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Maghreb Minerals plc

(proposed to be renamed Fluormin plc)

(Incorporated and registered in England and Wales under the Companies Act 1985 with the registered number 5146673)

Acquisition of controlling interest in Sallies Limited
Acquisition of minority interest in Kenya Fluorspar Company Limited
Change of name to Fluormin plc
Consolidation of the existing share capital
Adoption of new articles of association
and
Notice of General Meeting

Notice of a general meeting of the Company, to be held at the offices of Fasken Martineau LLP, 3rd Floor, 17 Hanover Square, London W1S 1HU at 10.00 a.m. on Wednesday 31 August 2011 (the “General Meeting”) is set out at the end of this document. Shareholders will find enclosed a Form of Proxy for use at the General Meeting. To be valid, the Form of Proxy should be completed and returned in accordance with the instructions printed thereon as soon as possible and in any event so as to be received by the Company’s registrars, Computershare Investor Services PLC, no later than 24 hours before the time appointed for holding the General Meeting. Completion and posting of the Form of Proxy will not prevent a Shareholder from attending and voting in person at the General Meeting.

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EXPECTED TIMETABLE OF PRINCIPAL EVENTS

	2011
Despatch of this document	12 August
Latest time and date for receipt of Forms of Proxy	10.00 a.m. on 30 August
General Meeting	10.00 a.m. on 31 August
Record Date for the Share Consolidation	6.00 p.m. on 31 August
CREST accounts credited (where applicable) with New Ordinary Shares	1 September
Share certificates in respect of the New Ordinary Shares expected to be despatched by no later than	8 September

Certain times and dates in the above timetable are subject to change. All references are to London time unless otherwise stated.

PART I

LETTER FROM THE CHAIRMAN OF THE COMPANY

Maghreb Minerals plc

(proposed to be renamed Fluormin plc)

(Incorporated and registered in England and Wales under the Companies Act 1985, registered no. 5146673)

Directors:

N Davidoff
A C Gourley
M Bolton
J Kofsky
S Murray
J Passin

Registered Office:

25 Moorgate
London
EC2R 6AY

12 August 2011

Dear Shareholder

Acquisition of controlling interest in Sallies Limited
Acquisition of minority interest in Kenya Fluorspar Company Limited
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1. Introduction

As announced on 24 December 2010, the Company has agreed to acquire interests in two operating fluorspar companies from Firebird; namely, a controlling interest in Sallies and a 20 per cent. interest in KFC, as well as certain debt associated with each. Upon completion of the Sallies Acquisition, the Company will be required to make an offer to the minority shareholders of Sallies and the minority holders of Sallies Debentures and any holder of options to subscribe for Sallies shares, which, if successful, will lead to a 100 per cent. ownership interest in Sallies. Upon completion of the KFC Acquisition, the remaining 80 per cent. interest in KFC will be controlled by Charles Field-Marsham, a Canadian entrepreneur and philanthropist with several business interests in Kenya.

The Acquisition Agreements relating to the Sallies Acquisition and the KFC Acquisition were entered into on 23 December 2010 and have been subsequently varied so that each is conditional only upon the admission of the Enlarged Share Capital to trading on AIM.

Sallies operates the Witkop mine in South Africa. Witkop has the capacity to produce approximately 135,000 tpa of acidspar for sale to international markets. The Group made a facility available to Sallies in February 2011 to recommence mining operations after a period of approximately 18 months following the 2008 global financial crisis, during which the mine was placed on care and maintenance owing to depressed fluorspar prices. Prices have since improved permitting mining operations to recommence. The mine plant has been operating and producing fluorspar since 28 March 2011 and had produced approximately 27,995 t as at 30 June 2011.

KFC operates the producing fluorspar mine located at Kimwarer, Kenya. KFC has the capacity to produce approximately 80,000 to 100,000 tpa of acidspar and metallurgical fluorspar for sale to international markets. Following the global financial crisis, KFC temporarily placed its mine on care and maintenance, but the mine has been operating at full capacity since 26 September 2010. KFC produces a fluorspar product that contains a relatively high amount of phosphate and silica, which somewhat restricts its marketability. However

in India and Europe, there are customers who can accept the quality of the product or blend it to achieve adequate operational results.

If the Acquisitions are completed, Firebird will receive 586,432,951 Ordinary Shares (before taking account of the Share Consolidation), allocated as follows:

- 335,636,268 Ordinary Shares in respect of 484,958,606 Sallies Shares;
- 134,701,973 Ordinary Shares in respect of 83,412,850 Sallies Debentures;
- 100,291,929 Ordinary Shares in respect of 1,000,000 shares in KFC; and
- 15,802,781 Ordinary Shares in respect of the KFC Debt;

resulting in an aggregate holding by Firebird of approximately 72.85 per cent. in the Company after giving effect to the Acquisitions.

Subject to the Resolutions being duly passed at the General Meeting, the Directors intend to seek admission of the Enlarged Share Capital to trading on AIM in the near future.

The purpose of this document is to explain why the Directors consider the Acquisitions to be in the best interests of the Company and the Shareholders as a whole and why they recommend that Shareholders vote in favour of the Resolutions to be proposed at the General Meeting.

In preparation for the anticipated admission to AIM, certain other resolutions are to be proposed at the General Meeting and an explanation of those resolutions, and notice of the General Meeting itself, are also contained in this document.

2. The Acquisitions

(a) Background – Existing Assets of the Company

Maghreb was admitted to trading on AIM in December 2004 with a focus on base metals through the Group's exploration licences in Tunisia. The Company recently transferred control over its remaining three base metal licences to a major mining company listed on the London Stock Exchange (the "**Purchaser**") in consideration of an initial payment of \$8,221,750, a deferred payment of up to \$2,000,000 (subject to adjustment following a completion audit), and the entry by the relevant subsidiaries of the Purchaser into Offtake Agreements with the Company. Further details of the Offtake Agreements are set out in section (i) of this paragraph 2(a). The Group continues to hold an exploration permit in Tunisia covering the Zriba-Guebli fluorspar exploration project. The Company has been exploring this asset since 2006 and, in the view of the Board, it remains a potentially valuable asset of the Company.

(i) Existing Fluorspar Assets

The Company's existing fluorspar assets consist of an 11.36 per cent. interest in Sallies, the Offtake Agreements and the Zriba-Guebli fluorspar project. The Sallies interest was acquired on 30 September 2010 from Honeywell International Inc. for a purchase consideration of \$1,200,000. The Offtake Agreements arose from the Tunisian Disposal.

