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If you sell or transfer or have sold or transferred all of your Ordinary Shares please forward this document, with the accompanying Form of Proxy, as soon as possible to the purchaser or transferee or to the bank, stockbroker or other agent through or to whom the sale or transfer was effected for delivery to the buyer or transferee. If you sell or transfer or have sold or transferred only part of your holding in Ordinary Shares you should retain this document and consult the bank, stockbroker or other agent through whom the sale or transfer was effected as to the action you should take. The distribution of this document in jurisdictions other than the UK may be restricted by law and therefore persons into whose possession this document comes should inform themselves about and observe such restrictions.

Subject to the Resolution being passed, application will be made to the UKLA for the category of the Company's listing of Ordinary Shares to be transferred from premium listing to standard listing. Following the transfer to standard listing, the Ordinary Shares will continue to be traded on the London Stock Exchange's main market for listed securities.

Cadogan Petroleum plc

**(incorporated and registered in England and Wales under
the Companies Act 1985 with registered number 5718406)**

Transfer of listing category on the Official List from premium to standard

and

Notice of General Meeting

A notice convening a General Meeting of the Company to be held at 10am on Tuesday, 22 November 2011 at One Fleet Place, London EC4M 7WS is set out at the end of this document. Whether or not you attend the General Meeting in person, please complete, sign and return the accompanying Form of Proxy in accordance with the instructions printed on it as soon as possible but, in any event, so as to be received by the Registrar (Capita Registrars Limited) no later than 10am on Sunday, 20 November 2011, being 48 hours before the time appointed for the holding of the General Meeting. If you are a member of CREST you may be able to use the CREST electronic proxy appointment service. Proxies sent electronically must be sent as soon as possible and, in any event, so as to be received by not later than 10am on Sunday, 20 November 2011.

No person has been authorised to give any information or make any representations other than those contained in this document and, if given or made, such information or representations must not be relied on as having been so authorised. The delivery of this document shall not, under the circumstances, create any implication that there has been no change in the affairs of the Company since the date of this document or that the information in it is correct as of any subsequent time.

EXPECTED TIMETABLE OF PRINCIPAL EVENTS

Latest time and date for receipt of Forms of Proxy for use at the General Meeting	10am on Sunday, 20 November 2011
General Meeting	10am on Tuesday, 22 November 2011
Expected date upon which the transfer of listing category will become effective	Tuesday, 20 December 2011

Notes

1. Each of the times and dates in this timetable is subject to change at the absolute discretion of the Company.
2. All times shown in this document are London time unless otherwise stated.

PART 1: LETTER FROM THE INTERIM NON-EXECUTIVE CHAIRMAN

Cadogan Petroleum plc
Incorporated and registered in England and Wales under number 5718406

CADOGAN
PETROLEUM PLC

Directors

Zev Furst (Interim Non-executive Chairman)
Bertrand Des Pallieres (Chief Executive Officer)
Ian Baron (Chief Operating Officer)
Alessandro Benedetti (Non-executive Director)
Chicco Testa (Non-executive Director)

28 October 2011

To the holders of Ordinary Shares and, for information only, to the holders of options

Dear Shareholder

Transfer of listing category on the Official List from premium to standard and Notice of General Meeting

1 Background

The Board is seeking authority to transfer the Company's listing category on the Official List. Shareholders will be asked to vote on the proposed transfer of the Ordinary Shares out of the category of a "premium listing (commercial company)" on the Official List and into the category of a "standard listing" on the Official List.

The Company's strategy is to increase value for shareholders by establishing commercial reserves from strategic positions in high potential oil and gas fields in Ukraine and to realise that value at the appropriate time. This strategy led to the Company completing a farm out of some of its assets on 6 July 2011 to Eni Ukraine Holdings B.V. (a wholly owned subsidiary of Eni S.p.A, a major integrated energy company which is listed both on the Italian Stock Exchange and the New York Stock Exchange). It remains the Company's intention to seek other appropriate disposal and acquisition opportunities.

