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If you sell or have sold or otherwise transferred all of your Ordinary Shares, please forward this Circular, together with the accompanying documents (but not any personalised Form of Election), at once to the purchaser or transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected, for delivery to the purchaser or transferee. If you sell or have sold part only of your holding of Ordinary Shares, please consult the bank, stockbroker or other agent through whom the sale or transfer was effected. However, neither this Circular nor any accompanying documents should be forwarded to or sent in or into any jurisdiction in which to do so would constitute a breach of the relevant laws of such jurisdiction.

This Circular has been prepared for the purposes of complying with English law and the Listing Rules (to the extent applicable to Standard Listed Companies) and the information disclosed may not be the same as that which would have been prepared in accordance with the laws of jurisdictions outside the United Kingdom. The distribution of this Circular in certain jurisdictions may be restricted by law. No action has been or will be taken to permit the possession or distribution of this Circular or the accompanying documents in any jurisdiction, other than the UK, where action for that purpose may be required. Accordingly, neither this Circular nor the accompanying documents may be distributed or published in any jurisdiction except under circumstances that will result in compliance with any applicable laws and regulations. Persons into whose possession this Circular comes should inform themselves about and observe any such restrictions. Any failure to comply with these restrictions may constitute a violation of the securities laws of any such jurisdiction.



PV Crystalox Solar PLC

(incorporated in England and Wales with registered number 06019466)

**Proposed Return of Cash to Shareholders of 7.25 pence per Existing Ordinary Share,
by way of an issue of one B Share or one C Share for each Existing Ordinary Share,
5 for 13 Share Capital Consolidation
and
Notice of General Meeting**

This Circular should be read as a whole. Your attention is drawn to the Letter from the Chairman which is set out in Part I of this Circular. The letter contains a recommendation that you vote in favour of the Resolutions to be proposed at the General Meeting referred to below and sets out certain information relating to the B/C Share Scheme.

Notice of the General Meeting of the Company to be held at the offices of Norton Rose LLP, 3 More London Riverside, London SE1 2AQ at 11.00 a.m. on 19 November 2013 is set out at the end of this Circular. A Form of Proxy to be used in connection with the Resolutions to be proposed at the General Meeting is enclosed. Whether or not you intend to attend the General Meeting in person, you are requested to complete the Form of Proxy in accordance with the instructions printed on it and return it as soon as possible by post or (during normal business hours only) by hand but, in any event, so as to be received by the Company's Registrars, Equiniti Limited, at Aspect House, Spencer Road, Lancing, West Sussex BN99 6DA by no later than **11.00 a.m. on 15 November 2013**. If you hold Ordinary Shares in CREST, you may appoint a proxy by completing and transmitting a CREST Proxy Instruction to the Company's Registrars, Equiniti Limited, under CREST participant ID number RA19, so that it is received by no later than **11.00 a.m. on 15 November 2013**.

Please read the whole of this Circular. In particular, your attention is drawn to the risk factors set out in Part IV of this Circular. A summary of the action to be taken by Shareholders in relation to the General Meeting is set out on pages 12-13 of this Circular and in the accompanying Notice of General Meeting. Completion and return of a Form of Proxy, the giving of a CREST Proxy Instruction, or the completion of a proxy form online will not preclude Shareholders from attending and voting in person at the General Meeting (in substitution for their proxy vote) if they wish to do so and are so entitled.

Application will be made to the UK Listing Authority and the London Stock Exchange, respectively, for the New Ordinary Shares resulting from the proposed Share Capital Consolidation to be admitted to the standard segment of the Official List and to trading on the London Stock Exchange's main market for listed securities in place of the Existing Ordinary Shares. It is expected that dealings in the Existing Ordinary Shares will continue until 4.30 p.m. on Thursday, 26 November 2013 and that Admission of the New Ordinary Shares will become effective and dealings in them will commence on the London Stock Exchange at 8.00 a.m. on 27 November 2013.

No application will be made to the UK Listing Authority or to the London Stock Exchange, respectively, for any of the B Shares, C Shares or Deferred Shares to be admitted to the standard segment of the Official List or to trading on the London Stock Exchange's main market for listed securities, nor will the B Shares, C Shares or Deferred Shares be listed or admitted to trading on any other securities or investment exchange.

Westhouse Securities Limited, which is authorised in the UK under FSMA and which is regulated by the FCA, is acting as financial adviser and corporate broker in connection with the Return of Cash. Westhouse Securities Limited is acting exclusively for the Company in connection with the Return of Cash and for no-one else and will not be responsible to anyone other than the Company for providing the protections afforded to the clients of Westhouse Securities Limited nor for providing any advice in relation to the Return of Cash or the contents of this Circular or any transaction, arrangement or matter referred to herein.

None of the B Shares, C Shares, Deferred Shares nor the New Ordinary Shares have been or will be registered under the US Securities Act or the state securities laws of the United States and none of them may be offered or sold in the United States or to any US persons unless pursuant to a transaction that has been registered under the US Securities Act and the relevant state securities laws or a transaction that is not subject to the registration requirements of the US Securities Act and the state securities laws, either due to an exemption therefrom or otherwise.

None of the B Shares, C Shares, Deferred Shares, New Ordinary Shares nor this Circular has been approved, disapproved or otherwise recommended by any US federal or state securities commission or other regulatory authority or any non-US securities commission or regulatory authority nor have such authorities passed upon or endorsed the merits of the Return of Cash or confirmed the accuracy or determined the adequacy of this Circular. Any representation to the contrary is a criminal offence in the United States.

The attention of Overseas Shareholders is drawn to paragraph 6 of Part V of this Circular. Shareholders with a registered address in the United States, Canada, Australia, Japan, the Republic of South Africa or New Zealand are only eligible to elect for the Income Option and will automatically receive the C Share Dividend. The other Share Alternative is not being made available to Shareholders resident, or with a registered address, in any of these jurisdictions.

This Circular does not constitute an invitation to participate in the B/C Share Scheme in or from any jurisdiction in or from which, or to or from whom, it is unlawful to make such offer or participate under applicable securities laws or otherwise.

This Circular is a circular relating to the proposed B/C Share Scheme which has been prepared in accordance with the Listing Rules (to the extent applicable to Standard Listed Companies) made under section 73A of the Financial Services and Markets Act 2000. This Circular includes statements that are, or may be deemed to be, "forward-looking statements". These forward-looking statements can be identified by the use of forward-looking terminology, including the terms "believes", "estimates", "plans", "anticipates", "targets", "aims", "continues", "expects", "intends", "hopes", "may", "will", "would", "could" or "should" or, in each case, their negative or other variations or comparable terminology. These forward-looking statements include matters that are not facts. They appear in a number of places throughout this Circular and include statements regarding the Directors' intentions, beliefs or current expectations concerning, amongst other things, the Group's results of operations, financial condition, prospects, growth, strategies and the industries in which the Group operates. By their nature, forward-looking statements involve risk and uncertainty because they relate to future events and circumstances. A number of factors could cause actual results and developments to differ materially from those expressed or implied by the forward-looking statements, including, without limitation: conditions in the markets; the market position of the Group; earnings, financial position, return on capital and operating margins of the Group; anticipated investments and capital expenditures of the Group; changing business or other market conditions; and general economic conditions. These and other factors could adversely affect the outcome and financial effects of the plans and events described herein. Forward-looking statements contained in this Circular based on past trends or activities should not be taken as a representation that such trends or activities will continue in the future. Subject to any requirement under the Listing Rules (to the extent applicable to Standard Listed Companies), Prospectus Rules, the Disclosure and Transparency Rules or other applicable legislation or regulation, neither the Company nor Westhouse Securities Limited undertakes any obligation to update or revise any forward-looking statements, whether as a result of new information, future events or otherwise. Investors should not place undue reliance on forward-looking statements, which speak only as of the date of this Circular.

Exchange rate

For the purposes of this Circular, unless otherwise specified, any amounts converted from pounds sterling into euro (or euro into pounds sterling) were calculated by reference to the £:Euro exchange rate of £1: Euro 1.18 at approximately 8.00 a.m. on 17 October 2013 (being the latest practicable date prior to the publication of this Circular) as published by Bloomberg.

Currency

In this Circular all references to: (i) "sterling", "pounds sterling", "£" or "pence" are to the lawful currency of the United Kingdom; and (ii) "Euro", "€" or "cents" are to the official currency of the European Union's member states.

Dated 18 October 2013

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WHERE TO FIND HELP

You will find answers to some of the questions most often asked by shareholders about returns of value and the procedure for participating in the B/C Share Scheme in Part II of this Circular. If you have further questions on the B/C Share Scheme, there is a Shareholder helpline available between the hours of 8.30 a.m. and 5.30 p.m. Monday to Friday (except UK public holidays).

The Shareholder helpline numbers are: 0871 384 2050 (from inside the UK) and +44 121 415 0259 (from outside the UK). Please note that calls to the Shareholder helpline numbers may be monitored or recorded. Calls to 0871 384 2050 are charged at 8 pence per minute (excluding VAT) plus network extras. Calls from outside the UK are chargeable at applicable international rates.

Please note that for legal reasons the Shareholder helpline will only be able to provide information contained in this Circular and the accompanying Form of Election and will be unable to give advice on the merits of the B/C Share Scheme, the Share Alternatives or to provide financial, investment or taxation advice.

EXPECTED TIMETABLE OF PRINCIPAL EVENTS

Publication of this Circular and announcement of Return of Cash	18 October 2013
Latest time and date for receipt of Forms of Proxy and CREST Proxy Instructions for the General Meeting	11.00 a.m. on 15 November 2013
General Meeting	11.00 a.m. on 19 November 2013
Election Deadline: latest time and date for receipt of Forms of Election or TTE Instructions from CREST holders in relation to the Share Alternatives	4.30 p.m. on 26 November 2013
Latest time and date for dealings in Existing Ordinary Shares	4.30 p.m. on 26 November 2013
Record Time for the Share Capital Consolidation and entitlement to B Shares and/or C Shares. Existing Ordinary Share register closed and Existing Ordinary Shares disabled in CREST	6.00 p.m. on 26 November 2013
Cancellation of trading of Existing Ordinary Shares. New Ordinary Shares admitted to the standard segment of the Official List and to trading on the London Stock Exchange's main market for listed securities. Dealings commence in New Ordinary Shares	8.00 a.m. on 27 November 2013
B Shares and C Shares issued	8.00 a.m. on 27 November 2013
CREST accounts credited with New Ordinary Shares	Approximately 8.00 a.m. on 27 November 2013
C Share Dividend becomes payable on C Shares issued pursuant to the Income Option and these C Shares automatically reclassify as Deferred Shares	By 4 December 2013
Redemption of B Shares issued pursuant to the Capital Option	By 4 December 2013
Despatch of cheques, or payment by BACS to mandated sterling bank accounts, in respect of proceeds under the Income Option	By 11 December 2013
Despatch of cheques or, if held in CREST, CREST accounts credited in respect of proceeds under the Capital Option	By 11 December 2013
Despatch of share certificates in respect of New Ordinary Shares	By 11 December 2013

Notes:

- 1 All references in this Circular are to London times unless otherwise stated. **The dates and times given are indicative only and are based on the Company's current expectations and may be subject to change. If any of the times and/or dates above change, the revised times and/or dates will be notified to the Company Shareholders by announcement through the Regulatory Information Service.**
- 2 All events in the above timetable following the holding of the General Meeting are conditional on the passing of Resolution 1 at such meeting.

PART I

LETTER FROM THE CHAIRMAN



PV Crystalox Solar PLC

(incorporated in England and Wales with registered number 06019466)

Directors

John Sleeman *(Non-executive Chairman)*
Dr Iain Dorrity *(Chief Executive Officer)*
Dr Peter J Finnegan *(Chief Financial Officer)*
Michael Parker *(Non-executive director)*

Registered Address

Brook House
174 Milton Park
Abingdon
Oxon, OX14 4SE

18 October 2013

To: PV Crystalox Solar plc Shareholders, persons with information rights and, for information only, to participants in the Share Plans

Dear Shareholder,

PROPOSED RETURN OF CASH TO SHAREHOLDERS OF 7.25 PENCE PER EXISTING ORDINARY SHARE, 5 FOR 13 SHARE CAPITAL CONSOLIDATION AND NOTICE OF GENERAL MEETING

1. Introduction

The Directors announced on 13 December 2012 that the Group expected to return cash to Shareholders in a manner that would provide Shareholders with an element of choice as to the form in which they receive cash. The move to the standard segment was in part undertaken to enable the Return of Cash to be undertaken in a tax efficient manner. I am writing to you to provide further details of the proposed Return of Cash to Shareholders. On 11 September 2013, the Company's shareholders approved the move by the Company from the premium segment to the standard segment of the Official List, and the move to the standard segment became effective on 10 October 2013. The Board has decided to effect the Return of Cash through a structure involving an issue of B Shares and/or C Shares which may enable Shareholders, subject to applicable overseas restrictions and tax laws, to elect to receive their cash proceeds as income or capital or any combination of the two.

Under this proposal, referred to as the "**B/C Share Scheme**", for every 1 Existing Ordinary Share held at the Record Time, 7.25 pence would be returned to Shareholders through the issue to them of either one B Share, which will be redeemed by the Company for 7.25 pence, or one C Share, on which a dividend of 7.25 pence will be payable.

Shareholders (other than Overseas Shareholders resident, or with a registered address, in a Restricted Territory) will be able to elect for either B Shares or C Shares as described in paragraph 3 below.

Shareholders who do not make a valid election for either B Shares or C Shares will be deemed to have elected for C Shares in respect of all of their B/C Share Entitlement.

In order to maintain (subject to market fluctuations) the market price for Ordinary Shares at approximately the same level as prevailed immediately prior to the implementation of the B/C Share Scheme, a proportional

share capital consolidation of the Company's Existing Ordinary Shares is also proposed. Shareholders will receive 5 New Ordinary Shares in substitution for every 13 Existing Ordinary Shares held at the Record Time. Details of the Share Capital Consolidation are summarised in paragraph 4 below.

This structure has been chosen to complete the Return of Cash because:

- it gives all Shareholders (with the exception of Overseas Shareholders resident, or with a registered address in, a Restricted Territory) choice how they receive their cash, which is intended to afford UK tax-resident Shareholders flexibility in the tax treatment of their proceeds; and
- it treats all Shareholders equally relative to the size of their existing shareholdings in the Company.

This Circular sets out details of the B/C Share Scheme and explains why the Directors consider the B/C Share Scheme to be in the best interests of the Company and Shareholders as a whole.

In order to comply with applicable companies legislation, the B/C Share Scheme and certain related matters require the approval of Shareholders at a general meeting of the Company, to be held at the offices of Norton Rose LLP, 3 More London Riverside, London SE1 2AQ at 11.00 a.m. on 19 November 2013. A notice convening the General Meeting is set out at the end of this Circular. The Board is recommending to Shareholders that they vote in favour of the Resolutions to be proposed at the General Meeting, as the Directors intend to do for their respective individual beneficial holdings of, in aggregate, 46,799,923 Ordinary Shares, representing approximately 11.2 per cent. of the current issued share capital of the Company.

The terms of the B/C Share Scheme are summarised in paragraph 3 of this Part I.

2. Current trading and prospects and background to the proposed Return of Cash

The photovoltaic industry in which the Group operates is in crisis with massive structural oversupply and uneconomic pricing prevailing.

On 18 May 2012, the Group advised in its Interim Management Statement that the Group had been negotiating compensation for the termination of a long term wafer supply contract. A satisfactory agreement had been reached and this resulted in a cash settlement of approximately €90 million before tax, which the Group received and recognised as income during H1 2012.

On 19 November 2012, the Group advised in its Interim Management Statement that trading conditions remained extremely challenging due to the vast overcapacity in the PV industry. This oversupply, which originated primarily in China, maintained downward pressure on prices across the value chain during the eighteen months to November 2012. Spot wafer prices continued to fall and at that time were 77 per cent. below the level of April 2011 and remained significantly below industry production costs.

On 13 December 2012, the Board announced that it had completed a strategic review of the business which has taken account of these adverse market conditions and the Group's significant net cash balance, and that the outcome of this review was that the Group would carry out a radical restructuring while retaining its core production capabilities and returning excess cash to shareholders. As part of this programme, the Board announced the decision to discontinue its polysilicon production facility in Bitterfeld, Germany and to substantially reduce its production output at its UK ingot and German wafer operations.

On 21 March 2013, as part of the results for the 12 months to 31 December 2012, the Group announced that:

"During the year to 31 December 2012 it incurred an EBIT loss of €110.1 million (2011: loss of €67.5 million) driven primarily by non-cash write-downs. Firstly, the Group's production capital equipment was written down by €82.5 million. Secondly, the Group wrote-down its inventories by €41.5 million and thirdly, the onerous contract provision in respect of long-term polysilicon supply agreements was increased by €42.0 million. Finally, there was a loss of €9 million in respect of the discontinued polysilicon operation and €22 million in respect of the fall in wafer volume and average selling prices. On the positive side there were cash settlements in respect of the cancellation of customer contracts of €90.6 million. In summary, the Group generated €67.1 million additional net cash from operating activities in the year despite reporting an EBIT loss of €110.1 million.

The Group will continue with its cash conservation strategy in 2013 while current market conditions persist. The Group has adjusted its operations to align with anticipated sustainable short term market demand so that the ongoing business will be broadly cash neutral in 2013. Wafer production volumes have been halved from 2012 levels, and the Group continues its focus on cost control and inventory management including trading of excess polysilicon where necessary. The Board believes that the adjustment of operations to align with anticipated sustainable short term demand will enable generation of positive cash flows during 2013 and leave the Group well positioned should the market begin to recover.”

In July this year, the Company completed the disposal of its polysilicon production facility in Bitterfeld (the “Plant”) to a management buy-in team. Polysilicon production at the Plant was suspended in November 2011, from which time the Plant operated in idle mode, and a decision to permanently discontinue operations at the Plant was taken at the end of 2012. Pre-tax losses of €78 million were recorded in relation to the Plant for the year ended 31 December 2012 due largely to the decision to write down the value of the Plant. No consideration was received for this transaction but the acquirer (Silicon Products Research Engineering Production GmbH, “Silicon Products”) has taken over the Plant and its staff together with the associated obligations and liabilities, including those relating to the repayment of grants and subsidies of approximately €18.4 million. The Company has contributed €12.3 million to Silicon Products.

On 15 August 2013, as part of the interim results for the six months ended 30 June 2013, the Group announced that:

“The Group recorded a loss before tax of €0.9 million, being the sum of the profit before tax on ongoing operations of €1.5 million and a loss before tax on discontinued operations of €2.4 million. The Group EBIT of €1.5 million, whilst an improvement from the loss of €12.2 million in the same period last year, was just marginally above breakeven. The Group EBIT was made up of the net position of a profit on ongoing operations of €3.9 million and a loss on discontinued operations of €2.4 million.”

and also that:

“While the Group continues to believe in the positive long-term outlook for PV, it is mindful that the current market pricing is incompatible with a sustainable business. The Group has a healthy net cash balance and maintains significant manufacturing operating capacity. The Board will continue to monitor closely market trends and developments and to position the Group for the eventual return of a more rational business environment.”

