

Dear HaloSource, Inc. Shareholder,

**Placing of new common shares and request for shareholder approval and waiver;
IMMEDIATE ACTION REQUIRED**

This letter seeks approval and a waiver from you as a shareholder of HaloSource (“**HaloSource**” or “**the Company**”) to enable the immediate issue of new Common Shares of the Company as further defined and detailed in the “Completion of Placing” and the “Action to be Taken” sections of this letter.

Completion of Placing

HaloSource is expected to announce shortly the successful conditional placing of 63,636,363 new common shares (the “**Placing Shares**”) to new investors (the “**Placing**”) at an expected price of 11 pence per Placing Share (the “**Placing Price**”) to raise approximately £7 million (\$11.2 million).

HaloSource intends to use the net proceeds of the Placing for general working capital purposes and to continue growth across its Drinking Water and Environmental Water segments. Liberum is acting as sole broker in relation to the Placing.

The Placing Shares will be issued credited as fully paid and will rank equally with the existing Ordinary Shares (“**Common Shares**”), including the right to receive all dividends and other distributions declared in respect of such shares after the date of their issue and carrying one vote each. The Placing Shares will represent approximately 29% of the enlarged issued Common Share capital of the Company. Following the Placing, and assuming the Placing Price as noted above, the total issued share capital of the Company will comprise 220,230,404 Common Shares of no par value, of which 152,974,876 will be trading or eligible for trading on AIM, a market of the London Stock Exchange plc (“**AIM**”), under the ticker HAL, the Reg S line, and 67,255,528 will be trading on AIM under the ticker HALO, the unrestricted line.

Action to be Taken

Amendment to Articles of Incorporation. Our Seventh Amended and Restated Articles of Incorporation (“**Articles**”) authorize 200,000,000 total Common Shares for issuance by the Company. The total issued share capital of the Company comprises 156,594,041 Common Shares currently and if we complete the Placing we will issue an additional 63,636,363 Common Shares, for a total of 220,230,404 Common Shares. In order to have sufficient authorized capital to issue the expected number of Placing Shares, to allow for any increase in the final number of Placing Shares, and to provide for future issuances, we are asking for an increase in our authorized capital to 400,000,000 Common Shares. An amendment to the Articles requires shareholder approval by the affirmative vote or consent of a majority of the Company's outstanding Common Shares.

Preemptive Rights Waiver. The Articles provide that each shareholder shall have a pre-emption right to purchase its pro rata share of any new shares that the Company may propose to sell and issue wholly for cash and that will be admitted to trading on AIM (“**Preemptive Rights**”). The Preemptive Rights of all shareholders may be waived by existing shareholders of the Company holding 75 per cent. of the Company's outstanding Common Shares.

Approval and Waiver. The Company wishes to complete the Placing in an expedient fashion by obtaining shareholder approval of the Amendment to Articles of Incorporation and the waiver of Preemptive Rights from the requisite number of existing shareholders. Accordingly, through our agent Computershare we are distributing to all shareholders our proxy and waiver solicitation with our shareholder information statement. We ask that you follow instructions to register your vote and waiver as soon as possible.

On obtaining the requisite shareholder approval and waiver, the Company will apply for admission of the Placing Shares to trading on AIM ("**Admission**"). Admission is expected to occur at 8:00 a.m. 18 November 2014 (or such later time as Liberum Capital Limited and the Company may agree, being not later than 8:00 a.m. on 2 December 2014).

If you have any questions regarding this corporate action, please contact Craig Crowell on 001-425-881-6464 or ccrowell@halosource.com.

Yours faithfully,

Jerry Wetherbee
Non-Executive Chairman
HaloSource, Inc.



PROXY INFORMATION STATEMENT

For the Special Shareholders Meeting
To be Held on 17 November, 2014

INFORMATION CONCERNING SOLICITATION AND VOTING

This document is important and requires your immediate attention. If you are in any doubt as to the action you should take, you should consult your stockbroker, bank manager, solicitor, accountant, or other professional independent adviser authorized under the Financial Services and Markets Act 2000. If you have sold all of your shares, please pass this document and its enclosures to the stockbroker or other agent through whom the sale was effected, for transmission to the purchaser.