After careful consideration, the Board has concluded that in order to ensure liquidity in the Ordinary Shares through a public listing whilst maintaining an appropriate degree of flexibility for a company of the size and type of Cadogan, it is appropriate to transfer the listing of the Ordinary Shares from the category of "premium listing" to the category of "standard listing" under the Listing Rules. This transfer forms part of the long-term strategic plan of the Company which will facilitate more cost efficient administration generally and potential future disposal and acquisition opportunities. Companies with securities admitted to a standard listing will not normally be required to seek prior shareholder approval in connection with the acquisition or disposal of assets which exceed certain size criteria and/or involve a transaction with a related party. Furthermore, the Board wishes to align its regulatory responsibilities and the associated cost consequences with the Company's size. The proposed transfer will mean that the Company will not be required to comply with super-equivalent provisions of the Listing Rules which apply to companies with a premium listing - this will have a direct cost saving for the Company.

Under the Listing Rules, the proposed transfer requires the Company first to obtain the approval of Shareholders by way of a special resolution.

Pursuant to the Listing Rules, the date of transfer of listing category must not be less than 20 business days after the passing of the Resolution. The Board proposes to apply as soon as possible for the transfer to be effected and so, subject to the passing of the Resolution, it is anticipated that the date of transfer will be Tuesday, 20 December 2011. The Ordinary Shares will, on completion of the transfer, continue to be traded on the Main Market, but under the designation "Listed: Standard".

2 Transfer to standard listing

A standard listing requires the issuer to comply with the minimum regulatory requirements imposed by the EU that apply to all securities that are admitted to trading on EU regulated markets. As an issuer with a standard listing, the Company will remain subject to the Listing Rules (as applicable to a company whose equity shares have a standard listing), the

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Registered office: One Fleet Place, London EC4M 7WS
Registration Number: 5718406
Registered in England and Wales

Prospectus Rules and the Disclosure and Transparency Rules, however it will not be required to comply with super-equivalent provisions of the Listing Rules which apply to companies with a premium listing. Such super-equivalent provisions include:

- certain continuing obligations set out in Chapter 9 of the Listing Rules such as providing pre-emption rights to shareholders, the Model Code, certain rules regarding employee share schemes and long-term incentive plans, certain rules regarding the conduct of rights issues, open offers and placings and certain disclosures in annual financial reports;
- complying or explaining against the UK Corporate Governance Code (although the Company will still be required to make a corporate governance statement under paragraph 7.2 of the Disclosure and Transparency Rules); and
- complying with provisions in Chapters 10 and 11 of the Listing Rules relating to significant and related party transactions.

The super-equivalent provisions provide Shareholders with rights to vote on certain corporate actions, including significant and related party transactions. Upon the transfer to standard listing becoming effective, Shareholders will no longer have the opportunity to vote on such corporate actions.

The administrative requirements associated with the Ordinary Shares having a standard listing will be simplified as the Listing Rules for securities with a standard listing are less demanding and stringent than those applicable to securities with a premium listing. In particular, companies with securities admitted to a standard listing will not normally be required to produce documentation and seek prior shareholder approval in connection with the acquisition or disposal of assets which exceed certain size criteria and/or involve a transaction with a related party.

The higher level of regulation contained in the super-equivalent provisions referred to above has been designed to offer shareholders in premium listed companies additional rights and protections. Accordingly, investors should be aware that any investment in a company that has a standard listing is likely to carry a higher risk than an investment in a company with a premium listing. However, the Board intends to maintain appropriate standards of reporting and corporate governance for a company with a standard listing and, to the extent it considers appropriate in light of the Company's size and future developments, will observe the requirements of the UK Corporate Governance Code. However, if the Company complies with the UK Corporate Governance Code, it would be on a voluntary basis only. Furthermore, the Board has not made, and does not anticipate or intend to make, any changes to the Company's business in connection with the proposed transfer from a premium to a standard listing.

