could potentially represent 3.44% of the issued share capital of the Company (excluding treasury shares as at that date).

**(k) Resolution 19: Notice Period for General Meetings**

Under the Act all listed company general meetings must be held on at least 21 days' notice, but companies may reduce this period to 14 days (other than for AGMs) if shareholders agree to a shorter notice period and the company has met certain requirements for electronic voting. Resolution 19 is therefore being proposed as a special resolution to renew the authority granted by shareholders at last year's AGM which permitted the Company to call general meetings, other than AGMs, on 14 clear days' notice. If the resolution is passed, the authority conferred would be effective until the Company's next AGM, when it is intended that the approval be renewed. The shorter period would not be used as a matter of routine for general meetings, but only where flexibility is merited by the business of the meeting and is thought to be to the advantage of the Company's shareholders as a whole. In order to call a general meeting on less than 21 days clear notice, the Company must make a means of electronic voting available to all shareholders for that meeting.

## **APPENDIX II**

### **Notice of Meeting**

#### **SOCO INTERNATIONAL PLC**

#### **NOTICE OF ANNUAL GENERAL MEETING**

Notice is hereby given that the Annual General Meeting of SOCO International plc will be held at The Bulgari Hotel, 171 Knightsbridge, London SW7 1DW on 13 June 2017 at 10.00 a.m.

#### **Agenda**

#### **To consider and, if thought fit, to approve the following Ordinary Resolutions numbered 1 to 15:**

1. To receive the Annual Report and Accounts for the financial year ended 31 December 2016, together with the reports of the Directors and Auditors.
2. That, upon the recommendation of the directors, a final dividend for the year end 31 December 2016 of 5 pence per ordinary share, which amounts to approximately £20.6 million in total, be declared payable on 16 June 2017 to shareholders whose names appear on the register of members of the Company at the close of business on 26 May 2017.
3. To receive and approve the Remuneration Policy as set out on pages 66 to 72 (inclusive of the Report and Accounts for the financial year ended 31 December 2016, such Remuneration Policy to take effect from the date on which this Resolution is passed.
4. To receive and approve the Directors' Remuneration Report (excluding the part containing the summary of the Remuneration Policy) as set out on pages 65 to 81 (inclusive) of the Report and Accounts for the financial year ended 31 December 2016.
5. To re-elect Rui C de Sousa, who is the Chairman of the Nominations Committee, as a Director.
6. To re-elect Edward T Story, who is a member of the Nominations Committee, as a Director.
7. To re-elect Roger D Cagle as a Director.
8. To re-elect Cynthia B Cagle as a Director.
9. To re-elect Robert G Gray, who is the Chairman of the Audit & Risk and Remuneration Committees, and a member of the Remuneration and Nominations Committees, as a Director.
10. To re-elect Olivier M G Barbaroux as a Director.
11. To re-elect Ettore P M Contini as a Director.
12. To re-elect António V M Monteiro, who is the Chairman of the Remuneration Committee and a member of the Audit & Risk and Nominations Committees, as a Director.
13. To reappoint Deloitte LLP as Auditors to hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting at which the accounts are laid before the Company.
14. To authorise the Audit & Risk Committee, for and on behalf of the Directors, to agree the Auditors' remuneration.
15. That, in substitution for all existing authorities, the Directors be generally and unconditionally authorised in accordance with section 551 of the Companies Act 2006 ('the Act') to exercise all the powers of the Company to allot shares in the Company and grant rights to subscribe for, or convert any security into, shares in the Company:
  - a. Up to an aggregate nominal amount of £5,532,577 (such amount to be reduced by the aggregate nominal amount allotted or granted under paragraph (b) below in excess of £5,532,577); and
  - b. Comprising equity securities (as defined in section 560(1) of the Act) up to an aggregate nominal amount of £11,065,155 (such amount to be reduced by the nominal amount of any allotments or grants made under paragraph (a) above) in connection with or pursuant to an offer by way of a rights issue:
    - i. To holders of ordinary shares in proportion (as nearly as may be practicable) to the respective number of ordinary shares held by them on the record date for such allotment; and
    - ii. To holders of other equity securities as required by the rights of those securities or, subject to such rights, as the Directors otherwise consider necessary,and so that the Directors may impose such exclusions or other arrangements as they consider necessary or appropriate to deal with fractional entitlements, treasury shares, record dates or legal, regulatory or practical difficulties which may arise under the laws of, or the requirements of any regulatory body or stock exchange in, any territory, or any other matter whatsoever,