Zriba-Guebli was acquired by the Company in 2006 and is a dormant mine with surrounding prospects situated 70 km southwest of Tunis. It is a single exploration permit, 34.6 km² in size, within the Hamman Zriba mining district. Further exploration work is merited in light of the potential large size of the deposit, as well as the possibility of low cost extraction through open pit mining, the quality of the product and a ready local market.

The Offtake Agreements, in the opinion of the Board, constitute a material asset of the Group. In the event that the Purchaser decides to put any of the base metal properties into production, and produces fluorspar as a by-product of its lead/zinc extraction process, the Offtake Agreements entitle the Group to the exclusive supply of fluorspar at cost for 20 years from commencement of production.

(b) Sallies Acquisition

(i) Overview of Sallies

Sallies was incorporated in 1903 as The South African Land and Exploration Company Limited to develop a gold mine on the East Rand. It has been listed since 1904 on the JSE. Following the closure of its gold mining activities during the 1990s, Sallies acquired Witkop Fluorspar Mine (Proprietary) Limited, which operates the Witkop fluorspar mine, on 1 July 1999 and began producing and marketing acidspar. Buffalo Fluorspar Mine (Proprietary) Limited, which owns the Buffalo fluorspar tailings retreatment facility, was acquired in July 2006 and is currently on care and maintenance. Witkop produces acidspar concentrate that is widely marketable due to the low levels of contaminants. The Buffalo fluorspar deposit contains a higher level of phosphorous and, when operating, has a more restricted market.

Witkop has the capacity to produce 135,000 tpa of acidspar for sale to international markets. Mining operations at Witkop were largely suspended at the end of June 2009 for a period of approximately 18 months following the 2008 global financial crisis, owing to depressed fluorspar prices. Prices have since improved permitting mining operations to recommence in March 2011. The Group made a facility of up to \$8 million available to Sallies for this purpose, of which the ZAR equivalent of approximately \$5 million has been drawn down. Since recommencing operations on 28 March 2011, the mine plant has been operating and producing fluorspar and had produced approximately 25,749 t of acidspar as at 30 June 2011. Witkop has a Measured and Indicated Resource of 59.6 t at a grade of 13.4 per cent. CaF₂ using a cut off grade of 9 per cent. CaF₂.

Significant purchase orders have been received for acidspar concentrate since the recommencement of mining operations in 2011 and the Directors believe that Sallies has the potential to operate profitably in the medium term.

Under the MPRDA, Sallies is required to ensure participation in its operations by historically disadvantaged South Africans (“**HDSAs**”), including a 26 per cent. equity participation. Sallies has addressed this requirement through the ARH Empowerment Transaction. Whilst this transaction is awaiting approval from the Minister of Mineral Resources, Sallies will hold 100 per cent. of Witkop and Buffalo, but, upon approval, ARH, which is required to pay for its interest through cashflow from operations, will receive a 26 per cent. interest in each entity.

The value of the shares and debentures in Sallies being acquired pursuant to the Sallies Acquisition Agreement is ZAR 89,736,731 (being the aggregate market value of such shares and debentures calculated by reference to the mid-market closing price of such shares and debentures on 11 August 2011 (being the last practicable date prior to the publication of this document)).

(ii) Acquisition Details

Under the terms of the Sallies Acquisition Agreement, the Company has agreed to purchase from Firebird its total equity stake in Sallies of 484,958,606 Sallies Shares, which equates to a 66.93 per cent. shareholding in Sallies (which provides an aggregate holding of 78.29 per cent. for the Company given its existing 11.36 per cent. stake in Sallies). The consideration for the acquisition of the Sallies Shares is approximately £6.712 million, which is to be satisfied by the issue of 335,636,268 Ordinary Shares credited as fully paid up at 2 pence per share (before adjustment in order to take account of the Share Consolidation). In June 2011 Sallies entered into a convertible loan with TSC Investments Limited (“**TSC**”) whereby Sallies will borrow \$2.8 million from TSC which under certain circumstances is convertible into an estimated 174,563,918 Sallies Shares. The conversion is, *inter alia*, conditional upon the approval of Sallies’ shareholders and the conversion would dilute the interest of the Company in Sallies following completion of the Sallies Acquisition to approximately 63.1 per cent. and increase correspondingly the Offer to the minority holders of Sallies Shares referred to below.

Under the terms of the Sallies Acquisition Agreement, the Company has also agreed to purchase from Firebird 83,412,850 Sallies Debentures for a consideration of approximately £2.694 million, which is to be satisfied by the issue of 134,701,973 Ordinary Shares credited as fully paid up at 2 pence per share (before adjustment in order to take account of the Share Consolidation). As at the date of this document, there are 144,244,004 Sallies Debentures in issue. Interest on the Sallies Debentures is approximately ZAR3.6 million per payment, payable on or about 30 June and 31 December of each year, until 31 December 2012. The debentures must be redeemed for an amount of ZAR72.1 million on this date.

Following the completion of the Acquisitions, the Company will make the Offer to the minority shareholders of Sallies. The Offer is mandatory pursuant to the Takeover Regulations, which require the Company to make an offer to all minority Sallies shareholders on similar terms and conditions as those pertaining to the Sallies Acquisition. The same terms will be offered to TSC if the conversion of the TSC loan is approved on 6 September 2011 by the shareholders of Sallies.

It is the Company's intention to make a concurrent offer for those Sallies Debentures not held by the Company following the Transaction, in compliance with the requirements of the Takeover Regulations. It should be noted that completion of the Offer would lead to a delisting of the Sallies Shares and the Sallies Debentures on the JSE. The delisting of either the Sallies Shares or the Sallies Debentures would be an event of default under the terms of the Sallies Debentures. As a result, the Company intends to offer the Sallies Debenture holders the net present value of all future payments under the Debentures in order to ensure an orderly redemption of the Sallies Debentures.

Further details of the terms of the Sallies Acquisition Agreement and its subsequent amendment are set out in paragraphs 1 and 2 of Part II of this document.

(iii) Details of Mandatory Offer to Sallies Minority

Under section 123 of the New SA Companies Act if, as a result of an acquisition, a person acting alone has, or two or more related or inter-related persons, or two or more persons acting in concert, have, acquired a beneficial interest in at least 35 per cent. of the voting securities issued by a Regulated Company, then within one day after the date of completion of the acquisition such person or persons must give notice to the holders of the remaining securities of the Regulated Company, *inter alia*, offering to acquire their securities on terms determined in accordance with the Takeover Regulations. Within one month of having given such notice such person or persons must deliver a written offer, in compliance with the Takeover Regulations, to the holders of the remaining securities of the Regulated Company to acquire such securities.