General

The enclosed Proxy is solicited on behalf of the Board of Directors of HaloSource, Inc. ("**Company**") for use at the Company's Special Shareholders Meeting to be held on 17 November 2014 at 9:30 a.m., pacific standard time, or any postponement or adjournment thereof (the "**Special Meeting**"), for the purposes set forth below and in the Notice of Special Meeting. The Special Meeting will be held at the offices of the Company located at 1725 220th Street SE, Suite 103, Bothell, Washington 98021.

The Company's issued share capital at 28 October 2014 (the "**Record Date**") was 156,594,041 shares of common stock ("**Common Shares**"), also called Ordinary Shares, carrying one vote each.

Pursuant to Washington Law and the terms of the Company Articles of Incorporation (the "**Articles**") and Bylaws (the "**Bylaws**") as in effect on the date of the Special Meeting, shareholders holding Common Shares as of the Record Date are entitled to one vote for each Common Share held on all matters on which such stock is entitled to vote at the Special Meeting.

We are asking you to execute the enclosed Proxy Form or otherwise take action to appoint our representative as your proxy in connection with voting on the matters set forth in this information statement at the Special Meeting. Any person giving a proxy pursuant to this solicitation has the power to revoke it at any time before it is voted. It may be revoked by filing with the Corporate Secretary of the Company, at 1725 220th Street SE, Suite 103, Bothell, Washington 98021, a written notice of revocation or a duly executed proxy bearing a later date, or it may be revoked by attending the meeting and voting in person. Attendance at the Special Meeting will not, by itself, revoke a proxy.

To execute the proxy or otherwise authorize a vote on your behalf please follow the instructions on the Proxy Form. The representative will vote your shares in accordance with your directions as set forth on the Proxy Form.

At the meeting, the shareholders will be asked to vote in connection with the following matters:

AMENDMENT TO ARTICLES OF INCORPORATION

The Company is seeking to offer and sell on the AIM market of the London Stock Exchange plc ("**AIM**") newly issued Common Shares (the "**Placing Shares**") to new investors (the "**Placing**") at an expected price of 11 pence per Placing Share (the "**Placing Price**") to raise approximately £7 million (\$11.2 million). Following issuance, the Placing Shares will be trading or eligible for trading on AIM under the ticker HAL, the Reg S line. Prior issued shares not held by affiliates trade on AIM under the ticker HALO, the unrestricted line.

The Board of Directors of the Company (the "**Board**") has determined it is in the best interests of its shareholders to raise these funds to bolster the capitalization of the Company and intends to use the net proceeds of the Placing for general working capital purposes and to continue growth across its Drinking Water and Environmental Water segments. Liberum is acting as sole broker in relation to the Placing.

Our Seventh Amended and Restated Articles of Incorporation ("**Articles**") authorize 200,000,000 total Common Shares for issuance by the Company. The issued share capital of the Company currently totals 156,594,041 Common Shares, and if we complete the Placing the Company will issue an additional 63,636,363 Common Shares, for a total of 220,230,404 Common Shares. In order to have sufficient authorized capital to (i) issue the expected number of Placing Shares, (ii) issue any Common Shares issuable due to an increase in the final

number of Placing Shares, and (iii) issue additional shares pursuant to offerings or commitments that may take place in the future, we are asking for an increase in our authorized capital to 400,000,000 Common Shares.

The resolution we are asking shareholders to approve is as follows:

RESOLVED, that the Seventh Amended and Restated Articles of Incorporation of HaloSource, Inc., a Washington corporation are amended to increase the total number of shares which the Company is authorized to issue to four hundred million (400,000,000), by adoption of the following to replace in its entirety Article 3 thereof, and the filing of the Eighth Amended and Restated Articles of Incorporation incorporating, with no other revisions, the amendment approved hereby:

ARTICLE 3. SHARES

The total number of shares which the Corporation is authorized to issue is four hundred million (400,000,000), consisting of four hundred million (400,000,000) shares of common stock, no par value per share ("Common Stock").

Vote Required and Board Recommendation

Pursuant to the Articles, an amendment to the Articles requires the affirmative vote or consent of a majority of the Company's outstanding Common Shares.

The Board recommends a vote FOR approval of the resolution.

OTHER MATTERS

WAIVER OF PREEMPTIVE RIGHTS

Separately, but in connection with the Placing, the Company is seeking the following waiver from shareholders of the Company to enable the immediate completion of the Placing.