On 11 September 2013, the Company’s shareholders approved the move from the premium segment to the standard segment of the Official List, and the move to the standard segment became effective on 10 October 2013.

There have been no subsequent material developments.

The Board has also reviewed the options for achieving a more efficient capital structure for the Company and has consulted with major institutional shareholders in this regard. The Board’s guiding principle has been one of creating flexibility to return value to Shareholders.

In deciding the amount of cash to be returned to Shareholders, the Board has considered its expectations for the PV industry in general and the segments in which the Group operates; the Board has also considered the amount of cash that the Group will have to retain in order to maintain flexibility in the strategic options available to the Group including returning to more normal production levels.

Consequently, it is proposing the Return of Cash to all Shareholders amounting to approximately £30.2 million in cash (7.25 pence per Existing Ordinary Share), by way of a B/C Share Scheme, which gives Shareholders (with the exception of Overseas Shareholders resident, or with a registered address, in a Restricted Territory) a choice between receiving the cash in the form of income or capital.

3. The Share Alternatives

Each Shareholder (with the exception of Overseas Shareholders resident, or with a registered address, in a Restricted Territory) will be able to choose between the two Share Alternatives described below as to how they receive their cash proceeds under the B/C Share Scheme. This is intended to give UK resident

Shareholders the flexibility to receive their cash proceeds as income or capital, or any combination of the two. It is also possible that equivalent treatment may be available in certain other jurisdictions (but Shareholders should take their own professional advice in this regard). Each Share Alternative is expected to return 7.25 pence of cash per B Share or C Share.

Shareholders should read Part IX of this Circular which outlines the different tax consequences of the Share Alternatives in the UK. Shareholders who are in any doubt as to their tax position, or who are subject to taxation in a jurisdiction other than the UK should consult an appropriate professional adviser.

Shareholders who do not make a valid election, and all Overseas Shareholders resident, or with a registered address, in a Restricted Territory, will be deemed to have elected for the Income Option in respect of ALL of their B/C Share Entitlement.

Alternative 1 – Income Option

For shares validly elected (or deemed elected) to the Income Option, a Shareholder will receive one C Share for each Existing Ordinary Share held at the Record Time. It is expected that the C Share Dividend of 7.25 pence will become payable in respect of each such C Share by 4 December 2013 and that the cash proceeds of the C Share Dividend will be sent to relevant Shareholders by 11 December 2013. The cash received under Alternative 1 (Income Option) should be taxed as income for UK individual shareholders. Part IX of this Circular provides further details on the UK taxation in relation to the Return of Cash.

If all Shareholders elect (or are deemed to have elected) for the Income Option (and assuming that Resolution 1 is passed at the General Meeting), 416,725,335 C Shares will be issued by the Company pursuant to the Return of Cash.

Once the C Share Dividend has been paid, each relevant C Share will be reclassified as a Deferred Share having negligible value and carrying extremely limited rights. If it so chooses, the Company may then take steps to purchase the Deferred Shares for an aggregate consideration of one penny and then cancel the Deferred Shares. In view of the negligible amount of the aggregate consideration, Shareholders will not be entitled to have any part of the aggregate consideration paid to them.

Alternative 2 – Capital Option

For shares validly elected to the Capital Option, a Shareholder will receive one B Share for each corresponding Existing Ordinary Share held at the Record Time and will receive 7.25 pence in respect of each such B Share.

If all Shareholders validly elect for the Capital Option (and assuming Resolution 1 is passed at the General Meeting), 416,725,335 B Shares will be issued by the Company pursuant to the Return of Cash.

Where B Shares are issued to satisfy valid elections for the Capital Option, it is expected that each such B Share will be redeemed by the Company for 7.25 pence by 4 December 2013 and cancelled by the Company on redemption. It is expected that the redemption proceeds will be sent to relevant Shareholders by 11 December 2013. The cash received under Alternative 2 (Capital Option) should be taxed as capital for UK individual shareholders. Part IX of this Circular provides further details on the UK taxation in relation to the Return of Cash.

It is intended that all Shareholders will receive the Return of Cash at the same time, whether this is effected by the issue of B Shares or C Shares or a combination of the two.

Overseas Shareholders resident, or with a registered address, in a Restricted Territory will not be eligible for the Capital Option and so will be deemed to have elected for the Income Option in respect of all of their B/C Share Entitlement.

Information relating to the B Shares, C Shares and Deferred Shares

None of the B Shares, C Shares or the Deferred Shares will be admitted to the standard segment of the Official List or to trading on the London Stock Exchange's main market for listed securities, nor will the B

Shares, C Shares or Deferred Shares be listed or admitted to trading on any other recognised investment exchange.

The B Shares, C Shares and Deferred Shares will have limited rights. The rights and restrictions attached to the B Shares, C Shares and the Deferred Shares are set out more fully in Parts VI, VII and VIII of this Circular respectively.

Further information

The two Share Alternatives summarised above are explained in further detail in paragraph 4 of Part V of this Circular. In addition, Part II of this Circular sets out some frequently asked questions to help Shareholders understand what is involved in the B/C Share Scheme, including worked examples on page 15 of how each of the Share Alternatives summarised above would affect Shareholders. Shareholders should also read Part IX of this Circular (and the entire Circular) in full.

4. Share Capital Consolidation

As part of the B/C Share Scheme, the Company proposes to undertake the Share Capital Consolidation. The purpose of the Share Capital Consolidation is to seek to ensure that, subject to market fluctuations, the market price of each New Ordinary Share immediately following the implementation of the B/C Share Scheme is approximately the same as the market price of each Existing Ordinary Share immediately beforehand. The Share Capital Consolidation should also allow historical and future financial information in relation to the Company to be compared on a per-share basis before and after the B/C Share Scheme.

The value proposed to be returned pursuant to the B/C Share Scheme represents approximately 62 per cent. of the Company's market capitalisation (based on the average closing middle market price for the three business days prior to the posting of the Circular of 11.75 pence per Existing Ordinary Share). As a result of the Share Capital Consolidation, the number of ordinary shares in issue will be reduced by a broadly equivalent percentage (being 62 per cent.), with Shareholders receiving 5 New Ordinary Shares for every 13 Existing Ordinary Shares held at the Record Time.

Following the Share Capital Consolidation, it is expected that there will be approximately 160,278,975 New Ordinary Shares in issue on the Admission Date. The New Ordinary Shares, when issued and fully paid, will rank for all dividends declared, made or paid after the date of allotment and issue of the New Ordinary Shares (except in respect of the C Share Dividend which is proposed in respect of C Shares only).

The New Ordinary Shares will, subject to Admission, be traded on the London Stock Exchange's main market for listed securities and will be equivalent in all material respects to the Existing Ordinary Shares. After the B/C Share Scheme, Shareholders will own the same proportion of the Company as they did immediately beforehand, subject to fractional entitlements.

A fractional entitlement will arise as a result of the Share Capital Consolidation unless a holding of Existing Ordinary Shares is exactly divisible by 13. For example, a Shareholder holding 14 Existing Ordinary Shares would be entitled to 5 New Ordinary Shares and a fractional entitlement of 0.385 of a New Ordinary Share after the Share Capital Consolidation. These fractional entitlements will be aggregated and sold in the market and, as the proceeds from the sale of any such fractional entitlement (net of any expenses) will be less than £5.00, Shareholders will have no entitlement or right to the proceeds of sale but instead any such proceeds will be retained by the Company.

Following the Capital Reorganisation, New Ordinary Share certificates are expected to be sent to Shareholders who hold their Existing Ordinary Shares in certificated form by 11 December 2013, and the CREST accounts of Shareholders who hold their Existing Ordinary Shares in uncertificated form are expected to be credited with New Ordinary Shares at approximately 8.00 a.m. on 27 November 2013.

5. Tax

A guide to certain UK tax consequences of the B/C Share Scheme under current UK law and HM Revenue & Customs' practice is set out in Part IX of this Circular.

Shareholders who are subject to tax in a jurisdiction other than the UK, or who are in any doubt as to the potential tax consequences of the B/C Share Scheme, should consult an appropriate professional adviser.

6. Share Plans

The Company has established an employee benefit trust for the purpose of satisfying share options and awards under the Share Plans. As at 17 October 2013, 10,660,848 Existing Ordinary Shares are held in the trust and, in respect of such shares the independent trustee of the trust will have the same rights as other holders of Existing Ordinary Shares under the Return of Cash. It is currently intended that the trustee will participate in the Return of Cash and will elect for the Capital Option in respect of all the Existing Ordinary Shares held within the trust.

Further details of the implications of the proposed B/C Share Scheme on options and awards that have been granted under the PV Crystalox Solar Share Plans are set out in paragraph 11 of Part V of this Circular.

7. Overseas Shareholders

Overseas Shareholders' attention is drawn to paragraph 6 of Part V of this Circular. In particular, Overseas Shareholders (other than those in Restricted Territories) should note that, by making a valid election for the Capital Option, such Shareholders will be deemed to represent, warrant, undertake and/or agree (as applicable) in the terms set out in paragraph 6 of Part V of this Circular. Furthermore, Overseas Shareholders resident, or with a registered address, in a Restricted Territory will be deemed to have elected for the Income Option in respect of all of their B/C Share Entitlement. The tax consequences of the B/C Share Scheme may vary for Overseas Shareholders and, accordingly, Overseas Shareholders should consult their own independent professional adviser without delay.

8. Risk factors

Shareholders' attention is drawn to the risk factors in Part IV of this Circular and in particular to the risk factors headed "Price of wafers on the spot market remains below cash cost of production", "Contracted polysilicon feedstock continues to exceed our own internal requirements", "The loss of a major long term contract customer might adversely impact the Group's financial performance" and "Overcapacity in the PV industry reduces module prices and adversely impacts on profitability" which the Board considers to be the key risk factors which may have an adverse impact on the future trading of the Group. Shareholders' attention is also drawn to the risk factors in Part IV of this document under the heading "Risks relating to the B/C Share Scheme".

9. General Meeting

Implementation of the B/C Share Scheme and certain related matters require the approval of Shareholders at a general meeting of the Company. Set out at the end of this Circular is a notice convening the General Meeting to be held at the offices of Norton Rose LLP, 3 More London Riverside, London SE1 2AQ at 11.00 a.m. on 19 November 2013 which is being held for the purpose of approving the Return of Cash.

Two resolutions will be proposed at the General Meeting as special resolutions (the passing of which requires not less than 75 per cent. of the votes cast to be in favour).

Resolution 1: To approve the Return of Cash and related matters

Resolution 1 proposed at the General Meeting will adopt the new Articles of Association incorporating the rights and restrictions attaching to the B Shares, C Shares and Deferred Shares and approve and authorise certain steps to be taken by the Company and its Directors for the purposes of implementing the B/C Share Scheme.

Resolution 2: To authorise the Company to purchase its own shares

Resolution 2 is to authorise the Company to buy back up to 16,027,897 New Ordinary Shares (being the shares created by the Share Capital Consolidation). Resolution 2 is therefore conditional on Resolution 1 being passed, and replaces the authority granted at the Annual General Meeting of the Company on 23 May 2013 which authorises the Company to buy back up to 41,672,533 Existing Ordinary Shares.

A summary explanation of the Resolutions to be proposed at the General Meeting can be found at paragraph 12 of Part V of this Circular.

10. Action to be taken

Action Shareholders should take in relation to the General Meeting

Shareholders will find enclosed a Form of Proxy for use in connection with the General Meeting. Whether or not you intend to be present at the meeting, you are asked to complete the Form of Proxy in accordance with the instructions printed thereon and return it to the Company's Registrars, Equiniti Limited, at Aspect House, Spencer Road, Lancing, West Sussex BN99 6DA so as to arrive as soon as possible, but in any event by no later than 11.00 a.m. on 15 November 2013.

If you hold shares in CREST, you may appoint a proxy by completing and transmitting a CREST Proxy Instruction to Equiniti Limited (under CREST participant ID number RA19), so that it is received no later than 11.00 a.m. on 15 November 2013.

Completion of a Form of Proxy or the giving of a CREST Proxy Instruction will not prevent you from attending the General Meeting and voting in person (in substitution for your proxy vote) if you wish to do so and are so entitled.

Actions Shareholders should take in relation to the B/C Share Scheme

The procedure for making elections under the B/C Share Scheme depends on whether your Existing Ordinary Shares are held in certificated or uncertificated form and is summarised below.

Shareholders (other than Overseas Shareholders resident, or with a registered address, in a Restricted Territory) may elect for any combination of the Share Alternatives provided that the total number of Existing Ordinary Shares in respect of which an election is made does not exceed a Shareholder's total holding as at the Record Time.

Shareholders need to make their own decision regarding any election(s) they make under the B/C Share Scheme between the Share Alternatives and are recommended to consult their own independent professional adviser.

(a) Existing Ordinary Shares held in certificated form

Shareholders (other than Overseas Shareholders resident, or with a registered address, in a Restricted Territory) who hold Existing Ordinary Shares in certificated form should make any election for the Share Alternative(s) suitable for them by completing the Form of Election, in accordance with the instructions printed thereon, and returning it as soon as possible and, in any event, so as to be received by post or using the accompanying reply paid envelope if posting from inside the United Kingdom or (during normal business hours only) by hand by the Company's Registrars, Corporate Actions, Equiniti Limited, at Aspect House, Spencer Road, Lancing, West Sussex BN99 6DA, by no later than 4.30 p.m. on 26 November 2013.

Shareholders who do not complete and return a valid Form of Election by 4.30 p.m. on 26 November 2013 will be deemed to have elected for the Income Option in respect of their entire B/C Share Entitlement.

Overseas Shareholders with a registered address in a Restricted Territory will not be sent a Form of Election and will be deemed to have elected for the Income Option in respect of all of their B/C Share Entitlement.

(b) Existing Ordinary Shares held in uncertificated form

Shareholders (other than Overseas Shareholders resident, or with a registered address, in a Restricted Territory) who hold their Existing Ordinary Shares in uncertificated form should refer to the applicable procedures and related timings set out in paragraph 4 of Part X of this Circular. **Any Shareholder whose TTE Instruction does not settle by 4.30 p.m. on 26 November 2013 will be deemed to have elected for the Income Option in respect of their entire B/C Share Entitlement.**

The CREST Manual may also assist you in making a TTE Instruction.

Shareholders who do not make a valid election, and all Overseas Shareholders resident, or with a registered address, in a Restricted Territory, will be deemed to have elected for the Income Option in respect of ALL of their B/C Share Entitlement.

11. Recommendation

The Board considers the Proposals to be in the best interests of Shareholders as a whole. Accordingly, the Board recommends that Shareholders vote in favour of the Resolutions to be proposed at the General Meeting as the Directors intend to do for their respective individual beneficial holdings of, in aggregate, 46,799,923 Existing Ordinary Shares, representing approximately 11.2 per cent. of the total issued share capital of the Company as at 17 October 2013 (being the latest practicable date prior to the publication of this Circular).

The Board makes no recommendation to Shareholders in relation to elections for the B/C Share Scheme itself. Shareholders need to take their own decision in this regard and are recommended to consult their own independent professional adviser.

Yours sincerely

John Sleeman
Non-executive Chairman

PART II

FREQUENTLY ASKED QUESTIONS AND ANSWERS

To help you understand what is involved in the B/C Share Scheme, the following sets out some frequently asked questions and answers. **Shareholders should read both the questions and answers below and the Circular as a whole carefully.** In the event of any inconsistency between the contents of this Part II and the contents of Parts I and V of this Circular, the contents of Parts I and V of this Circular shall prevail.

Is there a meeting to approve the B/C Share Scheme? How do I vote?

As the B/C Share Scheme requires the approval of Shareholders, a general meeting of the Company has been convened for 11.00 a.m. on 19 November 2013 at the offices of Norton Rose LLP, 3 More London Riverside, London SE1 2AQ. A summary explanation of the Resolutions are set out at paragraph 12 of Part V of this Circular. Resolution 1 (to approve the Return of Cash and related matters) and Resolution 2 (to update the authority obtained by the Company at the previous AGM to purchase its own shares) being proposed at the General Meeting will each require a majority of 75 per cent. or more of the votes cast in order to be passed.

All Shareholders are entitled to attend and vote at the General Meeting, but are not obliged to do so. If you choose not to attend, we would encourage you to exercise your right to vote at the meeting by signing and returning the enclosed Form of Proxy so that it is received by the Company's Registrars, Equiniti, by no later than 11.00 a.m. on 15 November 2013. If you hold your Existing Ordinary Shares in CREST, you may appoint a proxy by completing and transmitting a CREST Proxy Instruction to Equiniti under CREST participant ID number RA19 so that it is received by no later than 11.00 a.m. on 15 November 2013.

What do I need to do next?

First, whether or not you intend to be present at the General Meeting, we would encourage you to vote on the Resolutions being proposed in connection with the B/C Share Scheme by appointing a proxy as described above.

Secondly, you should consider whether or not you are resident in or have a registered address in the United States, Canada, Australia, Japan, the Republic of South Africa or New Zealand (referred to as "**Restricted Territories**"). Shareholders resident, or with a registered address, in a Restricted Territory will be deemed to have elected for the Income Option in respect of all of their B/C Share Entitlement and so will not be sent Forms of Election. If you are such a Shareholder, you do not need to take any further action in respect of your election to any of the Share Alternatives.

If your registered address is not in a Restricted Territory and you are not resident in a Restricted Territory, you will be able to choose between the two alternatives as to how and when to receive your proceeds from the B/C Share Scheme. Further details of these choices are set out in paragraph 3 of Part I and paragraph 4 of Part V of this Circular. You do not have to elect the same alternative for all of your Existing Ordinary Shares: you may choose a combination of the two.

Before making any election or elections between the Share Alternatives available under the B/C Share Scheme, you are recommended to consult your own independent professional adviser. In particular, Overseas Shareholders should read paragraph 6 of Part V of this Circular.

How do I elect for my chosen Share Alternative(s)?

Assuming you do not have a registered address in a Restricted Territory and you are not resident in a Restricted Territory and you hold your existing shares in certificated form, you can indicate your choice by completing and signing the enclosed Form of Election and returning it so as to be received by Equiniti by no later than 4.30 p.m. on 26 November 2013. Instructions on how to complete the Form of Election are printed on the form itself.

Shareholders who hold their existing shares in CREST will not be sent a Form of Election. They will, however, be able to make their election by way of a TTE Instruction through the CREST system to be received by Equiniti by not later than 4.30 p.m. on 26 November 2013. Further information for Shareholders who hold their existing shares in CREST is contained in paragraph 4 of Part X of this Circular.

Shareholders who are resident or have a registered address in a Restricted Territory will not be sent a Form of Election and will be deemed to have elected for the Income Option in respect of ALL of their B/C Share Entitlement.