Sallies is a Regulated Company and, on completion of the Sallies Acquisition, the Company will hold 78.29 per cent. of the issued share capital of Sallies and 57.83 per cent. of the Sallies Debentures. As such, the Company will be required, on completion of the Sallies Acquisition, to give notice to the holders of the remaining securities of Sallies, including the holders of the Sallies Debentures, offering to acquire any such remaining securities and, within one month from the date of such notice, make an offer to acquire such securities. The Company proposes to do this by proposing and implementing a scheme of arrangement between Sallies and the holders of any class of its securities on terms pursuant to section 114(1)(c) of the New SA Companies Act.

The Company has sought dispensation from the TRP to make a cash only offer to the holders of the remaining securities of Sallies, but will not be in a position to confirm a waiver from the TRP until the offer is made. Were the waiver to be denied, the Company would, before taking account of the Share Consolidation, be required to issue an aggregate 228,958,988 Ordinary Shares in respect of the Sallies Shares it does not then hold and 37,715,315 Ordinary Shares in respect of the Sallies Debentures it does not then hold.

(iv) Advances under the facility made available to Sallies

The Company has, through Rubio (a wholly-owned subsidiary of the Company incorporated in South Africa), provided a facility of up to the ZAR equivalent of \$8 million to Sallies. The facility is unsecured and interest is payable at the rate of 10 per cent. per annum. Rubio has discretion to refuse any drawdown request. The facility is due to be repaid by 31 December 2012, and Sallies can prepay all (or part) of the facility together with the proportionate amount of accrued but unpaid interest at any time before 31 December 2012. As at 11 August 2011 (being the last practicable date prior to the date of this document) the ZAR equivalent of approximately \$5 million has been advanced to Sallies. These funds have been used to restart operations at Witkop, as described in paragraph (i) above.

(c) KFC Acquisition

(i) Overview of KFC

KFC is a significant fluorspar producer with seven active mining sites, which are specifically located in the areas of Kimwarer, Choff and Kamnaon. In 1996, KFC was privatised under the terms of a governmental reform policy and, in 1997, KFC received a 20 year mining lease from the government. In total, approximately

1.7 million tonnes of ore was milled during the period of 2004 to 2008, resulting in the annual production of between 80,000 and 100,000 t of acidgrade fluorspar at a head grade of approximately 40 per cent. The mine was largely on care and maintenance owing to prevailing fluorspar prices in the aftermath of the global financial crisis during 2009 and recommenced mining operations in September 2010.

KFC produces a fluorspar product that contains high phosphate and silica, which somewhat restricts its marketability. The quality and grade of KFC's ore depends on the mining site. Some crude ore has high levels of phosphate, while some is high in silica. Nevertheless, customers exist for the product in India and Europe, who can accept the quality of the product or blend it to achieve adequate operational results. Prices for the product, however, are typically at a material discount to Witkop material. KFC has an Indicated Resource of 21,882,205 t at a grade of 31.4 per cent. CaF₂ using a cut off grade of 10 per cent.

(ii) Acquisition Details

Under the terms of the KFC Acquisition Agreement (as amended), the Company has agreed to purchase from Firebird their total equity stake of 1,000,000 KFC Shares, which equates to a 20 per cent. shareholding in KFC. Those KFC Shares and the KFC Debt are held by a BVI company called Kenya Fluorspar (BVI) Holdings Limited, and the Company has therefore agreed with Firebird that the KFC Acquisition will be of the entire issued share capital of Kenya Fluorspar (BVI) Holdings Limited (and not of the KFC Shares and the KFC Debt). The consideration for the KFC Acquisition is approximately £2.334 million, which is to be satisfied by the issue of 116,094,710 Ordinary Shares credited as fully paid up at 2 pence per share (which is to be adjusted in order to take account of the Share Consolidation) and the payment of £12,500 in cash.

Further details of the terms of the KFC Acquisition Agreement and the two amending agreements are set out in paragraphs 3 and 4 of Part II of this document.

(iii) Shareholders Agreement

KFC is subject to a shareholders agreement among KFC, Firebird II and Kenya Fluorspar LLC, a corporation controlled by Charles Field-Marsham, a Canadian entrepreneur and philanthropist with several business interests in Kenya. The KFC shareholders agreement, to which the Company will become a party in place of Firebird II on completion of the KFC Acquisition currently confers several rights upon Firebird II which Maghreb will acquire, including:

- the right to equal benefits in the pro rata provision of services to KFC;
- certain rights of veto, including with respect to the payment of dividends; and
- rights of inspection, audit and information with regard to KFC.

(d) Reasons for the Acquisitions

The Board determined, in August 2010, to focus its attention on fluorspar assets. The strategy was influenced by the Directors' view that:

- there is a structural change occurring in the fluorspar industry caused by the industrial development of China, which has led to a reduction in exports of Chinese fluorspar and may lead to possible Chinese net import demand (both the US and European Union have placed fluorspar on their lists of critical minerals); and
- fluorspar is a critical component in the fluorochemical, aluminium and steel sectors (the US and European Union have identified future fluorspar supply as a crucial component in ongoing economic stability) and consumers are willing and able to pay higher prices for fluorspar, if required, to source product.

The Acquisitions give the Company the opportunity to acquire substantial stakes in several fluorspar assets, comprising a controlling interest in a producing mine at Witkop, a minority stake in a producing mine at Kimwarer, and a controlling stake in a plant capable of producing additional fluorspar at Buffalo. When considered with the Offtake Agreements and its existing Zriba-Guebli project, the Directors believe that the Company has a balanced portfolio of exploration, development and production assets and is well positioned to become a leading international fluorspar company.

(e) Details of the Consideration Shares

The Consideration Shares will be issued credited as fully paid as New Ordinary Shares on Admission and will represent approximately 45.44 per cent. of the Enlarged Share Capital. The Consideration Shares will rank *pari passu* with the New Ordinary Shares in all respects, including the right to receive all dividends or other distributions declared, made or paid after completion of the Acquisitions. The Consideration Shares will be acquired free from any encumbrances and will not be subject to any restrictions, save pursuant to a lock-in agreement to be entered into by Firebird for an initial one year period from Admission, followed by a further one year orderly market agreement.