The transfer to standard listing will not affect the way in which Shareholders buy or sell Ordinary Shares and, following the transfer, existing share certificates in issue in respect of Ordinary Shares will remain valid. The Ordinary Shares will also continue to be eligible to be held in ISAs and SIPPs. As for a company with a premium listing, a company with a standard listing is still required to have a minimum of 25 per cent. of its shares in public hands and will continue to be obliged to publish a prospectus when issuing new shares to the public unless such an issue falls within one of the permitted exemptions. Companies with standard listings are also still required to disclose inside information to the market and to comply with the provisions of the Disclosure and Transparency Rules including to make notifications of dealings in shares. They must also prepare annual audited financial reports, half yearly financial reports and interim management statements in the same way that companies with a premium listing are required to do.

A more detailed summary of the differences between the regulatory requirements of companies with a standard listing and those with a premium listing is contained at Part 2 of this document. While the Ordinary Shares have a standard listing, they will not be eligible for inclusion in the UK series of FTSE indices.

3 Action to be taken

You will find enclosed with this document a Form of Proxy for use at the General Meeting. Whether or not you propose to attend the General Meeting in person, it is important that you complete and sign the Form of Proxy in accordance with the instructions printed on it and return it to the Registrar, Capita Registrars, PXS, The Registry, 34 Beckenham Road, Beckenham, Kent, BR3 4TU as soon as possible and, in any event, so as to be received not later than 10am on Sunday, 20 November 2011. The completion of a Form of Proxy will not preclude you from attending the General Meeting and voting in person, if you so wish.

4 Importance of voting

If the Resolution is not passed, the Company would retain its primary listing and this would make it considerably more difficult and costly to implement possible future disposal and acquisition opportunities. Shareholders are therefore urged to vote in favour of the Resolution and to return Forms of Proxy as soon as possible and in any event so as to be received by no later than 10am on Sunday, 20 November 2011. **If a Form of Proxy is received after this time, it will not be treated as valid.**

5 Recommendation

The Board considers that the proposed transfer of listing category on the Official List from premium to standard is in the best interests of Shareholders as a whole.

Accordingly, the Board unanimously recommends that Shareholders vote in favour of the Resolution, as the Directors intend to do in respect of their own beneficial holdings amounting to 850,000 Ordinary Shares representing approximately 0.37 per cent. of the existing issued ordinary share capital of the Company as at 27 October 2011, being the last practicable day before the publication of this document.

Yours faithfully

Zev Furst

Interim Non-executive Chairman

PART II: A SUMMARY OF THE DIFFERENCES BETWEEN STANDARD AND PREMIUM CATEGORIES OF LISTING

- 1 Companies with a standard listing are not eligible for inclusion in the UK series of FTSE indices.
- 2 Companies with a standard listing are not required to retain a sponsor for certain transactions.
- 3 Companies with a standard listing are not required to comply with the Listing Principles as contained in Listing Rule 7.
- 4 Companies with a standard listing are not required to: (i) control the majority of their assets and to have done so for the last three years; and (ii) carry on an independent business as their main activity.
- 5 The UK Corporate Governance Code does not apply directly to companies with a standard listing. However, pursuant to paragraph 7.2 of the Disclosure and Transparency Rules, companies with a standard listing are still required to make a statement in the directors' report covering the governance code to which the issuer is subject in relation to the financial reporting process and certain details of its share capital. The directors of companies with a standard listing are also required to include a description of the internal control and risk management systems and the composition of committees. However, the Company does not intend to make any changes to its current corporate governance regime once the transfer to the standard listing has become effective.
- 6 The Model Code on share dealing does not apply to a company with a standard listing. However, the Directors intend to continue to apply the Model Code once the transfer to the standard listing has become effective.
- 7 A standard listing does not require a company to offer pre-emption rights pursuant to the Listing Rules. However, at present, the Company is required to offer pre-emption rights under the provisions of the 2006 Act as no resolution waiving such pre-emption rights has been passed.
- 8 A standard listing does not require a company to comply with the provisions of Listing Rule 10 which sets out requirements for shareholders to be notified of certain transactions and to have the opportunity to vote on proposed significant transactions.
- 9 A standard listing does not require a company to comply with Listing Rule 11 which contains rules intended to prevent a related party from taking advantage of its position in respect of transactions with the listed company.
- 10 Companies with a standard listing are not required to comply with Listing Rule 12 which applies to companies dealing in their own securities.
- 11 A company with a standard listing is not required to comply with the more onerous requirements relating to the content of circulars issued to shareholders of companies with a premium listing as detailed in Listing Rule 13.
- 12 Companies with a standard listing are not required to limit the number of shares pursuant to warrants/options (excluding employee shares schemes) to 20 per cent. of existing issued shares.