What is the impact of the B/C Share Scheme on the value of my Existing Ordinary Shares?

The purpose of the Share Capital Consolidation, which forms part of the B/C Share Scheme, is to try to make sure that (subject to market fluctuations) the market price of each New Ordinary Share immediately following the implementation of the B/C Share Scheme is approximately the same as the market price of each Existing Ordinary Share immediately beforehand.

In addition, you will continue to own the same proportion of the Company (subject to fractional entitlements) as you did before.

Under the Share Capital Consolidation, every 13 Existing Ordinary Shares you hold will be consolidated into 5 New Ordinary Shares, thus reducing the aggregate number of Ordinary Shares in issue. Expressed as a percentage, the reduction in the number of Ordinary Shares as a result of the Share Capital Consolidation is broadly equivalent to the percentage of the Company's market capitalisation at 17 October 2013 proposed to be returned to Shareholders under the B/C Share Scheme. Therefore, the value of your holding of New Ordinary Shares plus the amount to be returned per Existing Ordinary Share held at the Record Time should, subject to market fluctuations, approximately equal the value of your holding of Existing Ordinary Shares.

If you currently hold Existing Ordinary Shares in certificated form you will be issued with a new share certificate in respect of your New Ordinary Shares. Your existing share certificate should then be destroyed.

If you currently hold Existing Ordinary Shares in uncertificated form your CREST account will be credited with New Ordinary Shares. The registration of uncertificated holdings in respect of Existing Ordinary Shares will be disabled in CREST from 6.00 p.m. on 26 November 2013.

How will the B/C Share Scheme affect my shareholding?

To give you an idea of how the B/C Share Scheme would affect your shareholding we have set out some examples below:¹

Alternative 1 – Income Option			
<i>Number of Existing Ordinary Shares held at the Record Time</i>	<i>Number of C Shares you will receive</i>	<i>Number of New Ordinary Shares you will receive</i>	<i>Dividend payment expected to be despatched by 11 December 2013</i>
100	100	38	£7.25
500	500	192	£36.25
1,000	1,000	384	£72.50

Alternative 2 – Capital Option			
<i>Number of Existing Ordinary Shares held at the Record Time</i>	<i>Number of B Shares you will receive</i>	<i>Number of New Ordinary Shares you will receive</i>	<i>Proceeds payable on redemption of B Shares expected to be despatched by 11 December 2013</i>
100	100	38	£7.25
500	500	192	£36.25
1,000	1,000	384	£72.50

¹ If, immediately before the Share Capital Consolidation, your holding of Existing Ordinary Shares does not divide exactly by 13, you will be left with a fractional entitlement to a New Ordinary Share. Fractional entitlements will be aggregated into New Ordinary Shares and sold in the market and, as the proceeds from the sale of any fractional entitlement will be less than £5.00, Shareholders will have no entitlement or rights to the proceeds of sale and any such proceeds will be retained by the Company. See paragraph 4 of Part I and paragraph 3 of Part V of this Circular for further details. This will mean that, following the Share Capital Consolidation, no Shareholder will be left with a fraction of a New Ordinary Share.

Do I have to elect for one of the two alternatives? What happens if I do nothing?

Shareholders who do not make a valid election will be deemed to have elected for the Income Option in respect of ALL of their B/C Share Entitlement.

What if I sell or have sold or transferred all or some of my existing shares?

If you sell or have sold or otherwise transferred all of your existing shares at any time prior to the Record Time, please forward this Circular, together with the accompanying documents (but not any personalised Form of Election), at once to the purchaser or transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected, for delivery to the purchaser or transferee. If you sell or have sold part only of your holding of existing shares, please consult the bank, stockbroker or other agent through whom the sale or transfer was effected. However, such documents should not be forwarded to or sent in or into any jurisdiction in which to do so would constitute a breach of the relevant laws of such jurisdiction.

Can I trade my New Ordinary Shares?

Subject to Admission, New Ordinary Shares will be traded on the London Stock Exchange's main market for listed securities and will be equivalent in all material respects (including as to the right to transfer) to Existing Ordinary Shares. It is expected that dealings in Existing Ordinary Shares will continue until 4.30 p.m. on 26 November 2013 and that Admission of the New Ordinary Shares will become effective and dealings in them will commence on the London Stock Exchange at 8.00 a.m. on 27 November 2013 meaning there should not be any period when you cannot trade either your Existing Ordinary Shares or your New Ordinary Shares on the London Stock Exchange's main market for listed securities.

Can I trade my B Shares, C Shares and/or Deferred Shares?

Although the B Shares and C Shares are transferable (subject, in the case of the C Shares, to the applicable restrictions set out in the revised Articles of Association (please refer to Part VII of this Circular for further details)), neither they nor the Deferred Shares will be admitted to the standard segment of the Official List or to trading on the London Stock Exchange's main market for listed securities or listed or admitted to trading on any other recognised investment exchange. There will be no formal market for the B Shares or C Shares and your ability to trade or sell the B Shares or C Shares is therefore likely to be limited.

Should you wish to transfer some or all of your B Shares issued pursuant to the Capital Option and/or any of your C Shares (subject, in the case of C Shares, to the applicable restrictions set out in the revised Articles of Association) you should send the relevant duly completed instrument(s) of transfer, together with any supporting documentation, to Corporate Actions, Equiniti Limited, Aspect House, Spencer Road, Lancing, West Sussex BN99 6DA so as to be received by Equiniti by 5.00 p.m. on the second Business Day prior to the Effective Date in the case of B Shares issued pursuant to the Capital Option and C Shares issued pursuant to the Income Option. If you transfer such shares prior to the Effective Date and deliver the relevant instrument(s) of transfer and any supporting documents as set out above, you will not be entitled to any proceeds which may become payable on such shares pursuant to the B/C Share Scheme.

The Deferred Shares are not transferable (other than in the circumstances set out in Part VIII of this Circular) meaning you will not be able to trade or sell such shares.

What if I am a citizen, resident or national of a country other than the UK?

Shareholders who are not resident in the UK, or who are citizens, residents or nationals of a country other than the UK, should read the additional information set out in paragraph 6 of Part V of this Circular. In particular, Overseas Shareholders should note that, by making a valid election for the Capital Option, such Shareholders will be deemed to represent, warrant, undertake and/or agree (as applicable) to the terms set out in paragraph 6 of Part V of this Circular. Furthermore, Overseas Shareholders who are resident or have a registered address in a Restricted Territory will be deemed to have elected for the Income Option in respect of all their B/C Share Entitlement. Shareholders who are subject to tax in a jurisdiction other than the UK, or who are in any doubt as to their tax position, should consult their own independent professional adviser since the tax consequences of the B/C Share Scheme may vary for such Shareholders.

What is my tax position?

A guide to certain UK tax consequences of the B/C Share Scheme under current UK law and HM Revenue & Customs' published practice is set out in Part IX of this Circular.

Shareholders who are subject to tax in a jurisdiction other than the UK, or who are in any doubt as to the potential tax consequences of the B/C Share Scheme, are strongly recommended to consult their own independent professional adviser.

What happens if I do not get my Form of Election back in time?

If you hold your Existing Ordinary Shares in certificated form and do not complete and return a valid Form of Election so that it is received by Equiniti by 4.30 p.m. on 26 November 2013 or, if you are a CREST Shareholder and you do not send a valid TTE Instruction for settlement by 4.30 p.m. on 26 November 2013, you will be deemed to have elected for the Income Option in respect of ALL of your B/C Share Entitlement.

When will I receive my proceeds from the B/C Share Scheme and how will these be paid?

In respect of valid elections (or deemed elections) to the Income Option, it is expected that relevant Shareholders will be sent cheques or, if mandate instructions are held in respect of a Sterling bank account, payments are expected to be made by BACS to mandated accounts in respect of the C Share Dividend by 11 December 2013. All payments in respect of the C Share Dividend will be made in sterling.

In respect of valid elections to the Capital Option, it is expected that relevant Shareholders will be sent cheques or, if Shareholders hold their existing shares in CREST, their CREST accounts are also expected to be credited, by 11 December 2013.

In respect of any dividends payable, your present dividend mandate, where in respect of a Sterling bank account, will (unless revoked or amended) be deemed to be valid for dividends payable under the B/C Share Scheme. All dividend payments under the B/C Share Scheme will be made in sterling.

What is the impact on the Share Plans?

Options and awards granted under the Share Plans which remain unexercised at the Record Time do not entitle the holders of such options and awards to participate in the B/C Share Scheme. The B/C Share Scheme will not affect the legal rights of the holders of such options, and therefore it is proposed that the number of Ordinary Shares over which participants have options or awards, any exercise price and the other terms of the relevant options or awards will remain unchanged. However, where subsisting options or awards are subject to performance conditions, the Company's remuneration committee will consider whether amendments to the original conditions are required (in line with the terms of the relevant plans) in light of the proposed Return of Cash to Shareholders and the Share Capital Consolidation to ensure that the performance targets are not materially more or less challenging in its opinion. Any such amendment will be made at the discretion of the Company's remuneration committee and will be notified to relevant option/award holders.

The Share Capital Consolidation, which forms part of the B/C Share Scheme, is designed to maintain the intrinsic value of awards and options over Ordinary Shares held under the Share Plans following implementation of the B/C Share Scheme. A summary of the implications of the B/C Share Scheme for holders of awards or options over Ordinary Shares in the Share Plans is set out in paragraph 11 of Part V of this Circular.

Each participant in the PV Crystalox Solar SIP will be entitled to instruct the trustee of the PV Crystalox Solar SIP to elect for either the Income Option or the Capital Option in respect of the Existing Ordinary Shares which the trustee holds in respect of such participant.

The Company has established an employee benefit trust for the purpose of satisfying share options and awards under the Share Plans. As at 17 October 2013, 10,660,848 Existing Ordinary Shares are held in the trust and, in respect of such shares the independent trustee of the trust will have the same rights as other holders of Existing Ordinary Shares under the Return of Cash. It is currently intended that the trustee will participate in the Return of Cash and will elect for the Capital Option in respect of all the Existing Ordinary Shares held within the trust.

What if I have any more questions?

If you have read this Circular and have any further questions, please telephone the Shareholder helpline, which is available between the hours of 8.30 a.m. and 5.30 p.m. Monday to Friday (except UK public holidays). The Shareholder helpline numbers are: 0871 384 2050 (from inside the UK) and +44 121 415 0259 (from outside the UK). Please note that calls to the Shareholder helpline numbers may be monitored or recorded. Calls to 0871 384 2050 are charged at 8 pence per minute (excluding VAT) plus network extras. Calls from outside the UK are chargeable at applicable international rates. Please note that for legal reasons the Shareholder helpline will only be able to provide information contained in this Circular and will be unable to give advice on the merits of the B/C Share Scheme, the Share Alternatives or to provide financial, investment or taxation advice.

Shareholders are recommended to consult their own independent professional adviser before making any election(s) under the B/C Share Scheme.

PART III

COMPLETING THE FORM OF ELECTION

To make an election, Shareholders who hold their Existing Ordinary Shares in certificated form must complete the Form of Election sent to them with this Circular. Shareholders who hold their Existing Ordinary Shares in CREST will not be sent a Form of Election and instead should make their election by means of a TTE Instruction and should refer to paragraph 4 of Part X of this Circular for further information.

Overseas Shareholders resident or with a registered address in a Restricted Territory will be deemed to have elected for the Income Option in respect of all of their B/C Share Entitlement and will automatically receive the C Share Dividend. The Capital Option is not being offered to Shareholders resident, or with a registered address, in any of these jurisdictions. Accordingly, the Form of Election is not being and must not be mailed or otherwise forwarded, distributed or sent into the a Restricted Territory. The attention of Overseas Shareholders is drawn to paragraph 6 of Part V of the Circular.

Shareholders wishing to receive the C Share Dividend (i.e. the Income Option) in respect of ALL of their B/C Share Entitlement and Overseas Shareholders resident, or with a registered address, in a Restricted Territory should NOT complete or return the Form of Election or make an election through CREST. C Shares will be issued and the C Share Dividend paid automatically in respect of all of the B/C Share Entitlement in relation to which a Shareholder has not elected for the other Share Alternative.

The following instructions describe what Shareholders should do when completing a Form of Election. Shareholders need to take their own decision regarding any election(s) they make under the B/C Share Scheme and are recommended to consult their own independent professional adviser.

References to “Boxes” are to the boxes on the Form of Election.

Number of Existing Ordinary Shares held

Box 1B shows the number of Existing Ordinary Shares registered in the name(s) of the Shareholder(s) at 6.00 p.m. on 17 October 2013 and is for information purposes only. If Shareholders do not sell or transfer any Existing Ordinary Shares registered in their name(s) or purchase additional Existing Ordinary Shares between that date and the Record Time (expected to be 6.00 p.m. on 26 November 2013), then this number will also be the same as their B/C Share Entitlement in respect of which they may make an election. If Shareholders sell or transfer any Existing Ordinary Shares registered in their name(s) and/or purchase additional Existing Ordinary Shares, they should ensure that their election corresponds to the number of Existing Ordinary Shares that will be registered in their name(s) at the Record Time.

How Shareholders may elect for one Share Alternative in respect of all of their B/C Share Entitlement

To elect for the **Income Option** in respect of ALL of their B/C Share Entitlement, Shareholders should take no further action. Shareholders who do not complete or return the Form of Election will automatically receive only C Shares in respect of all of their B/C Share Entitlement, on which the C Share Dividend is expected to be paid.

To elect for the **Capital Option** in respect of ALL of their B/C Share Entitlement, Shareholders should mark an “X” where indicated in Box 2B.

How Shareholders may split their B/C Share Entitlement between more than one Share Alternative

To split their B/C Share Entitlement between more than one Share Alternative, a Shareholder should enter (in numbers) the number of their B/C Share Entitlement they wish to elect for the Capital Option in Box 2B. The balance will automatically be defaulted to the Income Option.

The default position where a Shareholder makes an election which is less than their total B/C Share Entitlement

If a Shareholder enters a number in Box 2B of the Form of Election, which is less than their total B/C Share Entitlement, they will be deemed to have elected for the Income Option in respect of the balance of their holding.

Dematerialisation of Existing Ordinary Shares following election

If the Existing Ordinary Shares to which any election made on the enclosed Form of Election relates are currently held in certificated form and are “dematerialised” into uncertificated form (i.e. held in CREST) after the relevant Form of Election has been submitted but before the Election Deadline, such election will become invalid. Shareholders who subsequently hold such Existing Ordinary Shares in uncertificated form in CREST will need to give a valid TTE Instruction in place of the submitted Form of Election by the Election Deadline.

Overseas Shareholders

Each Shareholder by whom, or on whose behalf, a Form of Election is executed or TTE Instruction is given, irrevocably represents, warrants, undertakes and agrees to and with the Company that such Shareholder has observed the laws of all relevant territories, obtained any requisite governmental or other consents, complied with all requisite formalities and paid any issue, transfer or other taxes due from such Shareholder in any territory in connection with any election for any of the Share Alternatives (or any transaction resulting therefrom) and such Shareholder has not taken or omitted to take any action which may result in the Company or any other person acting in breach of the legal or regulatory requirements of any territory in connection with the B/C Share Scheme or such Shareholder’s election for any of the Share Alternatives (or any transaction resulting therefrom).

General

The Directors shall have absolute discretion to determine all questions as to the form and validity (including time and place of receipt) of any Form of Election or TTE Instruction, which determination shall be final and binding. The Directors also reserve the absolute right to waive any defect or irregularity in relation to, or in relation to the receipt of, any Form of Election completed by or on behalf of any Shareholder, and such determination shall be binding on such Shareholder(s). The Directors shall not be liable to Shareholders for any loss arising from the determination of questions as to the form and validity (including time and place of receipt) of any Form of Election or TTE Instruction, unless attributable to their own wilful default, fraud or negligence and the Directors shall not be under any duty to give notification of any defect or irregularity in any Form of Election or incur any liability for failure to give any such notice.

Once the Election Period has ended, any election made is irrevocable. If the Election Period is extended, the period for exercising withdrawal rights will also be extended (these rights are described more fully in paragraph 5 of Part V of this Circular). No authority conferred by or agreed by the signing of a Form of Election will be affected by, and all such authority will survive, the death or incapacity of the Shareholder executing such form or giving such instruction. All obligations of such Shareholder will be binding upon the heirs, personal representatives, successors and assigns of such Shareholder.

B Shares and/or C Shares which are transferred or otherwise disposed of shall remain subject to the relevant Shareholder’s election (or deemed election) for any Share Alternative(s) made in respect of such B Shares and/or C Shares.

Signing the Form of Election

The Form of Election shows the name of the Shareholder, or names of joint Shareholders, of Existing Ordinary Shares by reference to which an election can be made in respect of the corresponding B/C Share Entitlement. The Shareholder, or all joint Shareholders, must sign the Form of Election (in Box 3). The signatures of Shareholders who are individuals signing need to be witnessed. The witness must be over 18 years of age and cannot be the Shareholder, or one of the joint Shareholders, or otherwise have any financial interest in the relevant shares or in the proceeds resulting from the execution of the Form of Election. However, one person may separately witness the signature of all joint Shareholders. If the Form of Election is signed under a power of attorney, the original power of attorney should be sent to Equiniti with the Form of Election.

Final instructions on completing a Form of Election

Shareholders returning a Form of Election must sign where applicable in Box 3.

All Shareholders named on a Form of Election must sign the Form of Election. Once completed, signed and witnessed, this Form of Election should be returned in the reply paid envelope provided. No stamps will be needed if posted in the United Kingdom. To be valid, Forms of Election must be returned so as to be received by Equiniti by the Election Deadline (expected to be 4.30 p.m. on 26 November 2013). If Shareholders do not use the envelope provided, postage will be payable and the Form of Election should be sent to Corporate Actions, Equiniti Limited, Aspect House, Spencer Road, Lancing, West Sussex BN99 6DA, England.

Shareholders who do not validly complete and return their Form of Election will be deemed to have elected for the Income Option in respect of all of their B/C Share Entitlement.

Shareholders who need assistance in completing the Form of Election or have any queries relating to it should telephone the Shareholder helpline on 0871 384 2050 (+44 121 415 0259 if calling from outside the United Kingdom) between 8.30 a.m. and 5.30 p.m. Monday to Friday (except UK public holidays). Calls to 0871 384 2050 are charged at 8 pence per minute (excluding VAT) plus network extras. Calls from outside the UK are chargeable at applicable international rates.

Please note that the Shareholder helpline will not give advice on the merits of the B/C Share Scheme or the Share Alternatives or provide financial, investment or taxation advice.

PART IV

RISK FACTORS

This Part IV describes the risks associated with holding shares in the Company, the industry in which the Company competes and the Return of Cash.

Shareholders should consider carefully all of the information set out in this Circular including, in particular, the risks described below, as well as their personal circumstances, prior to making any decision regarding the B/C Share Scheme.