3. Business Strategy

The Company's strategy is to acquire a meaningful share of the international fluorspar market in order to be a supplier of choice to American and European customers of fluorspar and to provide such customers with security of supply, variety of product quality and potential freight advantages from multiple producing plants in different geographic locations. In order to achieve the Company's stated strategy, the Group will necessarily need to grow through mergers and acquisitions or the development of new projects and will require access to capital.

4. Recent Developments in the business of the Group

On 24 December 2010, the Company announced that it had entered into the Acquisition Agreements as described above, at which point trading in the Existing Ordinary Shares on AIM was suspended.

Subsequently, on 15 February 2011, the Company, through Rubio (a wholly-owned subsidiary of the Company incorporated in South Africa) entered into an agreement to make a facility of up to the ZAR equivalent of \$8 million available to Sallies, of which approximately \$5 million has been drawn down. The facility has been accessed by Sallies to fund the restart of production at Witkop which has been operating and producing fluorspar since 28 March 2011.

In April 2011, the Company formed FluorOne, a marketing company in conjunction with Mr Jeffrey Kofsky, a director of the Company, for the purpose of marketing and trading fluorspar. FluorOne is owned as to 49 per cent. by the Company and as to 51 per cent. by Mr. Kofsky. FluorOne markets all of the production of Witkop and provides strategic advice and market information to the Group. In addition, FluorOne trades fluorspar independent of the Group's production and, since it has commenced trading operations, it has purchased and sold over 20,000 t of fluorspar. The Group has an obligation to fund certain of FluorOne's activities pursuant to various contractual commitments.

In June 2011 the Company's dealing facility on AIM was cancelled, due to the complexity of the documentation required to return from suspension within six months. As explained in paragraph 1 above, subject to the passing of the Resolutions, the Directors anticipate that the Company's New Ordinary Shares will be admitted to AIM in the near future.

On 11 August 2011 the Company disposed of its Tunisian lead/zinc assets to the Purchaser, as described in paragraph 2(a) above.

5. Proposed Name Change and Share Consolidation

It is proposed that the name of the Company be changed to Fluormin plc. A special resolution, being Resolution 6, will be proposed at the General Meeting to this effect. The Company also proposes to consolidate its existing share capital on the basis of 1 (one) New Ordinary Share for every 25 Existing Ordinary Shares held by Shareholders on the register of members of the Company at the close of business on the Record Date. An ordinary resolution, being Resolution 2, will be proposed at the General Meeting to this effect. The Directors believe that the Share Consolidation will be beneficial to the Company.

Other than the change in nominal value, the New Ordinary Shares arising on implementation of the Share Consolidation will have the same rights as the Existing Ordinary Shares, including voting, dividend and other rights. If a Shareholder holds a share certificate in respect of an Existing Ordinary Share, the certificate will no longer be valid from the date the proposed Share Consolidation becomes effective. If a Shareholder holds 25 or more Existing Ordinary Shares at the Record Date, such Shareholder shall be sent a new share

certificate evidencing the New Ordinary Shares to which such Shareholder is entitled to under the Share Consolidation. Such certificates are expected to be despatched no later than 8 September 2011. Upon receipt of the new certificate, Shareholders should destroy any old certificates. Pending the despatch of new certificates, transfers of certificated New Ordinary Shares will be certified against the Company's share register. For Shareholders holding shares in uncertificated form, it is intended that the relevant number of New Ordinary Shares will be credited to Shareholders' existing CREST accounts on 1 September 2011.

No Shareholder shall be entitled to receive a fraction of a New Ordinary Share as entitlements to New Ordinary Shares will be rounded down to the nearest smaller whole number. Fractional entitlements shall be aggregated and shall be sold for the benefit of the Company (as the net proceeds of sale are likely to be less than £2.50, and so the costs associated with sending such net proceeds to Shareholders who would otherwise be entitled is not likely to be economic).

The ISIN for the New Ordinary Shares will be GB00B5PC8898.

6. New Articles of Association

It is proposed that new Articles of Association of the Company be adopted to:

1. reflect the fact that the Act abolishes the requirement for a company to have an authorised share capital – Article 5 of the current articles of the Company will therefore be removed, however, the Directors will still be limited as to the number of shares they can at any time allot because allotment authority continues to be required under Act, save in respect of employee share schemes; and
2. increase the aggregate amount of directors' fees that can be paid to a maximum of £1,000,000 per annum – Article 103 of the current articles of the Company will be amended so that the aggregate amount of fees which can be paid is increased from £150,000 per annum to £1,000,000 per annum.

Save in this respect the New Articles are unchanged from those currently in place. A draft of the New Articles will be available for inspection as referred to in Note 14 to the Notice of General Meeting.

7. Share authorities

The Company will be required to issue 23,457,318 New Ordinary Shares on Admission as consideration for the Acquisitions. A further 15,484,936 New Ordinary Shares may require to be issued pursuant to the Offer in the event that the TRP waiver referred to in paragraph 2(b)(iii) above is not granted. In addition, the Directors have identified that the future development of the Company is likely to require the issue of further shares, whether for cash or by way of further acquisitions. In either case the ability to move quickly may be critical and accordingly shareholders will be asked to approve the grant to the directors of authority to issue a further 40 million New Ordinary Shares, and to waive the statutory pre-emption rights on the issue of those shares for cash.

The Directors also consider that it is important to operate share incentive schemes to recruit, motivate and retain directors and staff as the Group develops. The Directors have determined that a pool of share options equal to 15 per cent. of the Enlarged Share Capital, or 7,563,375 New Ordinary Shares, will be appropriate, including options already granted.

At the General Meeting resolutions will therefore be proposed to:

- grant the Directors general authority to issue up to 86,505,629 New Ordinary Shares; and
- disapply the statutory pre-emption rights in respect of 47,563,375 New Ordinary Shares

all on the terms set out in more detail in the Resolutions themselves.

8. General Meeting

The General Meeting has been convened for 10.00 a.m. on Wednesday 31 August 2011 to be held at the offices of Fasken Martineau LLP, Third Floor, 17 Hanover Square, London W1S 1HU. You will find set out at the end of this document the notice convening the General Meeting for the purposes of considering and, if thought fit, approving the following resolutions:

- Resolution 1 is an ordinary resolution to approve the Acquisitions;
- Resolution 2 is an ordinary resolution to approve the Share Consolidation;
- Resolution 3 is an ordinary resolution to authorise the Directors under section 551 of the Act to allot relevant securities up to an aggregate nominal amount of £10,653,103.90 generally, and a further £2,322,740 in connection with the offer should the TRP not grant the waiver referred to in paragraph 2(b)(iii) above;
- Resolution 4 is a special resolution to dis-apply statutory pre-emption rights in relation to equity securities, up to an aggregate nominal amount of £7,134,506.00;
- Resolution 5 is a special resolution to adopt the New Articles; and
- Resolution 6 is a special resolution to approve the change of name of the Company to Fluormin plc.