such authorities to expire at the conclusion of the next AGM of the Company (or, if earlier, on 30 June 2018), save that the Company may before such expiry make any offer or agreement which would or might require shares to be allotted or rights to subscribe for or convert any security in shares to be granted, after such expiry, and the Directors may allot shares, or grant such rights to subscribe for or to convert any security into shares, in pursuance of any such offer or agreement as if the authorisations conferred hereby had not expired.

**To consider and, if thought fit, to approve the following Special Resolutions numbered 16 to 19:**

**16.** That if Resolution 15 is passed, the Board be authorised to allot equity securities (as defined in section 560(1) of the Companies Act 2006) 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 2006 did not apply to any such allotment or sale, such authority to be limited to:

- a. The allotment of equity securities in connection with or pursuant to an offer of, or invitation to acquire, equity securities (but in the case of the authorisation granted under 15(b) by way of a rights issue only):
  - (i) To holders of ordinary shares in proportion (as nearly as may be practicable) to the respective number of ordinary shares held by them on the record date for such allotment or sale; and
  - (ii) To holders of other equity securities as required by the rights of those securities or, subject to such rights, as the Directors otherwise consider necessary,and so that the Directors may impose such exclusions or other arrangements as they consider necessary or appropriate to deal with fractional entitlements, treasury shares, record dates or legal, regulatory or practical difficulties which may arise under the laws of, or the requirements of any regulatory body or stock exchange in, any territory, or any other matter whatsoever; and
- b. To the allotment of equity securities or sale of treasury shares (otherwise than under paragraph (a.) above) up to an aggregate nominal amount of £829,887, representing not more than 5% of the Company's issued ordinary share capital excluding treasury shares as at 11 April 2017;

such authority to expire at the end of the next AGM of the Company (or, if earlier, at the close of business on 30 June 2018) 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.

**17.** That if Resolution 15 is passed, the Board be authorised, in addition to any authority granted under Resolution 16, to allot equity securities (as defined in section 560(1) of the Companies Act 2006) for cash under the authority given by Resolution 15 and/or to sell ordinary shares held by the Company as treasury shares for cash as if section 561 of the Companies Act 2006 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 an aggregate nominal amount of £829,887 representing not more than 5% of the Company's issued ordinary share capital excluding treasury shares as at 11 April 2017; and
- b. Used only for the purposes of financing (or refinancing, if the authority is to be used within six months after the original transaction) a transaction which the Board of the Company determines to be an acquisition or other capital investment of a kind contemplated by the Statement of Principles on Disapplying Pre-Emption Rights most recently published by the Pre-Emption Group prior to the date of this notice,

such authority to expire at the end of the next AGM of the Company (or, if earlier, at the close of business on 30 June 2018) 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.

**18.** That, in substitution for all existing powers, the Company is generally and unconditionally authorised for the purposes of section 701 of the Companies Act 2006 (the Act) to make market purchases (within the meaning of section 693(4) of the Act) of its ordinary shares on such terms and in such manner as the Directors may from time to time determine, and where such shares are held as treasury shares the Company may use them for the purposes of its employee share schemes, provided that:

- a. The maximum number of ordinary shares which may be purchased is 33,195,464 ordinary shares of £0.05 each (representing 10% of the Company's issued ordinary share capital);
- b. The minimum price that may be paid for each ordinary share is the nominal amount of such share, and the maximum price that may be paid for each ordinary share is the highest of:
  - i. An amount equal to 105% of the average of the middle market quotations for an ordinary share of the Company as derived from the Daily Official List of the London Stock Exchange for the five business days immediately preceding the day on which such share is contracted to be purchased; and
  - ii. The higher of the price of the last independent trade and the highest current independent bid on the trading venues where the purchase is carried out, (in each case, exclusive of expenses);
- c. This authority shall expire at the conclusion of the next AGM of the Company or, if earlier, on 30 June 2018; and the Company may, before this authority expires, make a contract to purchase ordinary shares that will or may be executed or completed wholly or partly after the expiry of this authority, and may make purchases of ordinary shares pursuant to it as if this authority had not expired.