The risks below are not intended to be presented in any assumed order of priority and should be read in conjunction with all other information contained in this Circular. There may also be additional risk factors or uncertainties, currently unknown to the Company or which the Company currently considers to be immaterial, which may have an adverse impact on the Group. The material risks known to the Group are summarised below.

Risks relating to the B/C Share Scheme

The B/C Share Scheme is conditional

There is no guarantee that the B/C Share Scheme will take place. The B/C Share Scheme is conditional on the approval of Shareholders and will not proceed if it is not approved by Shareholders. The approval of Resolution 1 (to approve the Return of Cash and related matters) requires not less than 75 per cent. of Shareholders voting at the General Meeting in person or by proxy to vote in favour of them.

Current tax legislation and practice may change

The general guide to certain UK tax consequences of the B/C Share Scheme for Shareholders set out in Part IX of this Circular is based on current UK law and HM Revenue & Customs' practice as at the date of this Circular. Current legislation and practice may change (including in the period from the date of this Circular and the date(s) on which any proceeds of the B/C Share Scheme are received by Shareholders) and any such change may affect the taxation liabilities of Shareholders in relation to the B/C Share Scheme.

Risks relating to the Group and the Solar Electricity Industry

Price of wafers on the spot market remains below cash cost of production

The Group has previously sold wafers under long-term contracts and at spot prices. As pricing on the spot market decreased during 2011 and 2012 we cooperated with our long-term contract customers and offered lower prices but at a premium to spot prices. However, during 2012 and 2013 spot pricing remained below our production costs and so selling to customers without any contractual commitment was no longer attractive except in order to reduce inventory levels and free up cash.

In its 2013 Interim Report the Company noted that spot wafer prices, which started to fall in April 2011 and continued to decrease during 2012, had at the date of the Interim Report stabilised albeit at a level which is 75 per cent. below that seen in April 2011 and significantly below industry production costs. Following a strategic review in December 2012, the Company discontinued its polysilicon production facility in Bitterfeld, Germany, and subsequently sold the facility, and has substantially reduced its production output at its UK ingot and German wafer operations.

The Board believes that it is unlikely that spot prices will increase in the foreseeable future due to the significant over-capacity in the PV industry. Whilst the Group has adjusted its operations to align them with anticipated sustainable short term market demand, should the price of wafers on the spot market remain below cash costs of production, this is likely to have a material adverse effect on the Group's results of operations and financial condition.

Contracted polysilicon feedstock continues to exceed our own internal requirements

The Group obtains polysilicon feedstock through long term contracts with two polysilicon feedstock suppliers. Due to our reduced wafer production output, the contracted feedstock is significantly in excess

of the Group's requirements. Whilst the Group has so far been able to trade excess contracted feedstock in the market and, so far, has been able to negotiate price and volume reductions with suppliers, should it not be able to continue to do so, this is likely to have a material adverse effect on the Group's results of operations and financial condition.

The loss of a major long term contract customer might adversely impact the Group's financial performance

Sales to a small number of customers represent a substantial portion of the Group's revenues and the loss of any major customer either to a competitor or through its own business circumstances might impact significantly on the Group's results of operations and financial condition.

PV market development is reliant on Government incentives, support and legislation

The solar industry is dependent on the support of individual governments to encourage the installation and use of solar electricity within their territories. Without such support the increased uptake of solar electricity may reduce or be slow to develop and this might have a material adverse effect on the Group's results of operations and financial condition.

Overcapacity in the PV industry reduces module prices and adversely impacts on profitability

Over capacity in the PV industry has caused significant reductions in module prices during 2011 and 2012 and these module prices have stabilised during 2013. This reduction in module prices has led to a reduction in wafer prices. The Board believes that it could be several years before the supply/demand capacity comes into balance. The reduction in price has led to significant losses across the industry and since the second half of 2011, the Group has been similarly affected. If this overcapacity continues and spot prices remain suppressed then, with take or pay polysilicon contracts, this might have a material adverse effect on the Group's results of operations and financial condition.

Exchange rate fluctuations might create earnings and balance sheet fluctuations

The Group reports in euros, but trades internationally and has operating subsidiaries reporting in sterling, euros and Yen and is therefore subject to currency fluctuations arising on transactional foreign currency exposures and the translation of subsidiaries' balance sheets. These transactional and translation effects might have a material adverse effect on the Group's results of operations and financial condition.

Loss of a key production facility could disrupt the Group's ability to deliver contracted wafer volumes and to retain core production capabilities

The Group sells wafers and excess polysilicon feedstock but has operations at different stages in the value chain. The loss of a facility, due to unforeseen circumstances, at any stage in the production process would impact the Group's ability to fulfil contracted wafer volumes or to retain core production capabilities. Should such a loss occur this might have a material adverse effect on the Group's results of operations and financial condition.

Imposition of trade barriers and restrictions may have a significant impact on the PV industry

The ongoing trade disputes between the United States, China and the European Union may have a significant impact on the solar industry. The United States has introduced anti dumping duties and countervailing duties in relation to government subsidies that contravene international trade laws against Chinese imports. The Chinese Ministry of Commerce has imposed similar duties against United States imported polysilicon. The European Union have carried out a similar investigation and have imposed a minimum price level and import quota on Chinese imports. If certain trade barriers and restrictions are imposed as a result of these actions, this might have a material adverse effect on the Group's results of operations and financial condition.

PART V

DETAILS OF THE B/C SHARE SCHEME

1. B/C Share Scheme

The B/C Share Scheme and the Share Capital Consolidation comprises the Capital Reorganisation (described in paragraph 3 of this Part V) and the Share Alternatives (described in paragraph 4 of this Part V).

The aggregate amount to be returned under the B/C Share Scheme will depend on the number of Existing Ordinary Shares in issue at the Record Time. However, based on the number of Existing Ordinary Shares in issue on 17 October 2013, the aggregate amount to be returned under the B/C Share Scheme would amount to approximately £30.2 million (€35.6 million).

2. Conditions to the implementation of the B/C Share Scheme

The B/C Share Scheme is conditional on:

- (A) the approval by Shareholders of Resolution 1 to be proposed at the General Meeting; and
- (B) Admission.

If these conditions are not satisfied by 8.00 a.m. on the Admission Date, or such later time and/or date as the Directors may determine, no B Shares or C Shares will be allotted or issued, the Share Capital Consolidation will not take place, no New Ordinary Shares will be created and the B/C Share Scheme will not take effect.

3. Capital Reorganisation

The proposed Capital Reorganisation consists of the allotment and issue of B Shares and C Shares and the Share Capital Consolidation, each described below.

Allotment and issue of B Shares and C Shares

It is proposed that the Company capitalise a sum not exceeding approximately £30.2 million standing to the credit of the Company's share premium account and then to apply the resulting amount for the purpose of paying up in full B Shares with a nominal value of 7.25 pence each and C Shares with a nominal value of 0.0000001 pence each.

The B Shares and C Shares will be issued to Shareholders on the basis of one B Share or one C Share for each Existing Ordinary Share held at the Record Time, which is expected to be 6.00 p.m. on 26 November 2013.

The exact number of B Shares and C Shares to be issued will depend upon the elections made by each Shareholder between the Share Alternatives, but in aggregate will be equal to the number of Existing Ordinary Shares in issue at the Record Time. As at 17 October 2013 (the latest practicable date prior to the publication of this Circular) there were 416,725,335 Existing Ordinary Shares in issue.

In order for the redemption proceeds to be taxed as generally described in Part IX of this Circular, the B Shares must be paid up in full as to the sterling redemption amount out of the amounts standing to the credit of the Company's share premium account that represents new consideration for tax purposes and have not previously been taken into account in payments to Shareholders.

The rights and restrictions to be attached to the B Shares and the C Shares are more fully set out in Parts VI and VII, respectively, of this Circular.

No application has been, or will be, made for the B Shares or the C Shares to be admitted to listing on the standard segment of the Official List or admitted to trading on the London Stock Exchange's main market for listed securities, nor will the B Shares or C Shares be listed or admitted to trading on any other recognised investment exchange.

No share certificates will be issued in respect of the B Shares issued to satisfy elections for the Capital Option, the C Shares or the Deferred Shares, and no CREST accounts will be credited with such shares.

The Company will announce the exact number of B Shares and C Shares issued under the proposed Capital Reorganisation on the Admission Date.

Share Capital Consolidation

Under the proposed Share Capital Consolidation, the Existing Ordinary Shares will be subdivided and consolidated so that Shareholders will receive 5 New Ordinary Shares for every 13 Existing Ordinary Shares held at the Record Time. The nominal value of each New Ordinary Share will be 5.2 pence.

The intention is that, subject to market fluctuations, the market price of one New Ordinary Share immediately following the implementation of the B/C Share Scheme should be approximately equal to the market price of one Existing Ordinary Share immediately beforehand. The ratio used for the Share Capital Consolidation has been set by reference to the average closing middle market price for the three business days prior to the posting of this Circular of 11.75 pence per Existing Ordinary Share. The effect of this will be to reduce the number of Ordinary Shares in issue to reflect the return of 7.25 pence per Existing Ordinary Share to Shareholders under the B/C Share Scheme. However, Shareholders will own the same proportion of the Company as they did beforehand, subject to fractional entitlements.

Subject to Admission, New Ordinary Shares will be traded on the London Stock Exchange's main market for listed securities in the same way as Existing Ordinary Shares and will be equivalent in all material respects to the Existing Ordinary Shares (including as to dividend, voting and other rights), with the exception of the difference in nominal value and the New Ordinary Shares being subject to the rights of the B Shares and the C Shares.

Application will be made for the New Ordinary Shares to be admitted to the Official List and to trading on the London Stock Exchange's main market for listed securities with a standard listing, with Admission expected to take place and dealings expected to commence at 8.00 a.m. on the Admission Date. The Company will apply for the New Ordinary Shares to be admitted to CREST with effect from Admission so that general market transactions in the New Ordinary Shares may be settled within the CREST system.

Share certificates representing the New Ordinary Shares will be issued following the Capital Reorganisation and sent to Shareholders by 11 December 2013. Shareholders who hold their Existing Ordinary Shares in CREST will automatically have their New Ordinary Shares credited to their CREST account. The relevant CREST accounts will be credited at approximately 8.00 a.m. on the Admission Date.

Fractional entitlements to New Ordinary Shares

Unless a holding of Existing Ordinary Shares is exactly divisible by 13, a Shareholder will have a fractional entitlement to a New Ordinary Share following the Share Capital Consolidation. So, for example, a Shareholder holding 14 Existing Ordinary Shares would, after the Share Capital Consolidation, be entitled to 5 New Ordinary Shares and a fractional entitlement of 0.385 of a New Ordinary Share. By contrast, a Shareholder holding 100 Existing Ordinary Shares would, after the Share Capital Consolidation, be entitled to 38 New Ordinary Shares and a fractional entitlement of 0.462 of a New Ordinary Share.

These fractional entitlements will all be aggregated into New Ordinary Shares and sold in the market and, as the proceeds from the sale of any such fractional entitlement (net of any expenses) will be less than £5.00, Shareholders will have no entitlement or right to the proceeds of sale and so will not receive a cheque or have their CREST account credited in respect of that entitlement due to the administrative costs incurred in doing so; rather, the net proceeds will be retained by the Company.

4. Share Alternatives

Shareholders (with the exception of Overseas Shareholders resident, or with a registered address, in a Restricted Territory) may choose between the two Share Alternatives (the Income Option and the Capital Option), or a combination of the two Share Alternatives, in respect of their B/C Share Entitlement. Details of how to make an election are set out in Part III of this Circular and on the Form of Election enclosed with this Circular in respect of Existing Ordinary Shares held in certificated form and, in respect of Existing Ordinary

Shares held in CREST, in paragraph 4 of Part X of this Circular. If you elect for more than one Share Alternative, you will need to specify a whole number of your B/C Share Entitlement for each Share Alternative you choose.

Overseas Shareholders with a registered address in a Restricted Territory will not be sent Forms of Election and will be deemed to have elected for the Income Option in respect of their entire B/C Share Entitlement.

Shareholders who do not complete and return a valid Form of Election or TTE Instruction by 4.30 p.m. on 26 November 2013 will be deemed to have elected for the Income Option in respect of ALL of their B/C Share Entitlement. Shareholders who complete a valid Form of Election or TTE Instruction in respect of less than their entire B/C Share Entitlement will be deemed to have elected for the Income Option for those Existing Ordinary Shares in respect of which no election has been made.

Shareholders should read the general guidance on certain aspects of the UK tax consequences of the proposed B/C Share Scheme set out in Part IX of this Circular. **Shareholders who are in any doubt as to their tax position, or who are subject to tax in a jurisdiction other than the United Kingdom, should consult an appropriate professional adviser.**

Alternative 1 – Income Option

Shareholders who elect, or are deemed to have elected, for the Income Option in respect of some or all of their B/C Share Entitlement will receive one C Share in respect of each Existing Ordinary Share held at the Record Time and validly elected to such Share Alternative. Shareholders with a registered address in a Restricted Territory, or who do not make a valid election, will automatically be deemed to have elected for the Income Option in respect of all their Existing Ordinary Shares.

It is proposed that the Company capitalises a sum not exceeding approximately 41.68 pence standing to the credit of the Company's share premium account for the purpose of paying up in full the C Shares with a nominal value of 0.0000001 pence.

The C Share Dividend of 7.25 pence will become automatically payable on each such C Share on the Effective Date. It is expected that Shareholders entitled to receive the C Share Dividend will be sent cheques or, if mandate instructions are held in respect of a sterling bank account, that payments will be made by BACS to mandated accounts in respect of the C Share Dividend, on the Payment Date. All payments in respect of the C Share Dividend will be made in sterling.

The C Shares upon which the C Share Dividend becomes payable will be automatically reclassified as Deferred Shares, with the Shareholder receiving one Deferred Share for each such C Share. The Deferred Shares will carry extremely limited rights as more fully described in Part VIII of this Circular and will have negligible value.

The Company may purchase all Deferred Shares then in issue at any time for an aggregate consideration of one penny and no further action will be required from Shareholders. In view of the negligible amount of the aggregate consideration, Shareholders will not be entitled to have any part of the aggregate consideration paid to them.

No share certificates will be issued in respect of the C Shares or the Deferred Shares and no CREST accounts will be credited with C Shares or Deferred Shares. Neither the C Shares nor the Deferred Shares will be listed on the standard segment of the Official List or traded on the London Stock Exchange's main market for listed securities or listed or admitted to trading on any other recognised investment exchange.

The rights and restrictions attached to the C Shares and the Deferred Shares are more fully set out in Parts VII and VIII of this Circular respectively.

Overseas Shareholders resident or with a registered address in a Restricted Territory will automatically be deemed to have elected for the Income Option in respect of all their B/C Share Entitlement. The attention of Overseas Shareholders (and, in particular, Overseas Shareholders resident, or with a registered address, in a Restricted Territory) is generally drawn to paragraph 6 of this Part V.

Alternative 2—Capital Option

Shareholders (other than Overseas Shareholders resident or with a registered address in a Restricted Territory) who elect for the Capital Option will receive one B Share in respect of each Existing Ordinary Share held at the Record Time and validly elected to such Share Alternative.

It is proposed that the Company capitalises a sum not exceeding approximately £30.2 million standing to the credit of the Company's share premium account for the purpose of paying up in full B Shares with a nominal value of 7.25 pence each.

Where B Shares are issued to satisfy valid elections for the Capital Option, each such B Share will be redeemed by the Company for 7.25 pence on the Effective Date. Each such B Share will be cancelled on redemption.

It is expected that Shareholders entitled to receive payments in respect of the proceeds from the redemption of B Shares issued pursuant to the Capital Option will be sent cheques or, if Shareholders hold their Existing Ordinary Shares in CREST, will have their CREST accounts credited, on the Payment Date.

Each B Share redeemed pursuant to the Capital Option will be cancelled.

The B Shares issued pursuant to the Capital Option, the C Shares and the Deferred Shares will not be listed on the standard segment of the Official List or traded on the London Stock Exchange's main market for listed securities, nor will such shares be listed or admitted to trading on any other recognised investment exchange. No share certificates will be issued in respect of the B Shares, the C Shares or the Deferred Shares and no CREST accounts will be credited with such shares.

The rights and restrictions attached to the B Shares, the C Shares and the Deferred Shares are more fully set out in Parts VI, VII and VIII respectively of this Circular.

The attention of Overseas Shareholders (and, in particular, Overseas Shareholders resident, or with a registered address, in a Restricted Territory) is generally drawn to paragraph 6 of Part V of this Circular.

5. Withdrawal rights

Any election for a Share Alternative, whether made by the signing of a Form of Election or the giving of a TTE Instruction, may be withdrawn by a Shareholder at any time up to 3.30 p.m. prior to the Election Deadline. Thereafter, such election will be irrevocable. If an election is validly withdrawn, the Shareholder may make a new election during the Election Period, but if a new valid election is not made by the Election Deadline, the Shareholder will be deemed to have elected for the Income Option to the extent the Shareholder has not otherwise made a valid election. After the end of the Election Period, any election made will be irrevocable. If the Election Period is extended, withdrawal rights will be correspondingly extended.

Shareholders wishing to withdraw their election must call the Shareholder helpline on 0871 384 2050 (from inside the UK) or +44 121 415 0259 (from outside the UK) between the hours of 8.30 a.m. and 5.30 p.m. Monday to Friday (except UK public holidays) and then send written notice of such withdrawal to Corporate Actions, Equiniti, Aspect House, Spencer Road, Lancing, West Sussex BN99 6DA. Calls to 0871 384 2050 are charged at 8 pence per minute (excluding VAT) plus network extras. Calls from outside the UK are chargeable at applicable international rates. If such Shareholders wish to re-elect in respect of any of the Share Alternatives, they can request a replacement Form of Election or receive instructions on how to re-elect through CREST from the Shareholder helpline. Shareholders will need to take into account the postal time necessary for a replacement Form of Election to reach Equiniti by the Election Deadline (expected to be 4.30 p.m. on 26 November 2013).

For a withdrawal of any election to be effective, a written notice of withdrawal signed by the person(s) who signed the relevant Form of Election or who gave the relevant TTE Instruction must:

- (i) specify the name(s) and address(es) of the person(s) who tendered the election to be withdrawn, the account number (which, for Shareholders who hold their Existing Ordinary Shares in certificated form, appears on the front page of the relevant Form of Election) and the exact number of their B/C Share Entitlement to be withdrawn; and

- (ii) in the case of an election originally made by a TTE Instruction, be accompanied by a valid ESA Message given by the person(s) who gave the relevant TTE Instruction,

and be received by Equiniti no later than 1.00 p.m. before the Election Deadline.

Telex, facsimile, electronic mail or other electronic means of transmission or any form of copy of written notice will not constitute a written instruction of withdrawal.