The attention of Shareholders is also drawn to the voting intentions of the Directors and of Firebird as set out in paragraph 10 below.

9. Action to be taken

You will find enclosed the Form of Proxy for use at the General Meeting. You are requested to complete and return the Form of Proxy in accordance with the instructions printed thereon as soon as possible and, in any event, so as to be received by the Registrars Computershare Investor Services PLC, The Pavilions, Bridgwater Road, Bristol BS99 6ZY not later than 10.00 a.m. on Tuesday 30 August 2011. Completion and return of the Form of Proxy will not preclude you from attending the General Meeting and voting in person, if you so wish.

10. Recommendation

The Directors consider the Acquisitions to be in the best interests of the Company and its Shareholders as a whole. Accordingly, the Directors recommend that Shareholders vote in favour of the Resolutions to be proposed at the General Meeting, as they have irrevocably undertaken to do so in respect of their own beneficial holdings, amounting in aggregate to 666,667 Ordinary Shares, representing 0.1 per cent. of the Existing Ordinary Shares. The Directors understand that Firebird intends to vote in favour of the Resolution in respect of these aggregate holdings of 283,397,491 Ordinary Shares, representing 55.78 per cent. of the Existing Ordinary Shares.

Yours faithfully

Nicholas Davidoff
Chairman

PART II

ACQUISITION AGREEMENTS

1. Sallies Acquisition Agreement

A share sale agreement, dated 23 December 2010, made between the Company, Firebird I and Firebird II (as amended by an amendment agreement made between the same parties and dated 12 July 2011) relating to the proposed acquisition by the Company of Firebird's entire holding of Sallies Shares and the proposed acquisition by the Company of Firebird II's entire holding of Sallies Debentures (including Sallies Debentures to which Firebird had the right to acquire). The aggregate consideration for such purchase is £9,406,764.82, to be satisfied by the allotment to Firebird of 470,338,241 Consideration Shares, credited as fully paid up at 2 pence per share.

The Sallies Acquisition Agreement is now conditional only upon Admission (see paragraph 2 below).

The Sallies Acquisition Agreement contains certain warranties from Firebird on, *inter alia*, the business of Sallies. These warranties were given subject to the awareness of Firebird and provided only limited recourse and are, in any event, subject to an aggregate financial cap equal to the value of the Consideration Shares.

2. Amendment to Sallies Acquisition Agreement

By an amending agreement dated 12 July 2011 between the Company, Firebird I and Firebird II, the Sallies Acquisition Agreement was amended so that the aggregate consideration for the purchase is £9,406,764.82, to be satisfied by the allotment to Firebird of 470,338,241 Consideration Shares, credited as fully paid up at 2 pence per share. The Long Stop Date was increased to 30 September 2011 and as a number of the conditions to completion of the Sallies Acquisition Agreement had been completed, the conditions were reduced to the sole condition of Admission.

3. KFC Acquisition Agreement

A share sale agreement, dated 23 December 2010, made between the Company and Firebird II relating to the proposed acquisition by the Company of Firebird's 20 per cent. holding of KFC Shares and the proposed acquisition by the Company of the KFC Debt. The aggregate consideration for such purchase is £2,321,894.20, to be satisfied by the allotment to Firebird II of 116,094,710 Consideration Shares, credited as fully paid up at 2 pence per share.

The KFC Acquisition Agreement is now conditional only upon Admission (see paragraph 4 below).

Firebird II had the right, which it has now exercised, to transfer the KFC Shares and KFC Debt to a body corporate, and then on-sell the shares of such entity in substitution for the direct sale of the KFC Shares and KFC Debt ("**Holding Company Right**"). The KFC Acquisition Agreement also contains provisions whereby if, during the 12 month period following the closing of the KFC Acquisition, the Company acquires the remaining KFC Shares for consideration in excess of that paid under the KFC Acquisition Agreement on a per KFC Share basis, then an equitable adjustment is to be made to the consideration received by Firebird II.

The KFC Acquisition Agreement contains certain warranties from Firebird II on, *inter alia*, the business of KFC and its subsidiary. These warranties were given subject to the awareness of Firebird II and provided limited recourse, as they expire on Admission, and are, in any event, subject to an aggregate financial cap equal to the value of the Consideration Shares.

4. Amendments to KFC Acquisition Agreement

By an amending agreement dated 11 April 2011 between the Company and Firebird I, the KFC Acquisition Agreement was amended so as to permit the Company to acquire the entire issued share capital of Kenya Fluorspar (BVI) Holdings Limited ("**KFC Holding**"). KFC Holding was formed in conjunction with Firebird I exercising its Holding Company Right and is wholly-owned by Firebird II. The amendment of the KFC Acquisition Agreement increased the consideration payable under the KFC Acquisition Agreement by

£12,500, but did not otherwise alter the total consideration payable under the KFC Acquisition Agreement nor the method of satisfying that consideration.

By a second amending agreement dated 12 July 2011 between the Company and Firebird I, the KFC Acquisition Agreement was amended so that the purchase price is £2,334,394.20, to be satisfied by the allotment to Firebird II of 116,094,710 Consideration Shares, credited as fully paid up at 2 pence per share, and the payment of £12,500 in cash. The amendment of the KFC Acquisition Agreement did not alter the total consideration payable under the KFC Acquisition Agreement nor the method of satisfying that consideration. It was also agreed that the KFC Acquisition Agreement would be conditional only upon Admission.