**19.** That a general meeting of the Company (other than an Annual General Meeting) may be called on not less than 14 clear days' notice.

**By order of the Board**

Cynthia B Cagle  
Company Secretary  
12 April 2017

**Registered Office:**

48 Dover Street  
London  
W1S 4FF  
United Kingdom

Registered in England  
No. 3300821

## NOTES

### 1. Proxies

Only holders of shares and their proxies or duly appointed corporate representatives are entitled to attend and vote at the Annual General Meeting ('AGM'). A member is entitled to appoint another person as his proxy to exercise all or any of his rights to attend, to speak and to vote at the meeting. A member may appoint more than one proxy in relation to the meeting, provided that each proxy is appointed to exercise the rights attached to a different share or shares held by him. A proxy need not be a member of the Company. Where a member appoints a proxy other than the Chairman of the meeting, it is that member's responsibility to ensure that the proxy attends the meeting and acts upon the member's voting intentions.

A Form of Proxy is enclosed with this notice and instructions for completion are shown on the form. To be valid, Forms of Proxy need to be deposited at the office of the Company's registrar, Equiniti Limited at Aspect House, Spencer Road, Lancing, West Sussex BN99 6DA not later than 10.00 a.m. on 9 June 2017. Completion of a Form of Proxy, or other instrument appointing a proxy or a CREST Proxy Instruction (see Note 3 below) will not preclude a member attending and voting in person at the AGM if he/she wishes to do so.

If you wish to register your proxy appointments or vote electronically via the [www.sharevote.co.uk](http://www.sharevote.co.uk) website, see Note 2 below. If you are a CREST member and wish to register the appointment of a proxy by using the CREST electronic proxy appointment service, see Note 3 below.

### 2. Online voting

Members may register their proxy appointments or vote electronically via the [www.sharevote.co.uk](http://www.sharevote.co.uk) website, where full details of the procedure are given. Members will need the Voting ID, Task ID and Shareholder Reference Number set out on the Form of Proxy. A Form of Proxy lodged electronically will be invalid unless it is lodged at the electronic address specified in this Note 2 no later than 10.00 a.m. on 9 June 2017. Alternatively, if members are registered with the Equiniti online portfolio service 'Shareview.co.uk', they can vote by logging on with a User ID and Pin, clicking on the link to vote and follow the on-screen instructions. Members are advised to read the terms and conditions of use carefully.

Electronic communication facilities are available to all shareholders and those who use them will not be disadvantaged. The Company will not accept any communication that is found to contain a computer virus.

### 3. CREST Proxy instructions

If you are a member of CREST, you may register the appointment of a proxy by using the CREST electronic proxy appointment service.

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) thereof by using the procedures described in the CREST Manual, subject to the provisions of the Company's articles of association. 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 message (a CREST Proxy Instruction) must be properly authenticated in accordance with Euroclear UK and Ireland (formerly CRESTCo) specifications and must contain the information required for such instructions, as described in the CREST Manual (available via [www.euroclear.com](http://www.euroclear.com)). 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 issuer's agent (ID RA19) by 10.00 a.m. on 9 June 2017.

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 Applications Host) from which the issuer'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 (formerly CRESTCo) 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 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 any particular time. In this connection, CREST members and, where applicable, their CREST sponsors or voting service provider(s) 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. Documents on display

Copies of Executive Directors' service agreements and copies of the terms and conditions of appointment of Non-Executive Directors are available for inspection at the offices of Clifford Chance LLP, 10 Upper Bank Street, London, E14 5JJ, United Kingdom during normal business hours from the date of this Notice of Meeting until the close of the AGM (Saturdays, Sundays and public holidays excepted) and will be available for inspection at the place of the AGM for at least 15 minutes prior to and during the meeting.

### 5. Right to attend and vote

Pursuant to regulation 41 of the Uncertificated Securities Regulations 2001, the Company specifies that in order to have the right to attend and vote at the meeting (and also for the purpose of determining how many votes a person entitled to attend and vote may cast), a person must be entered on the register of members of the Company at 6.30 p.m. on 9 June 2017 or, in the event of any adjournment, at 6.30 p.m. on the date which is two days (excluding non-working days) before the day of the adjourned meeting.