Withdrawals may not be rescinded, but re-elections may be made at any time prior to the end of the Election Period. Withdrawals must be received by Equiniti no later than one hour before the Election Deadline (that is, by 3.30 p.m. on 26 November 2013). Any re-elections that are received by Equiniti after the end of the Election Period will be deemed invalid for the purposes of the Share Alternatives. Any Shareholder who withdraws their election in accordance with this paragraph 5 before the end of the Election Period and does not validly re-elect in respect of their B/C Share Entitlement will be deemed to have elected for the Income Option to the extent the Shareholder has not otherwise made a valid election.

The Directors shall determine all questions as to the form and validity (including time and place of receipt) of any notice of withdrawal, in their absolute discretion, which determination shall be final and binding. The Directors also reserve the absolute right to waive any defect or irregularity in relation to, or in relation to the receipt of, any withdrawal by any Shareholder, and such determination will be binding on such Shareholder. None of the Company, any other member of the Group, Equiniti or any other person will be under any duty to give notification of any defect or irregularity in any notice of withdrawal or incur any liability for failure to give any such notification or for any reason with regard to withdrawals and re-elections.

6. Overseas Shareholders

Shareholders who are not resident in the United Kingdom or who are citizens, residents or nationals of other countries should consult their professional advisers to ascertain whether the Return of Cash pursuant to the B/C Share Scheme (including, as may be relevant in each case, the issue, holding, redemption or disposal of the B Shares, the C Shares and/or the Deferred Shares) will be subject to any restrictions or require compliance with any formalities imposed by the laws or regulations of, or any body or authority located in, the jurisdiction in which they are resident or to which they are subject. In particular, it is the responsibility of any Overseas Shareholder to satisfy himself as to full observance of the laws of each relevant jurisdiction in connection with the B/C Share Scheme, including the obtaining of any government, exchange control or other consents which may be required, or the compliance with other necessary formalities needing to be observed and the payment of any issue, transfer or other taxes or duties in such jurisdiction.

The distribution of this Circular in certain jurisdictions may be restricted by law. Persons into whose possession this Circular comes should inform themselves about and observe any such restrictions. Neither this Circular nor any other Circular issued or to be issued by or on behalf of the Company in connection with the B/C Share Scheme constitutes an invitation, offer or other action on the part of the Company in any jurisdiction in which such invitation, offer or other action is unlawful.

The Capital Option is not being made available to Shareholders who are resident in a Restricted Territory, and Shareholders with a registered address in any of the Restricted Territories may not elect for the Capital Option. Any purported election by a Shareholder with a registered address in a Restricted Territory for the Capital Option will be deemed by the Company to be an election for the Income Option in respect of the entirety of that Shareholder's B/C Share Entitlement and accordingly that Shareholder will receive the C Share Dividend.

Each Shareholder by whom, or on whose behalf, a Form of Election is executed or TTE Instruction is given, irrevocably represents, warrants, undertakes and agrees to and with the Company that such Shareholder has observed the laws of all relevant territories, obtained any requisite governmental or other consents, complied with all requisite formalities and paid any issue, transfer or other taxes due from such Shareholder in any territory in connection with any election for any of the Share Alternatives (or any transaction resulting therefrom) and such Shareholder has not taken or omitted to take any action which may result in the Company or any other person acting in breach of the legal or regulatory requirements of any territory in connection with the B/C Share Scheme or such Shareholder's election for any of the Share Alternatives (or any transaction resulting therefrom).

In the event that the Company is advised that it would or might be in breach of legal or regulatory requirements in any jurisdiction, or the Company would or might be required to make filings or take any other action in any jurisdiction as a result of an election made pursuant to a Form of Election or TTE Instruction by an Overseas Shareholder, such Overseas Shareholder shall be deemed to have elected for the Income Option (unless the Directors otherwise determine in their absolute discretion).

The above provisions of this paragraph 6 relating to Overseas Shareholders may be waived, varied or modified as regards specific Overseas Shareholders or on a general basis by the Company in its absolute discretion.

7. Securities Law considerations in the United States

None of the B Shares, C Shares, Deferred Shares nor the New Ordinary Shares have been or will be registered under the US Securities Act or the state securities laws of the United States and none of them may be offered or sold in the United States or to any U.S. persons unless pursuant to a transaction that has been registered under the US Securities Act and the relevant state securities laws or a transaction that is not subject to the registration requirements of the US Securities Act and the state securities laws, either due to an exemption therefrom or otherwise.

8. General Meeting

The General Meeting will be held at the offices of Norton Rose LLP, 3 More London Riverside, London SE1 2AQ at 11.00 a.m. on 19 November 2013. A notice convening the General Meeting is set out at the end of this Circular.

Shareholders will find enclosed with this Circular a Form of Proxy for use at the General Meeting.

Whether or not you intend to attend the General Meeting in person, you are asked to complete the Form of Proxy in accordance with the instructions printed thereon and return it to the Company's Registrars, Equiniti Limited, at Aspect House, Spencer Road, Lancing, West Sussex BN99 6DA, so as to arrive as soon as possible, but in any event by no later than 11.00 a.m. on 15 November 2013. The Form of Proxy is pre-paid and can be posted free of charge from inside the United Kingdom.

If you hold shares in CREST, you may appoint a proxy by completing and transmitting a CREST Proxy Instruction to Equiniti (under CREST participant ID number RA19), so that it is received no later than 11.00 a.m. on 15 November 2013.

Completion and return of a Form of Proxy, the giving of a CREST Proxy Instruction, or the completion of a proxy form online will not prevent you from attending the General Meeting and voting in person (in substitution for your proxy vote) if you wish to do so (and are so entitled).

9. Dealings and despatch of documents

The Return of Cash pursuant to the B/C Share Scheme will be made by reference to holdings of Existing Ordinary Shares on the Company's register of members as at the Record Time.

B Shares and/or C Shares which are transferred or otherwise disposed of shall remain subject to the relevant Shareholder's election (or deemed election) for any Share Alternatives made in respect of such B Shares and/or C Shares.

It is expected that dealings and settlement within the CREST system of the Existing Ordinary Shares will continue until the Election Deadline when, in the case of Existing Ordinary Shares held in certificated form, the register of members will be closed for transfers and no further transfers of Existing Ordinary Shares will be able to be made. The registration of uncertificated holdings in respect of Existing Ordinary Shares will be disabled in CREST at the Record Time.

With effect from Admission, share certificates in respect of Existing Ordinary Shares will cease to be valid. Share certificates in respect of New Ordinary Shares will only be issued following the Share Capital Consolidation. It is therefore important that, if you hold certificate(s) in respect of your Existing Ordinary

Shares, you retain them for the time being until New Ordinary Share certificates are despatched, which is expected to be by 11 December 2013. On receipt of share certificates in respect of New Ordinary Shares, certificates in respect of Existing Ordinary Shares should be destroyed.

No share certificates will be issued by the Company in respect of B Shares, C Shares or Deferred Shares. Share certificates in respect of New Ordinary Shares will be sent to Shareholders at their own risk.

Temporary documents of title will not be issued in respect of New Ordinary Shares and, pending despatch of definitive share certificates, transfers of New Ordinary Shares held in certificated form will be certified against the register of members held by Equiniti.

It is expected that Shareholders entitled to receive the C Share Dividend will be sent cheques or, if mandate instructions are held in respect of a sterling bank account, payments will be made by BACS to mandated accounts in respect of the C Share Dividend on the Payment Date. All payments in respect of the C Share Dividend will be made in sterling.

It is expected that Shareholders entitled to receive payments in respect of the proceeds from the redemption of B Shares issued pursuant to the Capital Option will be sent cheques or, if Shareholders hold their Existing Ordinary Shares in CREST, will have their CREST accounts credited, on the Payment Date.

All share certificates and cheques will be sent by post, at the risk of the Shareholder(s) entitled thereto, to the registered address of the relevant Shareholder (or, in the case of joint Shareholders, to the address of the joint Shareholder whose name stands first in the register of members in respect of such joint shareholding).

Your present dividend payment mandate, unless revoked or amended, will be deemed to be valid for dividends from the Company in respect of the New Ordinary Shares. In respect of any dividends payable pursuant to any Share Alternative, your present dividend mandate, where in respect of a sterling bank account, will (unless revoked or amended) be deemed to be valid for dividends payable by the Company. All payments in respect of any dividend payable pursuant to any Share Alternative will be made in sterling.

No application has been, or will be, made for the B Shares, C Shares or Deferred Shares to be admitted to listing on the standard segment of the Official List or admitted to trading on the London Stock Exchange's main market for listed securities, nor will they be listed or admitted to trading on any other recognised investment exchange.

10. Amendments to the Articles of Association

The Articles of Association are required to be amended in order to implement the B/C Share Scheme and require approval at the General Meeting by inserting the rights and restrictions attaching to the B Shares, C Shares and Deferred Shares, as set out in Parts VI, VII and VIII respectively of this Circular.

11. Share Plans

Under the Share Plans, the Company has granted options and awards over Ordinary Shares at varying exercise prices and expiry dates. Participants under the Share Plans (other than the PV Crystalox Solar SIP) are not the beneficial owners of Existing Ordinary Shares subject to awards and options under those plans and so will not participate in the B/C Share Scheme, other than in their capacity as Shareholders (if applicable). Each participant in the PV Crystalox Solar SIP will be entitled to instruct the trustee of the PV Crystalox Solar SIP to elect for either the Income Option or the Capital Option in respect of the Existing Ordinary Shares which the trustee holds in respect of such participant.

It is expected that the Share Capital Consolidation will achieve a largely neutral position for participants under the Share Plans as options or awards over Existing Ordinary Shares will take effect as options or awards over the same number of New Ordinary Shares, which are expected to have approximately the same market value following the Capital Reorganisation as Existing Ordinary Shares, subject to market fluctuations. On this basis, it is anticipated that no adjustment will be made to the number of Ordinary Shares over which participants have options or awards or any exercise price of such options or awards. Where subsisting options or awards are subject to performance conditions, the Company's remuneration committee will consider whether amendments to the original conditions are required (in line with the terms of the relevant

plans) in light of the proposed Return of Cash to Shareholders and the Share Capital Consolidation to ensure that the performance targets are not materially more or less challenging in its opinion. Any such amendment will be made at the discretion of the Company's remuneration committee and will be notified to relevant option/award holders.

As at 17 October 2013, being the latest practicable date prior to publication of this Circular, the total number of outstanding options and awards under the Share Plans to subscribe for Existing Ordinary Shares was 3,832,147. In aggregate, these outstanding options and awards represented approximately 0.92 per cent. of the issued Existing Ordinary Share capital of the Company. Following the B/C Share Scheme, and assuming no further shares and options/awards are issued between 17 October 2013 and the Share Capital Consolidation becoming effective the outstanding options will represent approximately 2.39 per cent. of the issued New Ordinary Share capital of the Group.

The Company has established an employee benefit trust for the purpose of satisfying share options and awards under the Share Plans. As at 17 October 2013, 10,660,848 Existing Ordinary Shares are held in the trust and, in respect of such shares the independent trustee of the trust will have the same rights as other holders of Existing Ordinary Shares under the Return of Cash. It is currently intended that the trustee will participate in the Return of Cash and will elect for the Capital Option in respect of all the Existing Ordinary Shares held within the trust.

12. Summary explanation of the Resolutions

In order to comply with applicable companies legislation, implementation of the B/C Share Scheme requires the approval of Shareholders at a general meeting of the Company. Accordingly there is set out at the end of this Circular a notice convening the General Meeting to be held at the offices of Norton Rose LLP, 3 More London Riverside, London SE1 2AQ at 11.00 a.m. on 19 November 2013.

Two resolutions will be proposed at the General Meeting, each proposed as special resolutions (the passing of which requires not less than 75 per cent. of the votes cast (whether in person or by proxy) to be in favour). The passing of Resolution 1 is required for the implementation of the B/C Share Scheme.

Resolution 1: To adopt new Articles of Association and to approve the B/C Share Scheme

This Resolution is conditional on Admission occurring by 8.00 a.m. on the Admission Date (or such later date or time as the Directors may determine). A summary of the paragraphs comprising Resolution 1 follows below:

- (A) this paragraph proposes the adoption of new Articles of Association incorporating: the rights and restrictions to be attached to the B Shares, C Shares and the Deferred Shares (as set out in Parts VI, VII and VIII respectively of this Circular);
- (B) this paragraph proposes to authorise the Directors to:
 - (i) capitalise a sum not exceeding £30.2 million, standing to the credit of the Company's share premium account, to pay up in full the B Shares;
 - (ii) capitalise a sum not exceeding 41.68 pence, standing to the credit of the Company's share premium account, to pay up in full the C Shares; and
 - (iii) allot and issue B Shares up to an aggregate nominal amount of approximately £30.2 million and C Shares up to an aggregate nominal amount of approximately 41.68 pence, on the basis of one B Share or one C Share for each Existing Ordinary Share held at the Record Time. The allotment authority proposed by this paragraph provides Directors with full flexibility to deal with the elections for the Capital Option and the Income Option. If approved, it is expected that the allotment authority will be used on or around 27 November 2013 for the issue of the B Shares and C Shares. The authority granted to the Directors will expire at the conclusion of the next annual general meeting of the Company or close of business on 30 June 2014 (whichever is earlier);
- (C) this paragraph sets out the procedure for the subdivision and consolidation of the Existing Ordinary Shares into New Ordinary Shares. All fractional entitlements which arise will be aggregated and sold, and as the net proceeds of sale from fractional entitlements will be less than £5.00, they will be retained by the Company; and

- (D) this paragraph proposes to authorise the Directors to transfer, in accordance with the revised Articles of Association, any Deferred Shares arising on the reclassification of the C Shares following payment of the C Share Dividend.

As at 17 October 2013, being the last practicable date prior to the publication of this Circular, no treasury shares were held by the Company.

Resolution 2: To authorise the Company to purchase its own shares

Resolution 2 is to authorise the Company to buy back up to 16,027,897 New Ordinary Shares (being the shares created by the Share Capital Consolidation). Resolution 2 is therefore conditional on Resolution 1 being passed, and would replace the resolution passed at the Annual General Meeting of the Company on 23 May 2013 which authorised the Company to buy back up to 41,672,533 Existing Ordinary Shares.

The authority would expire at the conclusion of the Annual General Meeting in 2014 or on 22 November 2014, if earlier. The Board intends to seek renewal of this power at future Annual General Meetings in accordance with current best practice. Resolution 2 specifies the maximum number of New Ordinary Shares which may be purchased which will represent 10 per cent. of the Company's issued ordinary share capital following the Share Consolidation and the maximum and minimum prices at which they may be bought, exclusive of expenses, reflecting the requirements of the Companies Act 2006 and the Listing Rules as they apply to premium-listed companies. Notwithstanding that the Company has moved to the standard segment of the Official List, the Company intends to comply with the limitations in the Listing Rules relating to price at which the purchase of its own shares may be effected as though it was a premium-listed company. The Board has no present intention of exercising this power and the granting of this authority should not be taken to imply that any New Ordinary Shares will be purchased. No purchase of Ordinary Shares will be made unless it is expected that the effect will be to increase earnings per share and the Board considers it to be in the best interests of all Shareholders. Under the Companies Act 2006, the Company is allowed to hold up to 10 per cent. of its own shares in treasury following a buy back, instead of having to cancel them. This gives the Company the ability to re-issue treasury shares quickly and cost-effectively and provides the Company with additional flexibility in the management of its capital base. Such shares may be resold for cash but all rights attaching to them, including voting rights and any right to receive dividends, are suspended whilst they are held in treasury. If the Board exercises the authority conferred by this Resolution 2, the Company will have the option of either holding in treasury or of cancelling its own shares purchased pursuant to this authority and will decide at the time of purchase which option to pursue.

The total number of options to subscribe for shares outstanding at 17 October 2013, being the last business date prior to the publication of this Circular, was 3,832,147. This represents 0.92 per cent. of the issued capital at that date. If the Company was to buy back the maximum number of New Ordinary Shares permitted in Resolution 2, then, following the Share Capital Consolidation and the buy-back, the total number of options to subscribe for New Ordinary Shares would represent 2.66 per cent. of the reduced share capital.

PART VI

RIGHTS AND RESTRICTIONS ATTACHED TO THE B SHARES

The following sets out the rights of the B Shares and the restrictions to which they are subject. These are included in the revised Articles of Association proposed to be adopted at the General Meeting.

The following paragraphs will be inserted as a new article 159 in the revised Articles of Association.

159. Rights and Restrictions Attached to B Shares

159.1 General

The redeemable shares of 7.25 pence each in the capital of the Company (the “**B Shares**”) shall have the rights, and be subject to the restrictions, attaching to shares set out in these Articles save that in the event of a conflict between any provision in this Article 159 and any other provision in these Articles, the provisions in this Article 159 shall prevail.

159.2 Form of Election

Together with the circular to ordinary shareholders dated 18 October 2013 (the “**Circular**”), holders of ordinary shares in the capital of the Company who held such shares in certificated form were sent a form of election (“**Form of Election**”) relating to the B Shares and the non-cumulative, irredeemable shares of 0.0000001 pence each in the capital of the Company (the “**C Shares**”) proposed to be issued by the Company, as more fully described in the Circular. By way of the Form of Election or, where ordinary shareholders held such shares in uncertificated form, by following the instructions and taking the actions set out in the Circular, ordinary shareholders could (subject always to the directors’ determination as described in the Circular as to the number of B Shares and C Shares to be allotted and issued) make an election, on and subject to the terms set out in the Circular, (an “**Election**”), *inter alia*, which would result in the issue to them of B Shares to be redeemed by the Company at the Redemption Time (as defined in Article 159.7(a) below) (the “**Capital Option**”).

159.3 Income

The B Shares shall confer no right to participate in the profits of the Company save for the right to redemption under Article 159.7 below.

159.4 Capital

- (a) Except as provided in Article 159.6 below, on a return of capital on winding-up (excluding any intra-group reorganisation on a solvent basis), the holders of the B Shares shall be entitled, in priority to any payment to the holders of every other class of share in the capital of the Company (except the C Shares) but *pari passu* with any payment to the holders of C Shares, to 7.25 pence per B Share held by them.
- (b) On a winding up, the holders of the B Shares shall not be entitled to any further right of participation in the profits or assets of the Company in excess of that specified in Article 159.4(a) above. In the event that there is a winding-up to which Article 159.4(a) applies and the amounts available for payment are insufficient to pay the amounts due on all the B Shares in full, the holders of the B Shares shall be entitled to their *pro rata* proportion of the amounts to which they would otherwise be entitled.
- (c) The aggregate entitlement of each holder of B Shares on a winding-up in respect of all the B Shares held by him shall be rounded up to the nearest whole penny.
- (d) The holders of the B Shares shall not be entitled to any further right of participation in the profits or assets of the Company in their capacity as holders of B Shares.

159.5 Attendance and voting at general meetings

- (a) The holders of the B Shares shall not be entitled, in their capacity as holders of such B Shares, to receive notice of any general meeting of the Company nor to attend, speak or vote at any

such general meeting unless the business of the meeting includes the consideration of a resolution for the winding-up of the Company (excluding any intra group reorganisation on a solvent basis), in which case the holders of the B Shares shall have the right to attend the general meeting and shall be entitled to speak and vote only on any such resolution.