PART III

DEFINITIONS

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

“Acquisition Agreements”	the Sallies Acquisition Agreement and the KFC Acquisition Agreement
“Acquisitions”	the Sallies Acquisition and the KFC Acquisition
“Act”	the Companies Act 2006 (as amended)
“Admission”	the admission to trading on AIM of the Enlarged Share Capital
“AIM”	the market of that name, owned and operated by the London Stock Exchange
“ARH”	African Renaissance Holdings Limited
“ARH Empowerment Transaction”	the transaction entered into amongst, <i>inter alia</i> , Sallies and ARH pursuant to which Sallies has agreed to sell and ARH has agreed to acquire a 26 per cent. shareholding in each of Witkop and Buffalo Fluorspar Mine (Proprietary) Limited
“Articles”	the articles of association of the Company
“Board”	the Board of Directors
“Buffalo”	either the Buffalo mine or its owner Buffalo Fluorspar Mine (Proprietary) Limited as the context may suggest
“Company” or “Maghreb”	Maghreb Minerals plc, a company incorporated in England and Wales with Registered Number 5146673, proposed to be renamed Fluormin plc at the General Meeting
“Consideration Shares”	up to an aggregate of 586,432,951 Ordinary Shares to be issued in relation to the Acquisitions under the Acquisition Agreements (which will be consolidated into 23,457,318 New Ordinary Shares following the Share Consolidation)
“Convertible Loan Agreement”	the convertible loan agreement entered into among KFC, Kenya Fluorspar LLC and Firebird II in September 2009
“CREST”	the computerised system for trading shares in uncertificated form in the UK operated by Euroclear
“Directors”	the directors of the Company from time to time
“Enlarged Group”	the Company and its subsidiaries following the completion of the Acquisitions
“Enlarged Share Capital”	the issued ordinary share capital of the Company at Admission as enlarged by the Acquisitions
“Euroclear”	Euroclear UK & Ireland Limited, the operator of the system for trading shares in uncertificated form known as “CREST”
“Existing Ordinary Shares”	the 634,129,513 Ordinary Shares in issue immediately prior to the date of this document

“Firebird”	Firebird I and Firebird II or, where the context requires, either of them
“Firebird I”	Firebird Global Master Fund, Ltd
“Firebird II”	Firebird Global Master Fund II, Ltd
“FluorOne”	FluorOne Trading Limited incorporated in the British Virgin Islands with the registered number 1642203 and
“Form of Proxy”	the form of proxy enclosed with this document for use in connection with the General Meeting
“General Meeting”	the general meeting of the Company convened for 10.00 a.m. on 31 August 2011 (or any adjournment thereof) to be held at the offices of Fasken Martineau LLP, 3rd Floor, 17 Hanover Square, London W1S 1HU, notice of which is set out at the end of this document
“Group”	the Company and its subsidiaries from time to time including, where the context so requires, the Enlarged Group
“HDSAs”	historically disadvantaged South Africans, as defined in section 2 of the Mining Charter
“JSE”	the Johannesburg Stock Exchange, licensed under the South African Securities Services Act No. 36 of 2004, operated by JSE Limited (registration number 2005/022939/06), a public company duly incorporated and registered under the company laws of the Republic of South Africa
“Kenya”	the Republic of Kenya and its territories or possessions
“KFC”	Kenya Fluorspar Company Limited, a private Kenyan Company operating the Kenya Fluorspar mine at Kimwarer in Kenya
“KFC Acquisition”	the proposed acquisition by the Company of Firebird’s interests in shares and convertible debentures in KFC pursuant to the KFC Acquisition Agreement
“KFC Acquisition Agreement”	the conditional agreement dated 23 December 2010 made between the Company (1) and Firebird II (2) whereby the Company agreed to purchase Firebird II’s interests in shares in KFC and the KFC Debt, further details of which are set out in paragraph 3 of Part II of this document
“KFC Debt”	all amounts owing by KFC to Firebird II (or any subsequent transferee entity) pursuant to, <i>inter alia</i> , the Convertible Loan Agreement
“KFC Shares”	ordinary shares in the capital of KFC
“London Stock Exchange”	London Stock Exchange plc
“Mining Charter”	the Broad-Based Socio Economic Empowerment Charter for the South African Mining Industry dated 11 October 2002
“Minister of Mineral Resources”	the South African Minister of Mineral Resources
“MPRDA”	the South African Mineral and Petroleum Resources and Development Act of 2004, as amended

“New Articles”	the new articles of association of the Company proposed to be adopted at the General Meeting and a draft of which is available for inspection as referred to in Note 14 to the notice of the General Meeting
“New Ordinary Shares”	ordinary shares of 15 pence each in the capital of the Company arising on the Share Consolidation
“New SA Companies Act”	the South African Companies Act, No 71 of 2008
“Offer”	the offer intended to be made by the Company to the holders of the Sallies Shares it will not acquire pursuant to the Sallies Acquisition, as described in paragraph 2(b)(iii) of Part I of this document
“Offtake Agreements”	the agreements between Maghreb and three subsidiaries of the Purchaser providing for the purchase by Maghreb of fluorspar products, as described in paragraph 2(a)(i) of Part I of this document
“Ordinary Shares”	prior to the Share Consolidation, ordinary shares of 0.6 pence each in the Company
“Record Date”	the record date for the Share Consolidation, being 6.00 p.m. on 31 August 2011, being the date of the General Meeting
“Registrars”	Computershare Investor Services PLC
“Regulated Company”	a company contemplated in section 118(1) and 118(2), as read with section 118(3), of the New SA Companies Act
“Resolutions”	the resolutions to be proposed at the General Meeting as detailed in the notice set out on pages 18 and 19 of this document
“Rubio”	Rubio Investments 391 (Pty) Ltd with SA Registration Number 2011/002557/07
“Sallies”	Sallies Limited, a company listed on the JSE, which, through its subsidiaries, owns Witkop and Buffalo
“Sallies Acquisition”	the proposed acquisition by the Company of shares and debentures in Sallies pursuant to the Sallies Acquisition Agreement
“Sallies Acquisition Agreement”	the conditional agreement dated 23 December 2010, made between the Company (1) Firebird I (2) and Firebird II (3) whereby the Company agreed to purchase Firebird’s interest in shares and debentures in Sallies, further details of which are set out in paragraph 1 of Part II of this document
“Sallies Debentures”	10 per cent. unsubordinated unsecured convertible debentures of ZAR0.50 each issued by Sallies, on which interest is payable on or about 30 June and 31 December of each year until 31 December 2012 and which, if not converted earlier, are repayable on 31 December 2012
“Sallies Shares”	ordinary shares of ZAR 000.1 each in the share capital of Sallies
“Share Consolidation”	the proposed consolidation of each 25 Ordinary Shares, issued or unissued, into one New Ordinary Share, further details of which are set out paragraph 5 of Part I of this document
“Shareholder(s)”	holder(s) of Ordinary Shares (or New Ordinary Shares, as the case may be) from time to time

“South Africa”	the Republic of South Africa and its respective territories or possessions
“Takeover Regulations”	collectively, the New SA Companies Act and the regulations made by the member of the South African Cabinet responsible for companies in terms of sections 120 and 223 of the New SA Companies Act
“TRP”	the Takeover Regulation Panel of South Africa
“Tunisia”	the Republic of Tunisia and its territories and possessions
“Tunisian Disposal”	the disposal of the Group’s interests in its three lead/zinc assets to the Purchaser as described in paragraph 2 of Part I of this document
“UK” or “United Kingdom”	the United Kingdom of Great Britain and Northern Ireland, its territories and possessions
“United States” “US” or “USA”	the United States of America, its territories and possessions, any state of the United States and the District of Columbia
“Witkop”	either the Witkop mine or its owner, Witkop Fluorspar Mine (Proprietary) Ltd, as the context may suggest
“ZAR”	South African Rand, the lawful currency of the Republic of South Africa
“Zriba-Guebli”	the Company’s fluorspar property in Tunisia described in paragraph 2(a)(i) of Part I of this document
“\$”	United States dollars, the lawful currency of the United States.