Preemptive Rights Waiver. The Articles provide that each shareholder shall have a pre-emption right to purchase its pro rata share of any new shares that the Company may propose to sell and issue wholly for cash and that will be admitted to trading on AIM ("**Preemptive Rights**"). The Preemptive Rights of all shareholders may be waived by existing shareholders of the Company holding 75 per cent. of the Company's outstanding Common Shares.

Waiver Required and Board Recommendation

Pursuant to the Articles, the Preemptive Rights of all shareholders may be waived by existing shareholders of the Company holding 75 per cent. of the Company's outstanding Common Shares.

The Board recommends action in favour of granting the waiver.

General Recommendation of the Board of Directors

The Board considers that the resolution and waiver contained in this Proxy Information Statement and to be proposed at the Special Meeting are in the best interests of the Company and shareholders as a whole and recommend that you vote in favour of the resolution and approve the waiver. Directors who hold shares in the Company intend to vote in favour of these resolutions in respect of their own beneficial holdings and to approve the waiver.

NOTES AND INFORMATION

(1) The documents noted at (i) and (ii) below are available for inspection during normal business hours at the Company's current headquarters located at 1725 220th Street SE, Suite 103, Bothell, Washington 98021 on any business day and will be available at the place where the Special Meeting is being held from 15 minutes prior to and during the meeting:

- i. Copies of the Seventh Amended and Restated Articles of Incorporation as currently in effect and the Eighth Amended and Restated Articles of Incorporation incorporating the newly proposed Article 3; and
- ii. Copies of the Company's Bylaws as currently in effect.

(2) To be admitted to the meeting, shareholders are asked to bring identification and their admittance pass or notice of availability card, if any, that they have received through the post and be able to confirm their name and address as it appears on the register.

(3) Any shareholder attending the Special Meeting has the right to ask questions. The Company must cause to be answered any such question relating to the business being dealt with at the meeting but no such answer need be given if (a) to do so would interfere unduly with the preparation for the meeting or involve the disclosure of confidential information, (b) the answer has already been given on the Company's website (www.halosource.com) in the form of an answer to a question, or (c) it is undesirable in the interests of the Company or the good order of the meeting that the question be answered.

(4) Only holders of Ordinary Shares (Common Shares) on the register at and as of 6.00 pm on the Record Date shall be entitled to attend and/or vote at the Special Meeting. Such shareholders can vote in respect of the number of shares registered in their names at that time, but any subsequent changes to the register shall be disregarded in determining rights to attend and vote. All votes will be tabulated by the inspector of elections appointed for the Special Meeting, who will separately tabulate affirmative and negative votes and abstentions. A shareholder who is present in person or by proxy and who abstains from taking any of the shareholder action described in this proxy statement will be included in the number of shareholders present at the Special Meeting for the purpose of determining the presence of a quorum. Abstentions will not be counted in any of the proposals because they are not considered votes cast.

(5) The Bylaws provide that except as otherwise provided in the Washington Business Corporation Act (the "Act") or the Articles, at any meeting of the shareholders, a majority in interest of all the shares entitled to vote on a matter, represented by shareholders of record in person or by proxy, shall constitute a quorum of that voting group for action on that matter. The following specific terms of the Bylaws and others not summarized here may be applicable in connection with the Special Meeting and votes of the shareholders at the Special Meeting:

Once a share is represented at a meeting, other than to object to holding the meeting or transacting business, it is deemed to be present for quorum purposes for the remainder of the meeting and for any adjournment of that meeting unless a new record date is or must be set for the adjourned meeting. At such reconvened meeting, any business may be transacted that might have been transacted at the meeting as originally notified.

If a quorum exists, action on a matter is approved by a voting group if the votes cast within the voting group favoring the action exceed the votes cast within the voting group opposing the action, unless the question is one upon which by express provision of law or of the Articles of Incorporation or of these Bylaws a different vote is required.

Shareholders of record may vote at any meeting either in person or by proxy. A shareholder may appoint a proxy to vote for the shareholder by submission of (a) a written appointment form signed by the shareholder or the shareholder's attorney-in-fact, or (b) an electronic transmission sent in accordance with the provisions for electronic notice under the Bylaws. An appointment of proxy is effective when an appointment form or an electronic transmission (or documentary evidence thereof, including verification information) is received by the person authorized to tabulate votes for the Company. The proxy has the same power to vote as that possessed by the shareholder, unless the appointment form or electronic transmission contains an express limitation on the power to vote or direction as to how to vote the shares on a particular matter, in which event the Company must tabulate the votes in a manner consistent with that limitation or direction. Any proxy regular on its face shall have a rebuttable presumption of validity. No proxy shall be valid after eleven (11) months from the date of its execution, unless otherwise provided in the appointment form or electronic transmission.