- (b) If the holders of the B Shares are entitled to vote at a general meeting of the Company in their capacity as holders of such B Shares, then, subject to any other provisions of these Articles, each holder thereof shall be entitled to vote at such general meeting whether on a show of hands or on a poll as provided in the Companies Acts. For this purpose, where a proxy is given discretion as to how to vote on a show of hands, this shall be treated as an instruction by the relevant holder of B Shares to vote in the way in which the proxy elects to exercise that discretion.

159.6 Class rights

- (a) The Company may from time to time create, allot and issue further shares, whether ranking *pari passu* with or in priority or subsequent to the B Shares. The creation, allotment or issue of any such further shares (whether or not ranking in any respect in priority to the B Shares) shall be treated as being in accordance with the rights attaching to the B Shares and shall not involve a variation of such rights for any purpose or require the consent of the holders of the B Shares.
- (b) A reduction by the Company of the capital paid up or credited as paid up on the B Shares and the cancellation of such shares shall be treated as being in accordance with the rights attaching to the B Shares and shall not involve a variation of such rights for any purpose or require the consent of the holders of the B Shares.
- (c) Without prejudice to the generality of the foregoing, the Company is authorised to reduce (or purchase shares in) its capital of any class or classes and such redemption (or purchase) shall not involve a variation of any rights attaching to the B Shares for any purpose or require the consent of the holders of the B Shares.

159.7 Redemption of B Shares

Subject to the provisions of the Companies Acts and these Articles, the Company shall redeem, out of the profits available for distribution, the B Shares as follows:

- (a) The B Shares in respect of which a valid Election has been made, or is deemed to have been made, for the Capital Option in accordance with the terms described in the Circular and (where applicable) the Form of Election shall be redeemed at such time as the directors may in their absolute discretion determine on a date between 26 November 2013 and 11 December 2013 (inclusive) (or such other dates as the directors may in their absolute discretion determine) (the “**Redemption Time**”).
- (b) On redemption of a B Share at the Redemption Time, the Company shall be liable to pay to a holder of B Shares 7.25 pence (the “**Redemption Amount**”) for each B Share in respect of which a valid Election has been made, or is deemed to be made, by such holder for the Capital Option in accordance with the terms described in the Circular and (where applicable) the Form of Election. The Company’s liability to pay to such holder the Redemption Amount for each such B Share shall be discharged by the Company by a payment to such holder within 14 days of the Redemption Time of the Redemption Amount for each such B Share.
- (c) In the absence of bad faith or wilful default, neither the Company nor any of its directors, officers or employees shall have any liability to any person for any loss or damage arising as a result of the determination of the Redemption Time in accordance with Article 159.7(a) above.
- (d) All B Shares redeemed shall be cancelled and the Company shall not be entitled to re-issue them.

159.8 Transfer

Subject to such of the provisions of these Articles as may be applicable, no transfer of B Shares will be registered after 5.00 p.m. on the second Business Day prior to the Redemption Time unless determined to the contrary by the board.

159.9 Deletion of Article 159 when no B Shares in existence

Following the first issue of B Shares, Article 159 shall remain in force until there are no longer any B Shares in existence, notwithstanding any provision in these Articles to the contrary. Thereafter Article 159 shall be, and shall be deemed to be, of no effect (save to the extent that the provisions of Article 159 are referred to in other Articles) and shall be deleted and replaced with the wording "Article 159 has been deleted", and the separate register for the holders of B Shares shall no longer be required to be maintained by the Company; but the validity of anything done under Article 159 before that date shall not otherwise be affected and any actions taken under Article 159 before that date shall be conclusive and not be open to challenge on any grounds whatsoever.

PART VII

RIGHTS AND RESTRICTIONS ATTACHED TO THE C SHARES

The following sets out the rights of the C Shares and the restrictions to which they are subject. These are included in the revised Articles of Association proposed to be adopted at the General Meeting.

The following paragraphs will be inserted as a new Article 160 in the revised Articles of Association.

160. Rights and Restrictions Attached to C Shares

160.1 General

The C Shares (as defined in Article 159.2 above) shall have the rights, and be subject to the restrictions, attaching to shares set out in these Articles save that in the event of a conflict between any provision in this Article 160 and any other provision in these Articles, the provisions in this Article 160 shall prevail.

160.2 Form of Election

Together with the Circular, holders of ordinary shares in the capital of the Company who held such shares in certificated form were sent a Form of Election relating to the B Shares and C Shares proposed to be issued by the Company, as more fully described in the Circular. By way of the Form of Election or, where ordinary shareholders held such shares in uncertificated form, by following the instructions and taking the actions set out in the Circular, ordinary shareholders could make an Election (as defined in Article 159.2 above), on and subject to the terms set out in the Circular, *inter alia*, which would result in the issue to them of C Shares in respect of which the C Share Dividend (as defined in Article 160.3(a) below) would be paid.

160.3 Income

- (a) Subject to the provisions of the Companies Acts and these Articles, out of the profits of the Company available for distribution, a single dividend of 7.25 pence per C Share (the “**C Share Dividend**”) shall automatically become payable (without the need for such dividend to be declared by the Company, the board or any other person and notwithstanding any provision to the contrary in these Articles (including Articles 134 and 135)) at the Redemption Time to holders of C Shares:
 - (i) in respect of which a valid Election to receive the C Shares has been made, or is deemed to have been made, in accordance with the terms described in the Circular and (where applicable) the Form of Election; and
 - (ii) who are registered on the Company’s relevant register as holding such C Shares (that is, C Shares within (a) above) at the Redemption Time.
- (b) The Company’s liability to pay the C Share Dividend to such holder of C Shares shall be discharged by the Company by a payment to such holder within 14 days of the Redemption Time of an amount equal to the C Share Dividend.
- (c) Each C Share in respect of which the C Share Dividend becomes payable shall immediately thereupon (but without prejudice to the accrued right to receive such dividend) be reclassified as a deferred share of 0.0000001 pence in the capital of the Company having the rights and being subject to the restrictions described in Article 161 (a “**Deferred Share**”).
- (d) For the avoidance of doubt, the provisions of Article 142 (Unclaimed dividends) shall apply in respect of any and all C Share Dividends payable on or in respect of any C Shares which remain unclaimed.
- (e) In the absence of fraud or wilful default, neither the Company nor any of its directors, officers or employees shall have any liability to any person for any loss or damage arising as a result of the determination of the Redemption Time in accordance with Article 159.7(a) above.

160.4 Capital

- (a) Except as provided in Article 160.6 below, on a return of capital on winding-up (excluding any intra-group reorganisation on a solvent basis), the holders of each C Share shall be entitled, in priority to any payment to the holders of every other class of share in the capital of the Company (except the B Shares) but *pari passu* with any payment to the holders of B Shares, to the aggregate of the amount of the nominal capital paid up or credited as paid up on such C Share and an amount of 7.25 pence per C Share held by them.
- (b) On a winding-up, the holders of the C Shares shall not be entitled to any further right of participation in the profits or assets of the Company in excess of that specified in Article 160.4(a) above. In the event that there is a winding-up to which Article 160.4(a) applies and the amounts available for payment are insufficient to pay the amounts due on all the C Shares in full, the holders of the C Shares shall be entitled to their *pro rata* proportion of the amounts to which they would otherwise be entitled.
- (c) The aggregate entitlement of each holder of C Shares on a winding-up in respect of all the C Shares held by him shall be rounded up to the nearest whole penny.
- (d) The holders of the C Shares shall not be entitled to any further right of participation in the profits or assets of the Company in their capacity as holders of C Shares.

160.5 Attendance and voting at general meetings

- (a) The holders of the C Shares shall not be entitled, in their capacity as holders of such C Shares, to receive notice of any general meeting of the Company nor to attend, speak or vote at any such general meeting unless the business of the meeting includes the consideration of a resolution for the winding-up of the Company (excluding any intra-group reorganisation on a solvent basis), in which case the holders of the C Shares shall have the right to attend the general meeting and shall be entitled to speak and vote only on any such resolution.
- (b) If the holders of the C Shares are entitled to vote at a general meeting of the Company in their capacity as holders of such C Shares, then, subject to any other provisions of these Articles, each holder thereof shall be entitled to vote at such general meeting whether on a show of hands or on a poll as provided in the Companies Act. For this purpose, where a proxy is given discretion as to how to vote on a show of hands, this shall be treated as an instruction by the relevant holder of C Shares to vote in the way in which the proxy elects to exercise that discretion.

160.6 Class rights

- (a) The Company may from time to time create, allot and issue further shares, whether ranking *pari passu* with or in priority or subsequent to the C Shares. The creation, allotment or issue of any such further shares (whether or not ranking in any respect in priority to the C Shares) shall be treated as being in accordance with the rights attaching to the C Shares and shall not involve a variation of such rights for any purpose or require the consent of the holders of the C Shares.
- (b) A reduction by the Company of the capital paid up or credited as paid up on the C Shares and the cancellation of such shares shall be treated as being in accordance with the rights attaching to the C Shares and shall not involve a variation of such rights for any purpose or require the consent of the holders of the C Shares.
- (c) Without prejudice to the generality of the foregoing, the Company is authorised to reduce (or purchase shares in) its capital of any class or classes and such redemption (or purchase) shall not involve a variation of any rights attaching to the C Shares for any purpose or require the consent of the holders of the C Shares.

160.7 Transfer

Subject to such of the provisions of these Articles as may be applicable, no transfer of C Shares will be registered after 5.00 p.m. on the second Business Day prior to the Redemption Time (as defined in Article 159.7(a) above) unless determined to the contrary by the board.

160.8 Deletion of Article 160 when no C Shares in existence

Following the first issue of C Shares, Article 160 shall remain in force until there are no longer any C Shares in existence, notwithstanding any provision in these Articles to the contrary. Thereafter Article 160 shall be, and shall be deemed to be, of no effect (save to the extent that the provisions of Article 160 are referred to in other Articles) and shall be deleted and replaced with the wording "Article 160 has been deleted", and the separate register for the holders of C Shares shall no longer be required to be maintained by the Company; but the validity of anything done under Article 160 before that date, and accrued rights in respect of the payment of dividends arising before that date, shall not otherwise be affected and any actions taken under Article 160 before that date shall be conclusive and not be open to challenge on any grounds whatsoever.

PART VIII

RIGHTS AND RESTRICTIONS ATTACHED TO THE DEFERRED SHARES

The following sets out the rights of the Deferred Shares and the restrictions to which they are subject. These are included in the revised Articles of Association proposed to be adopted at the General Meeting.

The following paragraphs will be inserted as a new article 161 in the revised Articles of Association.

161. Rights and Restrictions Attached to Deferred Shares

161.1 General

The Deferred Shares (as defined in Article 160.3 above) shall have the rights, and be subject to the restrictions, attaching to shares set out in these Articles save that in the event of a conflict between any provision in this Article 161 and any other provision in these Articles, the provisions in this Article 161 shall prevail.

161.2 Income

The Deferred Shares shall confer no right to participate in the profits of the Company.

161.3 Capital

On a return of capital on a winding-up (excluding any intra-group reorganisation on a solvent basis), there shall be paid to the holders of the Deferred Shares the nominal capital paid up, or credited as paid up, on such Deferred Shares after:

- (a) firstly, paying to the holders of the B Shares and the holders of the C Shares *pari passu* as if the same were consolidated as one class, the amounts they are entitled to receive on a winding up in accordance with their terms; and
- (b) secondly, paying to the holders of the ordinary shares the nominal capital paid up or credited as paid up on the ordinary shares held by them respectively, together with the sum of £100,000,000,000 on each ordinary share.

The holders of the Deferred Shares shall not be entitled to any further right of participation in the assets of the Company.

161.4 Attendance and voting at general meetings

The holders of the Deferred Shares shall not be entitled, in their capacity as holders of such shares, to receive notice of any general meeting of the Company or to attend, speak or vote at any such meeting.

161.5 Class rights

- (a) The Company may from time to time create, allot and issue further shares, whether ranking *pari passu* with or in priority to the Deferred Shares, and on such creation, allotment or issue any such further shares (whether or not ranking in any respect in priority to the Deferred Shares) shall be treated as being in accordance with the rights attaching to the Deferred Shares and shall not involve a variation of such rights for any purpose or require the consent of the holders of the Deferred Shares.
- (b) The reduction by the Company of the capital paid up on the Deferred Shares shall be in accordance with the rights attaching to the Deferred Shares and shall not involve a variation of such rights for any purpose and the Company shall be authorised at any time to reduce its capital (in accordance with the Companies Acts) without obtaining the consent of the holders of the Deferred Shares.
- (c) Without prejudice to the foregoing, the Company is authorised to reduce (or purchase shares in) its capital of any class or classes and such reduction (or purchase) shall not involve a variation

of any rights attaching to the Deferred Shares for any purpose or require the consent of the holders of the Deferred Shares.

161.6 Form

The Deferred Shares shall not be listed or traded on any stock exchange nor shall any share certificates be issued in respect of such shares. The Deferred Shares shall not be transferable except in accordance with Article 161.7 below or with the written consent of the directors.

161.7 Transfer and purchase

The Company may at any time (and from time to time) (subject to the provisions of the Companies Act) without obtaining the sanction of the holder or holders of the Deferred Shares:

- (a) appoint any person to execute on behalf of any holder of Deferred Shares a transfer of all of the Deferred Shares or any part thereof (and/or an agreement to transfer the same) to the Company or to such person as the directors may determine (whether or not an officer of the Company), in any case for not more than the aggregate amount of one penny for all the Deferred Shares then being transferred; and
- (b) cancel all or any of the Deferred Shares purchased or acquired by the Company in accordance with the Companies Act.

161.8 Deletion of Article 161 when no Deferred Shares in existence

Article 161 shall remain in force until there are no longer any Deferred Shares in existence, notwithstanding any provision in these Articles to the contrary. Thereafter Article 161 shall be, and shall be deemed to be, of no effect (save to the extent that the provisions of Article 161 are referred to in other Articles) and shall be deleted and replaced with the wording "Article 161 has been deleted", and the separate register for the holders of Deferred Shares shall no longer be required to be maintained by the Company; but the validity of anything done under Article 161 before that date shall not otherwise be affected and any actions taken under Article 161 before that date shall be conclusive and not be open to challenge on any grounds whatsoever.

PART IX

TAXATION

United Kingdom taxation

The following comments do not constitute tax advice and are intended only as a guide to current United Kingdom law and HM Revenue & Customs' published practice (which are both subject to change at any time, possibly with retrospective effect). They relate only to certain limited aspects of the United Kingdom taxation treatment of Shareholders and are intended to apply only to Shareholders who are resident in the United Kingdom for United Kingdom tax purposes and who are and will be the absolute beneficial owners of their Existing Ordinary Shares, New Ordinary Shares, B Shares, C Shares and Deferred Shares and who hold, and will hold, them as investments (and not as securities to be realised in the course of a trade). They may not apply to certain Shareholders, such as dealers in securities, insurance companies and collective investment schemes, Shareholders who are exempt from taxation, Shareholders who acquire or acquired their Existing Ordinary Shares under the Share Plans and Shareholders who have (or are deemed to have) acquired their Existing Ordinary Shares by virtue of an office or employment. Such persons may be subject to special rules. The position may be different for future transactions and may alter between the date of this Circular and the implementation of the B/C Share Scheme.

Shareholders who are in any doubt as to their tax position or who are subject to tax in a jurisdiction other than the United Kingdom should consult an appropriate professional adviser.

1. Capital Reorganisation

For the purposes of the United Kingdom taxation of capital gains and corporation tax on chargeable gains ("CGT"):

- (A) the issue of the B Shares and the C Shares and the Share Capital Consolidation should be treated as a reorganisation of the Company's share capital which should not be treated as a taxable event for CGT purposes;
- (B) the receipt of B Shares, C Shares and New Ordinary Shares arising from the Capital Reorganisation should be a reorganisation of the share capital of the Company. Accordingly, the Shareholder's resultant holding of the B Shares, C Shares and New Ordinary Shares will together be treated as the same asset as the Shareholder's holding of the Existing Ordinary Shares and as having been acquired at the same time, and for the same consideration, as that of the holding of Existing Ordinary Shares;
- (C) upon a subsequent disposal of all or part of the Shareholder's B Shares, C Shares or New Ordinary Shares, a Shareholder's aggregate CGT base cost in such Shareholder's holding of Existing Ordinary Shares will be apportioned between the B Shares, C Shares and the New Ordinary Shares by reference to their respective values on the first day on which market values or prices are quoted for the New Ordinary Shares; and
- (D) the sale, on behalf of relevant Shareholders, of fractional entitlements to New Ordinary Shares resulting from the Share Capital Consolidation (where applicable) should not generally constitute a part disposal for CGT purposes. Instead the amount of any payment received by the Shareholder will be deducted from the base cost apportioned to the New Ordinary Shares (see (C) above). If the amount of any payment received exceeds the Shareholder's base cost in the shares, that will give rise to a part disposal of those shares for CGT purposes but that Shareholder may elect (in effect) for the excess to be treated as a capital gain and to give up any basis he has in his New Ordinary Shares.

The issue of the B Shares and the C Shares, the Share Capital Consolidation and the reclassification of the C Shares into Deferred Shares (where applicable) should not give rise to any liability to United Kingdom income tax (or corporation tax on income) in a Shareholder's hands.

2. Alternative 1 – Income Option

The tax treatment of the C Share Dividend will be the same as that of any other dividend paid by the Company. Accordingly, that tax treatment will follow the current tax treatment of dividends, which is as summarised below.

General

There is no United Kingdom withholding tax on dividends paid by the Company.

Individual Shareholders within the charge to United Kingdom income tax

When the Company pays a dividend to a Shareholder who is an individual resident (for tax purposes) in the United Kingdom, the Shareholder will be entitled to a tax credit equal to one-ninth of the dividend received. The dividend received plus the related tax credit (the “gross dividend”) will be part of the Shareholder’s total income for United Kingdom income tax purposes and will, generally, be regarded as the top slice of that income. However, in calculating the Shareholder’s liability to income tax in respect of the gross dividend, the tax credit (which equates to 10 per cent. of the gross dividend) is set off against the tax chargeable on the gross dividend.

Basic Rate Taxpayers

In the case of a Shareholder who is liable to income tax at the basic rate only, the Shareholder will be subject to tax on the gross dividend at the rate of 10 per cent. The tax credit will, in consequence, satisfy in full the Shareholder’s liability to income tax on the gross dividend.