PART IV

GLOSSARY OF TECHNICAL TERMS

acidspars	acid grade fluorspar
CaF ₂	fluorspar, also known as fluorite, the primary fluorine bearing mineral generally associated with late-crystallising mainly hydrothermal igneous rocks and also associated with hydrothermal mineral deposits not known to be directly related to any igneous body
Indicated Resource	that part of a mineral resource for which tonnage, densities, shape, physical characteristics, grade and mineral content can be estimated with a reasonable degree of confidence. It is based on exploration, sampling and testing information gathered through appropriate techniques from locations such as outcrops, trenches, pits, workings and drill holes. The locations are too widely or inappropriately spaced to confirm geological and/or grade continuity but are spaced closely enough for continuity to be assumed
km ²	a square kilometre
Measured Resource	that part of a mineral resource for which tonnage, densities, shape, physical characteristics, grade and mineral content can be estimated with a high level of confidence. It is based on detailed and reliable exploration, sampling, and testing information gathered through appropriate techniques from locations such as outcrops, trenches, pits, workings and drill holes. The locations are spaced closely enough to confirm geological and/or grade continuity
t	metric tonne (and, where applicable, dry metric tonne)
tpa	means metric tonnes per annum

MAGHREB MINERALS PLC

*(Incorporated and registered in England and Wales under the Companies Act 1985
with the registered number 5146673)*

NOTICE OF GENERAL MEETING

NOTICE IS HEREBY given that a general meeting of Maghreb Minerals plc (the “**Company**”) will be held at the offices of Fasken Martineau LLP at Third Floor, 17 Hanover Square, London W1S 1HU on Wednesday 31 August 2011 at 10.00 a.m. for the purpose of considering and, if thought fit, passing the following resolutions of which the resolutions numbered 1 to 3 will be proposed as Ordinary Resolutions and the resolutions numbered 4 to 6 will be proposed as a Special Resolutions:

ORDINARY RESOLUTIONS

1. THAT the “**Acquisitions**” (as defined in the letter sent to the Company’s Shareholders dated 12 August 2011 (the “**Circular**”) be and are hereby approved and the Directors be and are hereby authorised, for and on behalf of the Company, to finalise all matters set out in the “**Acquisition Agreements**” (as defined in the Circular) and to do all other matters provided therein or related to the Acquisitions and, at their sole discretion, to amend, waive, vary and/or extend any of the terms of either or both the Acquisition Agreements and/or any other document referred to therein and/or connected with either or both the Acquisitions in whatever way they may consider to be necessary and/or desirable or do all such acts and/or things as they may consider necessary and/or desirable in connection with the Acquisitions provided that there is no material change to the substance of the terms and conditions of either or both the Acquisitions or either or both of the Acquisition Agreements, as set out and defined in the Circular.
2. THAT, conditionally upon resolution 1 being duly passed by the Shareholders as an ordinary resolution, pursuant to Article 43 of the articles of association of the Company, every 25 Ordinary Shares of £0.006 (Six Tenths of a Penny) each in the capital of the Company be and are hereby consolidated into 1 New Ordinary Share of £0.15 (Fifteen Pence) in the capital of the Company with effect from 6.00 p.m. on the date of passing of this resolution and all fractional entitlements arising from such consolidation of the issued ordinary shares of 1 pence each in the capital of the Company shall be aggregated into New Ordinary Shares and, as soon as practicable after Admission, sold in the open market at the best price reasonably obtainable and the aggregate proceeds (net of expenses) retained by the Company.
3. THAT, conditionally upon resolution 1 being duly passed by the Shareholders as an ordinary resolution, the Directors of the Company be and are hereby generally and unconditionally authorised, in substitution for all previous powers granted to them, to allot relevant securities within the meaning of section 551 of the Companies Act 2006, up to an aggregate nominal amount of £10,653,103.90 generally, and up to a further nominal amount of £2,322,740 in connection with the Offer (as defined in the letter sent to the Company’s Shareholders dated 12 August 2011), and such authority shall expire on 30 June 2012 or (if earlier) the conclusion of the 2012 annual general meeting of the Company save that the Company may before such expiry make an offer or enter into an agreement which would or might require relevant securities to be allotted after such expiry and the directors may allot relevant securities in pursuance of such offer or agreement as if the authority conferred hereby had not expired.

SPECIAL RESOLUTIONS

4. THAT, conditionally upon resolutions 1 and 3 being duly passed by the Shareholders as ordinary resolutions, the Directors of the Company be authorised and empowered pursuant to section 571 of Companies Act 2006 (the “**2006 Act**”) (in substitution for all powers previously granted thereunder) to allot equity securities (as defined in section 560 of the Act) for cash pursuant to the section 551(1) authority referred to in resolution 3 of this Notice as if section 561(1) of the Act did not apply to any such allotment, and such power shall expire on 30 June 2012 or (if earlier) the conclusion of the 2012 annual general meeting of the Company, and such power is limited to the allotment of equity securities:

- (a) in connection with rights issues to holders of ordinary shares where the equity securities respectively attributable to the interests of such holders are proportionate (as nearly as may be practicable) to the respective numbers of ordinary shares held by them, but subject to such exclusions or other arrangements as the directors may deem necessary or expedient to deal with any fractional entitlements or any legal or practical problems under the law of, or the requirements of, any regulatory body or any recognised stock exchange in any territory;
- (b) in connection with the issue of equity securities up to an aggregate nominal amount of £1,134,506.00 in respect of the grant of options by the Company to or for the benefit of directors and employees or former directors and employees or members of their families, providers of services to the Company on an ongoing basis, and persons who have provided or are expected to provide a service or services of considerable value to the Company (and the subsequent exercise of such options); and
- (c) (otherwise than pursuant to paragraphs (a) and (b) above) up to a maximum aggregate nominal amount of £6,000,000;

provided that the Company may, before the expiry of this power, make an offer or agreement which would or might require equity securities to be allotted after the expiry of this power and the directors may allot equity securities in pursuance of such an offer or agreement as if the power had not expired.