PART III: DEFINITIONS

In this document the following terms have the following meanings:

2006 Act	the Companies Act 2006
Board	the board of directors of the Company
UK Corporate Governance Code	the UK Corporate Governance Code published by the Financial Reporting Council, in force from time to time
Company or Cadogan	Cadogan Petroleum plc, a public limited company incorporated in England and Wales with registered number 5718406
Directors	the existing directors of the Company whose names are set out on page 3 of this document
Disclosure and Transparency Rules	the disclosure and transparency rules made by the FSA under Part VI of FSMA
EU	the European Union
Form of Proxy	the form of proxy accompanying this document for use by Shareholders at the General Meeting
FSA	the Financial Services Authority
FSMA	the Financial Services and Markets Act 2000
General Meeting	the general meeting of the Company to be held at 10am at One Fleet Place, London EC4M 7WS on Tuesday, 22 November 2011 convened by the Notice of General Meeting and at which the Resolution will be proposed
Group	the Company and each of its subsidiary undertakings (within the meaning of the 2006 Act) at the date of this document
Listing Rules	the listing rules made by the FSA under Part VI of FSMA
London Stock Exchange	London Stock Exchange plc
Model Code	the model code on directors' dealings in securities, as set out in the Appendix to Chapter 9 of the Listing Rules
Notice of General Meeting	the notice convening the General Meeting as set out at the end of this document
Official List	the Official List of the FSA
Ordinary Shares	ordinary shares of 3 pence each in the capital of the Company
Prospectus Rules	the prospectus rules made by the FSA under Part VI of FSMA
Registrar	Capita Registrars Limited
Resolution	the resolution set out in the Notice of General Meeting
Shareholders	holders of Ordinary Shares
UKLA	the FSA, acting in its capacity as the competent authority for the purposes of Part VI of FSMA

CADOGAN PETROLEUM PLC

(Incorporated and registered in England and Wales under number 5718406)

NOTICE OF GENERAL MEETING

NOTICE IS HEREBY GIVEN that a General Meeting of Cadogan Petroleum plc (the Company) will be held at 10am on Tuesday, 22 November 2011 at One Fleet Place, London EC4M 7WS, to consider, and if thought fit to pass, the following resolution which will be proposed as a special resolution.

SPECIAL RESOLUTION

THAT the proposed transfer of the Company's category of equity share listing on the Official List of the UK Financial Services Authority and on the main market of the London Stock Exchange plc from a premium listing (commercial company) to a standard listing (shares) (the **Transfer of Listing**) be and is hereby approved and the Directors of the Company be and are hereby authorised to cause such Transfer of Listing to be effected and to do and/or procure to be done all such acts or things as they may consider necessary or desirable in connection therewith.