Higher Rate Taxpayers

To the extent that, after taking into account the Shareholder’s other taxable income, the gross dividend falls above the threshold for the higher rate of income tax but below the threshold for the additional rate of income tax, the Shareholder will be subject to tax on the gross dividend at the rate of 32.5 per cent. This means that the tax credit will satisfy only part of the Shareholder’s liability to income tax on the gross dividend, so that to that extent the Shareholder will have to account for income tax equal to 22.5 per cent. of the gross dividend (which equates to 25 per cent. of the dividend received). For example, assuming the entire gross dividend falls above the higher rate threshold and below the additional rate threshold, a dividend of £90 from the Company would represent a gross dividend of £100 (after the addition of the tax credit of £10) and the Shareholder would be required to account for income tax of £22.50 on the dividend, being £32.50 (i.e. 32.5 per cent. of £100) less £10 (the amount of the tax credit).

Additional Rate Taxpayers

To the extent that, after taking into account the Shareholder’s other taxable income, the gross dividend falls above the threshold for the additional rate of income tax, the Shareholder will be subject to tax on the gross dividend at the rate of 37.5 per cent. This means that the tax credit will satisfy only part of the Shareholder’s liability to income tax on the gross dividend, so that to that extent the Shareholder will have to account for income tax equal to 27.5 per cent. of the gross dividend (which equates to approximately 30.5 per cent. of the dividend received). For example, assuming the entire gross dividend falls above the additional rate threshold, a dividend of £90 from the Company would represent a gross dividend of £100 (after the addition of the tax credit of £10) and the Shareholder would be required to account for income tax of £27.50 on the dividend, being £37.50 (i.e. 37.5 per cent. of £100) less £10 (the amount of the tax credit).

Corporate Shareholders within the charge to United Kingdom corporation tax

Shareholders within the charge to United Kingdom corporation tax which are “small companies” (for the purposes of United Kingdom taxation of dividends) should not generally expect to be subject to tax on dividends from the Company.

Other Shareholders within the charge to United Kingdom corporation tax should not be subject to tax on dividends from the Company so long as the dividends fall within an exempt class and certain conditions are met. In general, dividends paid to a United Kingdom corporate Shareholder holding less than 10 per cent. of the issued share capital of the Company (or any class of that share capital in respect of which the dividend is paid) is an example of a dividend that falls within an exempt class. Shareholders will need to ensure that they satisfy the requirements of any exempt class before treating any dividend as exempt, and seek appropriate professional advice where necessary.

No payment of tax credit

A Shareholder (whether an individual or a company) who is not liable to tax on dividends from the Company will not be entitled to claim payment of the tax credit in respect of those dividends.

Non-residents

The right of a Shareholder who is not resident (for tax purposes) in the United Kingdom to a tax credit in respect of the C Share Dividend and to claim payment from HM Revenue & Customs of any part of that tax credit will depend on the existence and terms of any double tax treaty between the United Kingdom and the country in which the Shareholder is resident for tax purposes. A Shareholder resident outside the United Kingdom (for tax purposes) may also be subject to foreign taxation on dividend income under local law. Shareholders who are not resident in the United Kingdom (for tax purposes) should consult their own tax adviser concerning their tax liabilities on dividends received from the Company.

Taxation of chargeable gains

For CGT purposes, the C Share Dividend (and the consequent reclassification of the C Shares into Deferred Shares) should not be treated as giving rise to a disposal or part disposal of the C Shares.

Shareholders who receive the C Share Dividend should note that, consequent to the Capital Reorganisation, a proportion of the base cost, for CGT purposes, of their Existing Ordinary Shares will be attributed to the C Shares; and this amount will continue to be attributed to those C Shares following their reclassification into Deferred Shares (notwithstanding that the Deferred Shares have limited rights or value). Correspondingly, only a proportion of the base cost for CGT purposes of the original holding of Existing Ordinary Shares will be available on a disposal of New Ordinary Shares.

A disposal of the Deferred Shares will be treated in the same way as outlined in paragraph 3 of this Part IX and may result in a Shareholder realising a capital loss.

3. Alternative 2—Capital Option

The redemption of the B Shares should be treated as a disposal of those shares for United Kingdom tax purposes. This may, subject to the Shareholder's individual circumstances and any available exemption or relief, give rise to a chargeable gain (or allowable loss) for the purposes of CGT.

Any gain or loss will be calculated by reference to the difference between the purchase or redemption price and the element of the Shareholder's original base cost in their Existing Ordinary Shares that is attributed to the relevant B Shares or, in the case of a disposal of the C Shares, the C Shares. The amount of the base cost which will be attributed to the B Shares and the C Shares will be determined as outlined in paragraph 1(C) of this Part IX.

The amount of CGT, if any, payable by a Shareholder as a consequence of the redemption of the B Shares and/or the sale of the C Shares who is an individual will depend on his or her own personal tax position. No tax should be payable on any gain realised on a redemption of the B Shares and/or the sale of the C Shares if the amount of the net chargeable gains realised by a Shareholder, when aggregated with other net gains realised by that Shareholder in the year of assessment (and after taking account of allowable losses), does not exceed the annual exemption (£10,900 for 2013/2014). Broadly, any gains in excess of this amount will be taxed at a rate of 18 per cent. for a taxpayer paying tax at the basic rate and 28 per cent. for a taxpayer paying tax at a rate above the basic rate of income tax. Where the gains of a basic rate taxpayer subject to CGT exceed the unused part of his basic rate band, that excess is subject to tax at the 28 per cent. rate.

A corporate Shareholder is normally taxable on all of its chargeable gains, subject to any reliefs and exemptions. Corporate shareholders should be entitled to indexation allowance up to the date the chargeable gain is realised.

4. Dividends payable on the New Ordinary Shares

Dividends payable on the New Ordinary Shares should be subject to United Kingdom income tax or United Kingdom corporation tax on income under the rules applicable to dividends. The current tax treatment of dividends is as outlined in paragraph 2 of this Part IX.

5. Stamp duty and stamp duty reserve tax (“SDRT”)

No stamp duty or SDRT should be payable on the issue of the B Shares, C Shares or the New Ordinary Shares (unless the Shareholder receiving B Shares, C Shares or the New Ordinary Shares is a depository or clearance service, where special rules apply).

No stamp duty or SDRT will be payable on, or as a result of, the redemption of the B Shares. No stamp duty or SDRT will be payable by Shareholders on the Share Capital Consolidation.

No stamp duty or SDRT will be payable by Shareholders on, or as a result of, the reclassification of the C Shares into Deferred Shares.

An agreement to sell B Shares, C Shares or New Ordinary Shares will normally give rise to a liability on the purchaser to SDRT, at the rate of 0.5 per cent. of the actual consideration paid. If an instrument of transfer of the B Shares, C Shares or the New Ordinary Shares is subsequently produced it will generally be subject to stamp duty at the rate of 0.5 per cent. of the actual consideration paid (rounded up to the nearest £5). When such stamp duty is paid, the SDRT charge will be cancelled and any SDRT already paid will be refunded. Stamp duty and SDRT are generally the liability of the purchaser.

For the avoidance of doubt, an acquisition of the Deferred Shares by the Company will not give rise to any liability to stamp duty or SDRT for the selling Shareholder. Any such liability in connection with the sale of C Shares will fall on the Company, not the selling Shareholder. Any such liability in connection with any acquisition of the Deferred Shares by the Company would fall on the Company, not the selling Shareholder.

6. Transactions in Securities

Under section 684 Income Tax Act 2007 (for individuals), HM Revenue & Customs can, in certain circumstances, counteract tax advantages arising in relation to a transaction or transactions in securities. Were section 684 to be successfully invoked against any Shareholder, that Shareholder would be likely to be taxed as though the consideration for the sale of their B Shares was dividend income rather than a capital receipt.

Section 684 Income Tax Act 2007 only applies in relation to distributions by companies which are “close companies” (as defined in Chapter 2 of Part 10 of the Corporation Tax Act 2010). Given the Company’s shareholder base, the Company should not be treated as a “close company” for these purposes.

A similar adjusting provision applies for companies under the provisions of Part 15 of the Corporation Tax Act 2010. Were section 737 Corporation Tax Act 2010 to apply, those Shareholders who elected to receive a capital return might be liable to taxation as if they had received an income amount. No application for clearance has been made under section 748 of the Corporation Tax Act 2010 in respect of the Return of Cash. Any Shareholder who is in doubt as to their tax position in the light of their own particular circumstances should take appropriate professional advice.

PART X

ADDITIONAL INFORMATION

1. Summary of the rights and restrictions attaching to the New Ordinary Shares

The rights and restrictions attaching to the New Ordinary Shares will be the same as the rights and restrictions set out in the Articles of Association in respect of the Existing Ordinary Shares, amended as proposed at the General Meeting. These may be summarised as regards income, return of capital and voting, as follows:

Income

Subject to the payment of the C Share Dividend on the C Shares, the holders of the New Ordinary Shares shall be entitled to be paid any further profits of the Company available for distribution and determined to be distributed. Any dividend payable on the New Ordinary Shares which has remained unclaimed for 12 years from the date when it was declared or became due for payment shall be forfeited and shall revert to the Company unless the Board decides otherwise.

Capital

On a return of capital on a winding-up (excluding any intra-group reorganisation on a solvent basis), after paying such sums as may be due in priority to the holders of any other class of shares in the capital of the Company (including the B Shares and the C Shares), any further such amount shall be paid to the holders of the New Ordinary Shares rateably according to the amounts paid up or credited as paid up in respect of each New Ordinary Share and £100,000,000,000 per New Ordinary Share. Any further such amount remaining after payments to the holders of New Ordinary Shares shall be paid to the holders of the Deferred Shares up to the nominal value paid up or credited as paid up on such shares in accordance with the Articles of Association as adopted pursuant to Resolution 1.

Voting

The holders of the New Ordinary Shares shall be entitled, in respect of their holding of such shares and subject to relevant provisions of the revised Articles of Association, to receive notice of any general meeting of the Company and to attend and vote at any such general meeting. At any such meeting, on a show of hands, every holder of New Ordinary Shares present in person shall have one vote and every such holder present in person or by proxy shall upon a poll have one vote for every New Ordinary Share of which he is the holder.

2. Form

The New Ordinary Shares and the B Shares, C Shares and Deferred Shares are not renounceable and (with the exception of the Deferred Shares, which are not generally transferable and, in respect of the C Shares, subject to the applicable restrictions set out in the revised Articles of Association) will be transferable by an instrument of transfer in usual or common form. The New Ordinary Shares and the B Shares, C Shares and Deferred Shares will be in registered form. The Company will apply for the New Ordinary Shares to be admitted to CREST with effect from Admission. Accordingly, settlement of transactions in the New Ordinary Shares may take place within the CREST system in respect of general market transactions.

3. CREST

Shareholders who hold their Existing Ordinary Shares in CREST will, following the Share Capital Consolidation, have their CREST accounts credited with New Ordinary Shares under ISIN GB00BFTDG626 on the Admission Date.

4. Electing in CREST

Shareholders holding their Existing Ordinary Shares in CREST will not be sent a Form of Election with this Circular. Their election will be by means of a TTE Instruction.

Such Shareholders should take (or procure to be taken) the action set out below to transfer by means of a TTE Instruction the number of Existing Ordinary Shares held at the Record Time (expected to be 6.00 p.m.

on 26 November 2013) in respect of which they are making an election to an escrow balance, specifying Equiniti in its capacity as a CREST receiving agent (under participant ID 6RA29) as the escrow agent, as soon as possible and in any event so that the transfer to escrow settles not later than 4.30 p.m. on 26 November 2013. If Shareholders sell or transfer any Existing Ordinary Shares registered in their name(s) before the Record Time or purchase additional Existing Ordinary Shares, they should take care to ensure that their election is in respect of the number of Existing Ordinary Shares that will be registered in their name(s) at the Record Time.

If Shareholders are CREST personal members, they should refer to their CREST sponsor before taking any action. CREST sponsors will be able to confirm details of Shareholders' participant ID and the member account ID under which their Existing Ordinary Shares are held. In addition, only CREST sponsors will be able to give the TTE Instruction to Euroclear by which Shareholders are making their election.

To make an election, Shareholders should give (or, if they are a CREST personal member, procure that their CREST sponsor gives) a TTE Instruction, which must be properly authenticated in accordance with Euroclear's specifications and which must contain, in addition to the other information that is required for the TTE Instruction to settle in CREST, the following details:

- the number(s) of Existing Ordinary Shares to be transferred to the escrow account;
- the member account ID;
- the participant ID;
- the corporate action ISIN, which is GB00B1WSL509;
- the corporate action number of the B/C Share Scheme. This is allocated by Euroclear and can be found by viewing the relevant corporate action details in CREST;
- the intended settlement date for the transfer to escrow, which should be as soon as possible and in any event not later than 4.30 p.m. on 26 November 2013;
- the standard delivery instruction priority of 80; and
- the name and contact number inserted in the shared note field.

In order for an uncertificated election to be valid, the TTE Instruction must comply with the requirements as to authentication and contents set out above and must settle by 4.30 p.m. on 26 November 2013.

Electing for the Income Option

Shareholders who hold their Existing Ordinary Shares in CREST and who wish to elect for the Income Option in respect of all their B/C Share Entitlement need take no action. Shareholders who do not give a TTE Instruction will automatically receive the C Share Dividend in respect of all their B/C Share Entitlement.

Electing for the Capital Option

Shareholders who hold their Existing Ordinary Shares in CREST and who wish to elect for the Capital Option in respect of some or all of their B/C Share Entitlement, should give (or, if they are a CREST personal member, procure that their CREST sponsor gives) a TTE Instruction with the following information, in addition to the information listed above:

- the participant ID of Equiniti, which is 5RA95; and
- the member account ID of Equiniti, which for these purposes is PVCSOL02.

In relation to Shareholders who elect for the Capital Option in respect of some only of their B/C Share Entitlement, the balance remaining will be deemed as an election for the Income Option.

Overseas Shareholders and Shareholders resident or with a registered address in a Restricted Territory

Overseas Shareholders should note that, by making a valid election for the Capital Option, such Shareholders will be deemed to represent, warrant, undertake and/or agree (as applicable) to the terms set out in paragraph 6 of Part V of this Circular. Furthermore, Shareholders resident, or with a registered address, in

a Restricted Territory will only be eligible to receive the C Share Dividend under the Income Option, and as a result do not need to take any action.

Validity of Elections

Shareholders who do not make a valid election will be deemed to have elected for the Income Option in respect of ALL of their B/C Share Entitlement.

The default position where a Shareholder makes an election which in total is less than their holding of Existing Ordinary Shares at the Record Time

If Shareholders send a TTE Instruction which details, or TTE Instructions which together detail, a number of Existing Ordinary Shares to be transferred to the escrow account which in total is less than their holding of Existing Ordinary Shares at the Record Time, they will be deemed to have elected for the Income Option in respect of the balance of their holding.

Dematerialisation of Existing Ordinary Shares following election

If the Existing Ordinary Shares to which any election made on the enclosed Form of Election relates are currently held in certificated form and are dematerialised into uncertificated form after the relevant Form of Election has been submitted but before the Election Deadline, such election will become invalid. Shareholders who subsequently hold such Existing Ordinary Shares in uncertificated form in CREST will need to give a valid TTE Instruction in place of the submitted Form of Election by the Election Deadline.

5. Methods of Election—General

The Directors shall determine all questions as to the form and validity (including time and place of receipt) of any TTE Instruction or Form of Election in their absolute discretion which determination shall be final and binding. The Directors also reserve the absolute right to waive any defect or irregularity in relation to, or in relation to the receipt of, any TTE Instruction or Form of Election completed by or on behalf of any Shareholder, and such determination will be binding on such Shareholder. The Directors shall not be liable to Shareholders for any loss arising from the determination of questions as to the form and validity (including time and place of receipt) of any TTE Instruction or Form of Election, unless attributable to their own wilful default, fraud or negligence and the Directors shall not be under any duty to give notification of any defect or irregularity in any TTE Instruction or Form of Election or incur any liability for failure to give any such notice.

After the end of the Election Period, any election made is irrevocable. If the Election Period is extended, withdrawal rights will also be extended (withdrawal rights are described more fully in paragraph 5 of Part V of this Circular). No authority conferred by or agreed to by giving of a TTE Instruction will be affected by, and all such authority will survive, the death or incapacity of the relevant Shareholder giving such instruction. All obligations of such Shareholder will be binding upon the heirs, personal representatives, successors and assigns of such Shareholder.

B Shares and/or C Shares which are transferred or otherwise disposed of shall remain subject to the relevant Shareholder's election (or deemed election) for any Share Alternatives made in respect of such B Shares and/or C Shares.

6. Documents available for inspection

Copies of the following documents may be inspected at the offices of Norton Rose LLP, 3 More London Riverside, London SE1 2AQ, during usual business hours on any weekday (public holidays excepted), up to and including the date of the General Meeting and will also be available for inspection at the General Meeting for at least 15 minutes before the General Meeting and until the General Meeting ends:

- the existing Articles of Association of the Company;
- the new Articles of Association of the Company proposed to be adopted at the General Meeting, showing the amendments proposed to the Company's existing Articles of Association; and
- a copy of this Circular.