Changes to entries on the register of members after this time shall be disregarded in determining the rights of any person to attend or vote at the meeting.

## 6. Corporate members

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.

## 7. Nominated persons

Any person to whom this Notice of Meeting is sent who is a person nominated under section 146 of the Companies Act 2006 ('the Act') to enjoy information rights (a Nominated Person) may have a right, under an agreement between him/her and the member by whom he/she was nominated, to be appointed (or to have someone else appointed) as a proxy for the meeting. If a Nominated Person has no such proxy appointment right or does not wish to exercise it, he/she may have a right, under such an agreement, to give instructions to the member as to the exercise of voting rights.

The statements in these notes of the rights of members in relation to the appointment of proxies do not apply to Nominated Persons. Those rights can only be exercised by members of the Company.

## 8. Questions

Any member attending the AGM has the right to ask questions. The Company must cause to be answered any such question relating to the business being dealt with at the meeting but no such answer need be given if:

- (a) To do so would interfere unduly with the preparation for the meeting or involve the disclosure of confidential information;
- (b) The answer has already been given on a website in the form of an answer to a question; or
- (c) It is undesirable in the interests of the Company or the good order of the meeting that the question be answered.

## 9. Website

A copy of this notice, and other information required by section 311A of the Act, can be found at <http://www.socointernational.com>.

## 10. Website publication of audit concerns

Under section 527 of the Act, members meeting the threshold requirements set out in that section have the right to require the Company to publish on a website a statement setting out any matter relating to:

- (i) The audit of the Company's accounts (including the auditors' report and the conduct of the audit) that are to be laid before the AGM; or
- (ii) Any circumstance connected with an auditor of the Company ceasing to hold office since the previous meeting at which annual accounts and reports were laid in accordance with section 437 of the Act (in each case) that the members propose to raise at the AGM.

The Company may not require the members requesting any such website publication to pay its expenses in complying with sections 527 or 528 of the Act. Where the Company is required to place a statement on a website under section 527 of the Act, it must forward the statement to the Company's auditors not later than the time when it makes the statement available on the website. The business which may be dealt with at the AGM includes any statement that the Company has been required under section 527 of the Act to publish on a website.

## 11. Circulation of resolutions and inclusion of other matters

Under Section 338 and Section 338A of the Act shareholders meeting the threshold requirements in those sections have the right to require the Company (i) to give to shareholders of the Company entitled to receive notice of the AGM notice of a resolution which may properly be moved and is intended to be moved at the AGM and/or (ii) to include in the business to be dealt with at the AGM any matter (other than a proposed resolution) which may be properly included in the business. A resolution may properly be moved or a matter may properly be included in the business unless (a) (in the case of a resolution only) it would, if passed, be ineffective (whether by reason of inconsistency with any enactment or the Company's constitution or otherwise), (b) it is defamatory of any person, or (c) it is frivolous or vexatious. Such a request may be in hard copy form or in electronic form, must identify the resolution of which notice is to be given or the matter to be included in the business, must be authorised by the person or persons making it, must be received by the Company not later than Tuesday 2 May 2017, being the date six weeks before the AGM, and (in the case of a matter to be included in the business only) must be accompanied by a statement setting out the grounds for the request.

## 12. Total number of shares and voting rights

As at 11 April 2017 (being the last practicable business day prior to the publication of this Notice of Meeting) the Company's issued share capital comprises 341,076,911 ordinary shares of £0.05, each such share carrying one vote, including 9,122,268 shares in treasury. Therefore, the total voting rights in the Company as at that date are 331,954,643.

## 13. Communication

You may not use any electronic address (within the meaning of section 333(4) of the Act) provided in this Notice of Meeting (or in any related documents including the proxy form) to communicate with the Company for any purposes other than those expressly stated.

## 14. Contact through Investment Manager

If you have been nominated to receive general shareholder communications directly from the Company, it is important to remember that your main contact in terms of your investment remains as it was (ie the registered shareholder, or perhaps custodian or broker, who administers the investment on your behalf). Therefore, any changes or queries relating to your personal details and holding (including any administration thereof) must continue to be directed to your existing contact at your investment manager or custodian. The Company cannot guarantee dealing with matters that are directed to it in error. The only exception to this is where the Company, in exercising one of its powers under the Act, writes to you directly for a response.