By order of the Board

Stefan Bort
Company Secretary
28 October 2011

Registered office:
One Fleet Place
London EC4M 7WS

Notes

- 1 A shareholder is entitled to appoint another person as their proxy to exercise all or any of their rights to attend, speak and vote at the meeting convened by this note. A shareholder can only appoint a proxy using the procedures set out in these notes and the notes to the Form of Proxy enclosed with this document. A proxy need not be a shareholder of the Company, but must attend the meeting to represent you. Details of how to appoint the Chairman of the meeting or another person as your proxy are set out in the notes on the Form of Proxy.
- 2 A shareholder may appoint more than one proxy to attend on the same occasion, provided each proxy is appointed to exercise rights attached to different shares. If you wish to do this, each proxy must be appointed on a separate Form of Proxy. Additional Forms of Proxy may be obtained from Capita Registrars by telephoning 0871 664 0300 (calls to this number cost 10p per minute from a BT landline; other providers' costs may vary) or +44 (0)20 8639 3399 from outside the UK. Lines are open from 8.30am to 5.30pm, Monday to Friday. Alternatively, you may photocopy the enclosed Form of Proxy. When appointing more than one proxy you must indicate the number of shares in respect of which the proxy is appointed. You may not appoint more than one proxy to exercise rights attached to any one share.
- 3 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).
- 4 The Form of Proxy is pre-paid and addressed. It should be sent, in accordance with its instructions, so as to be received by the Company's Registrars, Capita Registrars, PXS, 34 Beckenham Road, Beckenham, Kent, BR3 4TU by no later than 10am on Sunday, 20 November 2011.
- 5 CREST members who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service may do so for the General Meeting to be held on Tuesday, 22 November 2011 and any adjournment(s) of such meeting 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.
- 6 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 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 issuer'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 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.
- 7 CREST members and, where applicable, their CREST sponsors or voting service providers should note that Euroclear 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 providers are referred, in particular, to those sections of the CREST Manual concerning practical limitations of the CREST system and timings. The CREST Manual can be viewed at www.euroclear.com/CREST.
- 8 The Company may treat a CREST Proxy Instruction as invalid in the circumstances set out in Regulation 35(5)(a) of the Uncertificated Securities Regulations 2001.
- 9 A Form of Proxy must be executed by or on behalf of the shareholder making the appointment. A corporation may execute a Form of Proxy either under its common seal or under the hand of a duly authorised officer.
- 10 Shareholders who return a Form of Proxy will still be able to attend the meeting and vote in person if they so wish. If you have appointed a proxy and attend the meeting in person, your proxy appointment will be automatically terminated.
- 11 Pursuant to Regulation 41 of the Uncertificated Securities Regulations 2001 and for the purposes of section 360 of the 2006 Act, the Company gives notice that the time by which a person must be entered on the register of members in order to attend or vote at the meeting or adjourned meeting (and for calculating the number of votes such a person may cast) is 6pm on Sunday, 20 November 2011 (or, in the event of any adjournment, on the date which is two days before the time of the adjourned meeting). Changes to entries on the register of members after the relevant time will be disregarded in determining the rights of any person to attend or vote (and the number of votes they may cast) at the meeting or adjourned meeting.
- 12 To change your proxy instructions, simply submit a new proxy appointment using the methods set out in notes 2 to 6 above. Where you have appointed a proxy using the hard-copy Form of Proxy and would like to change the instructions using another hard-copy Form of Proxy, please contact Capita Registrars, PXS, 34 Beckenham Road, Beckenham, Kent, BR3 4TU. If you submit more than one valid proxy appointment, the appointment last received before the latest time for the receipt of proxies will take precedence.

- 13 In order to revoke a proxy instruction you will need to inform the Company by sending a signed hard copy notice clearly stating your intention to revoke your proxy appointment to Capita Registrars, PXS, 34 Beckenham Road, Beckenham, Kent, BR3 4TU. In the case of a member which is a company, the revocation notice must be executed under its common seal or signed on its behalf by an officer of the company or an attorney for the company. Any power of attorney or any other authority under which the revocation notice is signed (or a duly certified copy of such power or authority) must be included with the revocation notice. No other methods of communication will be accepted. In particular you may not use any electronic address provided either in this Notice of General Meeting or in any related documents (including the Chairman's letter and the Form of Proxy).