- 5. THAT, conditionally upon resolutions 1 and 2 being duly passed by the Shareholders as ordinary resolutions, the New Articles of Association produced at the meeting marked "A" and initialled by the Chairman of the meeting (for the purposes of identification only) be and are hereby adopted to the exclusion of, and in substitution for, the existing articles of association of the Company.
- 6. THAT, conditionally upon resolution 1 being duly passed by the Shareholders as an ordinary resolution, the name of the Company be and is hereby changed to Fluormin plc.

By order of the Board:

Stephen Purr
Secretary

Registered office:
25 Moorgate
London
EC2R 6AY

12 August 2011

Notes to the Notice of General Meeting

Entitlement to attend and vote

1. Pursuant to Regulation 41 of the Uncertificated Securities Regulations 2001, the Company specifies that only those members registered on the Company's register of members at 9.00 a.m. on Tuesday 30 August 2011 or, if this meeting is adjourned, at 9.00 a.m. on the day two days prior to the adjourned meeting, shall be entitled to attend and vote at the meeting.

Appointment of proxies

2. If you are a member of the Company at the time set out in note 1 above, you are entitled to appoint a proxy to exercise all or any of your rights to attend, speak and vote at the meeting and you should have received a proxy form with this notice of meeting. You can only appoint a proxy using the procedures set out in these notes and the notes to the proxy form.
3. If you are not a member of the Company but you have been nominated by a member of the Company to enjoy information rights, you do not have a right to appoint any proxies under the procedures set out in this "Appointment of proxies" section. Please read the section "Nominated persons" below.
4. A proxy does not need to be a member of the Company, but must attend the meeting to represent you. Details of how to appoint the Chairman of the meeting or another person as your proxy using the proxy form are set out in the notes to the proxy form. If you wish your proxy to speak on your behalf at the meeting you will need to appoint your own choice of proxy (not the Chairman) and give your instructions directly to them.
5. You may appoint more than one proxy provided each proxy is appointed to exercise rights attached to different shares. You may not appoint more than one proxy to exercise rights attached to any one share. To appoint more than one proxy, it will be necessary to notify the Registrar in accordance with Note 7 below.
6. A vote withheld is not a vote in law, which means that the vote will not be counted in the calculation of votes for or against the resolution. If no voting indication is given, your proxy will vote or abstain from voting at his or her discretion. Your proxy will vote (or abstain from voting) as he or she thinks fit in relation to any other matter which is put before the meeting.

Appointment of proxy using hard copy proxy form

7. The notes to the proxy form explain how to direct your proxy to vote on each resolution or withhold their vote. To appoint a proxy using the proxy form, the form must be:
 - completed and signed;
 - sent or delivered to Computershare Investor Services PLC, The Pavilions, Bridgwater Road, Bristol BS99 6ZY; and
 - received by Computershare Investor Services PLC no later than 10.00 a.m. on Tuesday 30 August 2011.

In the case of a member which is a company, the proxy form 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 proxy form is signed (or a duly certified copy of such power or authority) must be included with the proxy form.

Appointment of proxy by joint members

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

Changing proxy instructions

9. To change your proxy instructions simply submit a new proxy appointment using the methods set out above. Note that the cut-off time for receipt of proxy appointments (see above) also applies in relation to amended instructions; any amended proxy appointment received after the relevant cut-off time will be disregarded.

Where you have appointed a proxy using the hard-copy proxy form and would like to change the instructions using another hardcopy proxy form, please contact Computershare Investor Services PLC, The Pavilions, Bridgwater Road, Bristol BS99 6ZY.

If you submit more than one valid proxy appointment, the appointment received last before the latest time for the receipt of proxies will take precedence.

Termination of proxy appointments

10. 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 Computershare Investor Services PLC, The Pavilions, Bridgwater Road, Bristol, BS99 6ZY. 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.

In either case, the revocation notice must be received by Computershare Investor Services PLC no later than 10.00 a.m. on Tuesday 30 August 2011. If you attempt to revoke your proxy appointment, but the revocation is received after the time specified then, subject to the paragraph directly below, your proxy appointment will remain valid.

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

Issued shares and total voting rights

11. As at 6.00 p.m. on 11 August 2011 the Company's issued share capital comprises 634,125,513 ordinary shares of 0.6 pence each. Each ordinary share carries the right to one vote at a general meeting of the Company and, therefore, the total number of voting rights in the Company as at 6.00 p.m. on 11 August 2011 is 634,125,513.

Nominated persons

12. If you are a person who has been nominated under section 146 of the Companies Act 2006 to enjoy information rights (**Nominated Person**):
- You may have a right under an agreement between you and the member of the Company who has nominated you to have information rights (Relevant Member) to be appointed or to have someone else appointed as a proxy for the Meeting.
 - If you either do not have such a right or if you have such a right but do not wish to exercise it, you may have a right under an agreement between you and the Relevant Member to give instructions to the Relevant Member as to the exercise of voting rights.
 - Your main point of contact in terms of your investment in the Company remains the Relevant Member (or, perhaps, your custodian or broker) and you should continue to contact them (and not the Company) regarding any changes or queries relating to your personal details and your interest in the Company (including any administrative matters). The only exception to this is where the Company expressly requests a response from you.

Voting

13. Voting on all resolutions will be conducted by way of a poll rather than on a show of hands.

Documents on display

14. Copies of the New Articles will be available for inspection at the Company's registered office from the date of this document until the date of the Meeting, and at the place of the Meeting:
- for at least 15 minutes prior to the Meeting; and
 - during the Meeting.

Communication

15. Except as provided above, members who have general queries about the Meeting should use the following means of communication (no other methods of communication will be accepted):
- 15.1 calling our shareholder helpline on 0870 707 1131 (calls cost approximately 10 pence per minute plus network extras) or +44 (0) 870 707 1131 from outside of the UK. Lines are open Monday to Friday, 9.00 a.m. to 5.00 p.m.; or
- 15.2 by facsimile to +44 (0) 870 703 6101 or by email to webcorres@computershare.co.uk.

You may not use any electronic address provided either in this notice of general meeting, or any related documents (including the chairman's letter and proxy form) to communicate with the Company for any purposes other than those expressly stated.