18 October 2013

PART XI

DEFINITIONS

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

Admission	admission of the New Ordinary Shares to (i) the standard segment of the Official List and (ii) trading on the London Stock Exchange's main market for listed securities becoming effective, in accordance with, respectively, the Listing Rules and the Admission and Disclosure Standards;
Admission and Disclosure Standards	the requirements contained in the publication "Admission and Disclosure Standards" dated June 2011 containing, among other things, the admission requirements to be observed by companies seeking admission to trading on the London Stock Exchange's main market for listed securities;
Admission Date	27 November 2013 (or such other date as the Directors may determine);
Articles of Association	the articles of association of the Company;
B/C Share Entitlement	the entitlement of Shareholders to receive one B Share or one C Share for each Existing Ordinary Share held at the Record Time and, where the context requires, the aggregate entitlement of a Shareholder to receive B and/or C Shares;
B/C Share Scheme or Return of Cash	the proposed transactions comprising the Capital Reorganisation and the return of 7.25 pence per Existing Ordinary Share by way of the Share Alternatives (including the proposed transactions comprising the issuance of the B Shares and/or the C Shares);
B Shares	the redeemable shares of 7.25 pence each in the capital of the Company carrying the rights and restrictions set out in Part VI of this Circular;
BACS	the Bankers Automated Clearing System;
Board or Directors	the board of directors of the Company;
Business Day	a day other than a Saturday or Sunday or public holiday in England and Wales on which banks are open in London for general commercial business;
C Share Dividend	the proposed dividend of 7.25 pence per C Share;
C Shares	the non-cumulative irredeemable shares of 0.0000001 pence each in the capital of the Company carrying the rights and restrictions set out in Part VII of this Circular;
Capital Option	the allotment of B Shares to be redeemed by the Company on the Effective Date, or such later date as the Directors may determine;
Capital Reorganisation	the proposed reorganisation of the Company's share capital comprising the issue of the B Shares and/or the C Shares and the Share Capital Consolidation;
Circular	this Circular;

Companies Act	the Companies Act 2006, as amended;
Company	PV Crystalox Solar plc, a company incorporated under the laws of England and Wales (registered number 06019466) having its registered office at Brook House, 174 Milton Park, Abingdon, Oxon OX14 4SE;
CREST	the relevant system (as defined in the CREST Regulations) in respect of which Euroclear is the Operator (as defined in the CREST Regulations);
CREST Manual	the CREST manual issued by Euroclear;
CREST member	a person who has been admitted by Euroclear as a system-member (as defined in the CREST Regulations);
CREST participant	a person who is, in relation to CREST, a system participant (as defined in the CREST Regulations);
CREST Proxy Instruction	the instruction whereby CREST members send a CREST message appointing a proxy for the General Meeting and instructing the proxy how to vote and containing the information set out in the CREST Manual;
CREST Regulations	the Uncertificated Securities Regulations 2001 (SI 2001/3755);
CREST sponsor	a CREST participant admitted to CREST as a CREST sponsor being a sponsoring system participant (as defined in the CREST Regulations);
CREST sponsored member	a CREST member admitted to CREST as a sponsored member;
Deferred Shares	the deferred shares of 0.0000001 pence each in the capital of the Company carrying the rights and restrictions summarised in Part VIII of this Circular;
Disclosure and Transparency Rules or DTRs	the Disclosure and Transparency Rules of the FCA;
EBITDA	earnings before interest, taxes, depreciation and amortisation;
Effective Date	such date as the Directors in their absolute discretion may determine between 27 November 2013 and 11 December 2013 (inclusive) (or such other date as the Directors in their absolute discretion may determine), being the date on which the C Share Dividend will become payable and the B Shares issued under the Capital Option will be redeemed;
Election Deadline	4.30 p.m. on 26 November 2013 (or such other time and/or date as the Directors may in their absolute discretion determine);
Election Period	the period from the date of this Circular until the Election Deadline, during which time Shareholders (other than Overseas Shareholders resident, or with a registered address, in a Restricted Territory) may make elections for one or more of the Share Alternatives;
Equiniti	Equiniti Limited of Aspect House, Spencer Road, Lancing, West Sussex BN99 6DA;

ESA Message	a message through CREST to Equiniti in its capacity as escrow agent requesting a withdrawal of Existing Ordinary Shares from the escrow balance;
Euroclear	Euroclear UK & Ireland Limited;
Existing Ordinary Shares	the ordinary shares of 2 pence each in the capital of the Company;
Form of Election	the form enclosed with this Circular by which Shareholders (other than Overseas Shareholders resident, or with a registered address, in a Restricted Territory) holding Ordinary Shares in certificated form may elect for the Share Alternatives;
Form of Proxy	the form of proxy enclosed with this Circular for use by Shareholders in connection with the General Meeting;
FCA	the UK Financial Conduct Authority;
FSMA	the Financial Services and Markets Act 2000, as amended;
General Meeting	the general meeting of the Company, to be held at the offices of Norton Rose LLP, 3 More London Riverside, London SE1 2AQ at 11.00 a.m. on 19 November 2013, or any adjournment thereof, notice of which is set out at the end of this Circular;
Group	the Company and its subsidiaries and subsidiary undertakings from time to time;
Income Option	the allotment of C Shares in respect of which the C Share Dividend will become payable on the Effective Date;
Listing Rules	the Listing Rules of the UK Listing Authority;
London Stock Exchange	London Stock Exchange plc;
member account ID	the identification code or number attached to any member account in CREST;
New Ordinary Shares	the ordinary shares of 5.2 pence each in the Company, arising as a result of the Share Capital Consolidation;
Notice of General Meeting	the notice of the General Meeting which appears at the end of this Circular;
Official List	the Official List of the FCA;
Ordinary Shares	as the context permits, Existing Ordinary Shares or New Ordinary Shares;
Overseas Shareholders	Shareholders who are not resident in the United Kingdom or who are citizens, residents or nationals of a country other than the United Kingdom or who have a registered address which is not in the United Kingdom. For the avoidance of doubt, Shareholders who are not resident in the United Kingdom include Shareholders who are resident in the Channel Islands or the Isle of Man;
participant ID	the identification code or membership number used in CREST to identify a particular CREST member or other CREST participant;
Payment Date	such date as the Directors in their absolute discretion may determine between 4 December 2013 and 11 December 2013 (inclusive) (or

	such other date as the Directors in their absolute discretion may determine but being, in any event, a date within 14 days of the Effective Date) being the date on which cash is expected to be sent to Shareholders under the Income Option and the Capital Option;
Proposals	the Return of Cash and the Share Capital Consolidation;
Prospectus Rules or PR	the Prospectus Rules published by the FCA under section 73A of FSMA;
PV Crystalox Solar EDDSP	the PV Crystalox Solar plc Executive Directors' Deferred Share Plan;
PV Crystalox Solar PSP	the PV Crystalox Solar plc Performance Share Plan;
PV Crystalox Solar LTIP	the PV Crystalox Solar plc Long Term Incentive Plan;
PV Crystalox Solar SIP	The PV Crystalox Solar plc Share Incentive Plan;
Record Time	6.00 p.m. on 26 November 2013 (or such other time and date as the Directors may determine);
Regulatory Information Service	any of the services set out in schedule 12 to the Listing Rules;
Resolutions	the resolutions to be proposed at the General Meeting to approve the Return of Cash, and the Share Capital Consolidation as set out in the Notice of General Meeting, with Resolution 1 being the first resolution set out in the Notice of General Meeting and Resolution 2 being the second resolution set out in the Notice of General Meeting;
Restricted Territories	the United States, Canada, Australia, Japan, the Republic of South Africa and New Zealand and Restricted Territory means any of them;
Return of Cash	the proposed return of 7.25p per Existing Ordinary Share by way of the Share Alternatives;
Share Alternatives	the Income Option and the Capital Option, or any of them as the context may require;
Share Capital Consolidation	the proposed subdivision and consolidation of share capital, as more fully described in paragraph 3 of Part V of this Circular;
Shareholders	holders of Ordinary Shares and, where the context so requires, holders of B Shares and/or C Shares and/or Deferred Shares;
Share Plans	the Company's existing employee share plans, being the PV Crystalox Solar PSP, the PV Crystalox Solar LTIP and the PV Crystalox Solar SIP;
Standard Listed Companies	companies whose shares are admitted to trading on the standard segment of the Official List;
Sterling or £	the lawful currency of the United Kingdom;
TTE Instruction	a transfer to escrow instruction (as defined by the CREST Manual);
UK or United Kingdom	the United Kingdom of Great Britain and Northern Ireland;
UK Listing Authority	the FCA in its capacity as competent authority under the Financial Services and Markets Act 2000;

uncertificated or uncertificated form	Ordinary Shares which are recorded on the register of members of the Company as being held in uncertificated form in CREST and title to which, by virtue of the CREST Regulations, may be transferred by means of CREST;
United States or US	the United States of America, its territories, possessions, any state of the United States of America or the District of Columbia; and
US Securities Act	the United States Securities Act of 1933 (as amended) and the rules and regulations promulgated thereunder.

NOTICE OF GENERAL MEETING

NOTICE IS HEREBY GIVEN that a General Meeting of PV Crystalox Solar plc (the “**Company**”) will be held at the offices of Norton Rose LLP, 3 More London Riverside, London SE1 2AQ at 11.00 a.m. on 19 November 2013 for the purposes of considering and, if thought fit, passing the following resolutions. The resolutions will be proposed as special resolutions.

SPECIAL RESOLUTION 1

THAT, conditional upon the New Ordinary Shares (as defined below) being admitted to the standard segment of the Official List of the UK Listing Authority and to trading on the London Stock Exchange plc’s main market for listed securities by 8.00 a.m. on 27 November 2013 (or such later time and/or date as the directors may in their absolute discretion determine) (“**Admission**”):

- (A) the draft articles of association produced to the meeting, marked “A” and signed by the Chairman of the meeting for identification purposes, (the “**New Articles of Association**”) be and are hereby approved and adopted as the articles of association of the Company with effect from Admission in substitution for, and to the exclusion of, all existing articles of association of the Company;
- (B) the Directors of the Company be and are hereby generally and unconditionally authorised:
- (i) to capitalise a sum not exceeding £30,212,587 standing to the credit of the Company’s share premium account and to apply such sum in paying up in full up to the maximum number of redeemable shares of 7.25 pence each in the capital of the Company carrying the rights and restrictions set out in article 159 of the New Articles of Association (the “**B Shares**”) that may be allotted pursuant to the authority given by sub-paragraph (B)(iii)(a) below;
 - (ii) to capitalise a sum not exceeding 41.68 pence standing to the credit of the Company’s share premium account and to apply such sum in paying up in full up to the maximum number of non-cumulative irredeemable shares of 0.0000001 pence each in the capital of the Company carrying the rights and restrictions set out in article 160 of the New Articles of Association (the “**C Shares**”) that may be allotted pursuant to the authority given by subparagraph (B)(iii)(b) below; and
 - (iii) pursuant to section 551 of the Companies Act 2006 (the “**Act**”) to exercise all powers of the Company to allot and issue credited as fully paid up (provided that the authority hereby confirmed shall expire at the conclusion of the next annual general meeting of the Company or close of business on 30 June 2014, whichever is earlier):
 - (a) B Shares up to an aggregate nominal amount of £30,212,587; and
 - (b) C Shares up to an aggregate nominal amount of 41.68 pence,to the holders of the ordinary shares of 2 pence in the capital of the Company (the “**Existing Ordinary Shares**”) on the basis of one B Share or one C Share for each Existing Ordinary Share held and recorded on the register of members of the Company at 6.00 p.m. on 26 November 2013 (or such other time and/or date as the directors may determine), in accordance with (I) the terms of the circular sent by the Company to its shareholders on 18 October 2013 (the “**Circular**”), (II) the Directors’ determination (as described in the Circular) as to the number of B Shares and C Shares to be allotted and issued, and (III) subject to the terms set out in the Circular and the aforementioned directors’ determination, valid elections made (or deemed to be made) by the holders of the Existing Ordinary Shares pursuant to the terms of the Circular as to whether to receive B Shares and/or C Shares;
- (C) each Existing Ordinary Share, as shown in the register of members of the Company at 6.00 p.m. on 26 November 2013 (or such other time and/or date as the directors may in their absolute discretion determine), be and is hereby sub-divided into 5 undesignated shares of 0.4 pence each in the capital of the Company (each an “**undesignated share**”) and forthwith upon such sub-division every 13 undesignated shares of 0.4 pence each be and are hereby consolidated into one new ordinary share of 5.2 pence each in the capital of the Company (each a “**New Ordinary Share**”), provided that, where such consolidation would result in any member being entitled to a fraction of a New Ordinary Share, such fraction shall, so far as possible, be aggregated with the fractions of a New Ordinary Share (if any) to which other members of the Company would be similarly so entitled and the directors of the Company be and are hereby authorised to sell (or appoint any other person to sell) to any person all the New Ordinary Shares representing such fractions at the best price reasonably obtainable to any

person(s), and to distribute the proceeds of sale (net of expenses) in due proportion among the relevant members who would otherwise be entitled to the fractions so sold, save that (I) any fraction of a penny which would otherwise be payable shall be rounded up or down in accordance with the usual practice of the registrar of the Company, and (II) any due proportion of such proceeds of less than £5.00 (net of expenses) shall be retained by the directors for the benefit of the Company and the relevant member shall not be entitled thereto (and, for the purposes of implementing the provisions of this paragraph, any director of the Company (or any person appointed by the directors of the Company) shall be and is hereby authorised to execute one or more instrument(s) of transfer in respect of such New Ordinary Shares on behalf of the relevant member(s) and to do all acts and things the directors consider necessary or desirable to effect the transfer of such New Ordinary Shares to, or in accordance with the directions of, any buyer of such New Ordinary Shares); and

- (D) the directors of the Company be and are hereby authorised to do all such things as they consider necessary or expedient to transfer the Deferred Shares (if any) arising on reclassification of the C Shares in accordance with the New Articles of Association.

SPECIAL RESOLUTION 2

Subject to the passing of resolution 1 in this notice of General Meeting, pursuant to and in accordance with Section 701 of the Companies Act 2006 (the “**CA 2006**”), the Company be and is hereby generally and unconditionally authorised to make market purchases (within the meaning of Section 693(4) of the CA 2006) of its own ordinary shares of 5.2 pence each in the capital of the Company (“**New Ordinary Shares**”) on such terms and in such manner as the Directors of the Company shall from time to time determine, provided that:

- (A) the maximum aggregate number of New Ordinary Shares hereby authorised to be purchased is 16,027,897;
- (B) the minimum price which may be paid for a New Ordinary Share is its nominal value exclusive of all expenses;
- (C) the maximum price (exclusive of expenses) which may be paid for a New Ordinary Share is not more than the higher of an amount equal to 105 per cent. of the average of the middle market quotations of a New Ordinary Share (as derived from the Daily Official List of the London Stock Exchange) for the five business days immediately preceding the date on which the New Ordinary Shares are contracted to be purchased and that stipulated by Article 5(1) of the Buy-Back and Stabilisation Regulations 2003;
- (D) the authority hereby conferred shall expire immediately following the Annual General Meeting in 2014 or on 22 November 2014, whichever is the earlier, unless previously revoked, varied or renewed by the Company in general meeting; and
- (E) the Company may at any time prior to the expiry of such authority make a contract or contracts to purchase New Ordinary Shares under such authority which will or might be completed or executed wholly or partly after the expiration of such authority and may make a purchase of New Ordinary Shares in pursuance of any such contract or contracts as if the authority conferred hereby had not expired.

By Order of the Board.

Matthew Wethey
Company Secretary

18 October 2013

Registered office

Brook House
174 Milton Park
Abingdon
Oxon OX14 4SE

Registered in England Number: 06019466

Notes:

1. A Shareholder is entitled to appoint a proxy to exercise all or any of their rights to attend and to speak and vote on their behalf at the General Meeting. A Shareholder may appoint more than one proxy in relation to the General Meeting provided that each proxy is appointed to exercise the rights attached to a different share or shares held by that shareholder. A proxy need not be a Shareholder of the Company. A Form of Proxy which may be used to make such appointment and give proxy instructions accompanies this Notice of General Meeting. In order to be valid an appointment of proxy must be returned by post, by courier or by hand to the Company's Registrars, Equiniti, Aspect House, Spencer Road, Lancing, West Sussex BN99 6DA, United Kingdom, and must be received by 11.00 a.m. (UK time) on 15 November 2013, or if the General Meeting is adjourned, 48 hours, excluding non-working days, prior to the adjourned meeting. Appointment of a proxy does not preclude a Shareholder from attending the General Meeting and voting in person. If you do not have a Form of Proxy and believe that you should have one, or if you require additional forms, please contact the Company's Registrars, Equiniti on 0871 384 2050 (calls to this number cost 8 pence per minute (excluding VAT) plus network extras) or +44 121 415 0259 from outside the UK. Lines are open 8.30 a.m. to 5.30 p.m. (Monday to Friday).
2. If you are a member of CREST, you may use the CREST electronic appointment service, details of which are set out at Note 7. Any person to whom this Notice 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, under an agreement between him/her and the Shareholder by whom he/she was nominated, have a right to be appointed (or to have someone else appointed) as a proxy for the General Meeting. If a Nominated Person has no such proxy appointment right or does not wish to exercise it, he/she may, under any such agreement, have a right to give instructions to the Shareholder as to the exercise of voting rights.
3. The statement of the rights of Shareholders in relation to the appointment of proxies in Note 1 above does not apply to Nominated Persons. Such rights can only be exercised by Shareholders of the Company.
4. A Shareholder has a right to put to the Directors any questions relating to the business to be dealt with at the General Meeting and subject to the exemptions under section 319A of the Act, the Company must answer any such questions.
5. The Company, pursuant to the Uncertificated Securities Regulations 2001, specifies that only those Shareholders on the Register of Members as at 6.00 p.m. (UK time) on 15 November 2013 shall be entitled to attend or vote at the General Meeting in respect of the number of shares registered in their names at that time (or, in the event of any adjournment, at 6.00 p.m. (UK time) on the day which is two working days before the day of the adjourned meeting). Changes to entries on the ordinary register after 6.00 p.m. (UK time) on 15 November 2013 shall be disregarded in determining the right of any person to attend or vote at the General Meeting (unless the General Meeting is adjourned in which case the previous provisions of this Note 5 apply).
6. As at 17 October 2013 (being the last practicable date prior to the publication of this Notice) the Company's issued share capital consists of 416,725,335 Ordinary Shares, carrying one vote each. As at 17 October 2013 the Company did not hold any Ordinary Shares in treasury. Therefore the total number of voting rights in the Company as at 17 October 2013 are 416,725,335.
7. CREST members who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service may do so by using the procedures described in the CREST Manual. CREST Personal Members or other CREST sponsored members, and those CREST members who have appointed a 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 & Ireland Limited's specifications, and must contain the information required for such instruction, as described in the CREST Manual (available via www.euroclear.com). The message, regardless of whether it constitutes the appointment of a proxy or is 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 11.00 a.m. on 15 November 2013. 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 Application 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 providers should note that Euroclear UK & Ireland Limited does not make available special procedures in CREST for any particular message. 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, 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 system providers are referred, in particular, to those sections of the CREST Manual concerning practical limitations of the CREST system and timings.

The Company may treat as invalid a CREST Proxy Instruction in the circumstances set out in Regulation 35(5)(a) of the Uncertificated Securities Regulations 2001.

8. If all shares have been sold or transferred by the addressee, this Notice and any other relevant documents should be passed to the person through whom the sale or transfer was effected for transmission to the purchaser or transferee.
9. A copy of this Circular including the Notice of General Meeting can be found on the Company's website, www.pvcystalox.com, free of charge.

10. Copies of the following documents will be available for inspection at the registered office of the Company (being the location of the General Meeting) during usual business hours (Saturdays, Sundays and English public holidays excepted) from the date of this Notice until the conclusion of the General Meeting and at the General Meeting itself for at least 15 minutes prior to the General Meeting:
 - (a) the existing Articles of Association of the Company;
 - (b) a copy of the Circular; and
 - (c) a copy of the proposed new articles of association of the Company marked to show the changes being proposed, together with a copy of the existing articles of association of the Company.
11. A corporation which is a member can appoint one or more corporate representatives who may exercise, on its behalf, all its powers as a member provided that no more than one corporate representative exercises powers over the same share.
12. 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 the Company's Registrars, Equiniti, Aspect House, Spencer Road, Lancing, West Sussex BN99 6DA, United Kingdom. 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. The revocation notice must be received by Equiniti by 11.00 a.m. (UK time) 15 November 2013, or if the General Meeting is adjourned, 48 hours prior to the adjourned meeting excluding any non-working days.
13. You may not use any electronic address provided in either this Notice of General Meeting or any related document (including the Form of Proxy) to communicate with the Company for any purpose other than those expressly stated.
14. In accordance with section 311A of the Act, the contents of this Notice, 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 will be available on the Company's website www.pvcristalox.com.