The revocation notice must be received by Capita Registrars no later than 10am on Sunday, 20 November 2011.

If you attempt to revoke your proxy appointment but the revocation is received after the time specified then, subject to the immediately following paragraph, your proxy appointment will remain valid.

Appointment of a proxy does not preclude you from attending the meeting and voting in person. If you have appointed a proxy and attend the meeting in person, your proxy appointment will automatically be terminated.

- 14 Any person to whom this notice is sent who is a nominated person under section 146 of the 2006 Act to enjoy information rights (a Nominated Person) may have a right under an agreement between them and the member by whom they were nominated, to be appointed (or to have someone else appointed) as a proxy for the meeting. If a Nominated Person has no such right or does not wish to exercise it they may have a right under such an agreement, to give instructions to the member, as to the exercise of voting rights.
- 15 A member of the Company which is a corporation may authorise a person or persons to act as its representative(s) at the General Meeting. In accordance with the provisions of the 2006 Act, each such representative may exercise (on behalf of the corporation) the same powers as the corporation could exercise if it were an individual member of the Company, provided that they do not do so in relation to the same shares. It is no longer necessary to nominate a designated corporate representative.
- 16 The quorum for the meeting will be two persons entitled to vote upon the business to be transacted, each being a shareholder or a proxy for a shareholder or a duly authorised representative of a corporation which is a shareholder.
- 17 On 27 October 2011 (being the last practicable date before publication of this notice of General Meeting) the Company's issued share capital comprised 231,091,734 ordinary shares of 3 pence each. Each ordinary share carries the right to one vote at a general meeting of the Company and, therefore, the total number of voting rights in the Company as at 27 October 2011 is 231,091,734.
- 18 Except as provided above, members who wish to communicate with the Company in relation to the General Meeting should do so using the following means: (1) by writing to the Company Secretary at the Registered Office address; or (2) by writing to Capita Registrars, The Registry, 34 Beckenham Road, Beckenham, Kent, BR3 4TU. No other methods of communication will be accepted. In particular you may not use any electronic address provided either in this Notice of General Meeting or in any related documents (including the Interim Non-executive Chairman's letter and the Form of Proxy).
- 19 In accordance with section 311A of the Companies Act 2006, the contents of this Notice of General Meeting, details of the total number of shares in respect of which members are entitled to exercise voting rights at the General Meeting and, if applicable, any members' statements, members' resolutions or members' matters of business received by the Company after the date of this Notice of General Meeting will be available on the Company's website (www.cadoganpetroleum.com).
- 20 Pursuant to section 319A of the Companies Act 2006, the Company must cause to be answered at the General Meeting any question relating to the business being dealt with at the General Meeting which is put by a member attending the meeting, except in certain circumstances, including if it is undesirable in the interests of the Company or the good order of the meeting that the question be answered or if to do so would involve the disclosure of confidential information.

SHAREHOLDER INFORMATION

Security

Persons who are not shareholders of the Company will not be admitted to the General Meeting unless prior arrangements have been made with the Company. Investors holding ordinary shares through nominees are welcome to attend provided that they bring proof of their holding with them to the General Meeting.

We ask all those present at the General Meeting to facilitate the orderly conduct of the meeting and reserve the right, if orderly conduct is threatened by a person's behaviour, to require that person to leave.

Shareholders should note that the doors to the General Meeting will open at 9.45am.

Shareholder Enquiries

The Company's ordinary share register is maintained by Capita Registrars, The Registry, 34 Beckenham Road, Beckenham, Kent, BR3 4TU. Telephone: 0871 664 0300 (calls to this number cost 10p per minute from a BT landline: other providers' costs may vary) or +44 (0)20 8639 3399 from outside the UK. Lines are open from 8.30am to 5.30pm, Monday to Friday. Email: ssd@capitaregistrars.com

Enquiries about the administration of holdings of ordinary shares, such as change of address, change of ownership or dividend payments, should be directed to Shareholder Services Department at the address and telephone number above.