A majority of the shares represented at the meeting, even if less than a quorum, may adjourn the meeting from time to time. At such reconvened meeting at which a quorum is present any business may be transacted at the meeting as originally notified. If a meeting is adjourned to a different date, time, or place, notice need not be given of the new date, time, or place if a new date, time, or place is announced at the meeting before adjournment; however, if a new record date for the adjourned meeting is or must be fixed in accordance with the

corporate laws of the State of Washington, notice of the adjourned meeting must be given to persons who are shareholders as of the new record date

No business may be transacted at an annual or special meeting of shareholders other than business that is:

(a) specified in the notice of meeting (or any supplement thereto) given by or at the direction of the Board (or any duly authorized committee thereof);

(b) otherwise properly brought before the meeting by or at the direction of the Board (or any duly authorized committee thereof); or

(c) otherwise properly brought before the meeting:

(i) by a shareholder that holds of record stock of the Company entitled to vote at the meeting on such matter (including any election of a director) ("**Record Holder**") or a person (a "**Nominee Holder**") that holds such stock through a nominee ("street name" or depository interest registrar) holder of record of such stock and can demonstrate to the Company such indirect ownership of, and such Nominee Holder's entitlement to vote, such stock on such matter; and

(ii) such shareholder complies with the specific notice procedures set forth in the Bylaws (such Record and Nominee Holders are referred to as "**Noticing Shareholders**").

In order for a Noticing Shareholder to properly bring any item of business before a meeting of shareholders, timely notice must be given in proper written form to the secretary of the Company.

To be timely, a Noticing Shareholders' notice shall be delivered to the secretary at the principal executive offices of the Company:

(i) as to an annual meeting, not earlier than the close of business on the 120th day and not later than the close of business on the 90th day prior to the first anniversary of the preceding year's annual meeting; provided, however, that in the event that the date of the annual meeting is more than 30 days before or more than 60 days after such anniversary date, notice by the shareholder to be timely must be so delivered not earlier than the close of business on the 120th day prior to the date of such annual meeting and not later than the close of business on the later of the 90th day prior to the date of such annual meeting or, if the first public announcement of the date of such annual meeting is less than 100 days prior to the date of such annual meeting, not later than the 10th day following the day on which public announcement of the date of such meeting is first made by the Company; or

(ii) as to a special meeting, not later than the close of business on the date of delivery of the first shareholder demand in compliance with Section 23B.07.020(a) of the Act.

In no event shall any adjournment or postponement of an annual or special meeting, or the announcement thereof, commence a new time period for the giving of a shareholder's notice as described above.

To be in proper form, a Noticing Shareholder's notice to the secretary of the Company must:

(i) set forth, as to the Noticing Shareholder and, if the Noticing Shareholder holds for the benefit of another, the beneficial owner, on whose behalf the nomination or proposal is made:

(A) the name and address of such Noticing Shareholder, as they appear on the Company's books and, if the Noticing Shareholder holds for the benefit of another, the name and address of such beneficial owner (collectively "**Holder**"),

(B) the following information:

(1) the class or series and number of shares of the Company which are, directly or indirectly, owned beneficially and/or of record;

(2) any option, warrant, convertible security, stock appreciation right, or similar right with an exercise or conversion privilege or a settlement payment or mechanism at a price related to any class or series of shares of the Company or with a value derived in whole or in part from the value of any class or series of shares of the Company, whether or not such instrument or right shall be subject to settlement in the underlying class or series of capital stock of the Company or otherwise (a "**Derivative Instrument**") that is directly or indirectly owned beneficially and any other direct or indirect opportunity to profit or share in any profit derived from any increase or decrease in the value of shares of the Company;

(3) any proxy, contract, arrangement, understanding, or relationship pursuant to which such Holder has a right to vote or has granted a right to vote any shares of any security of the Company;

(4) any short interest in any security of the Company (for purposes of this Bylaw a person shall be deemed to have a short interest in a security if such Holder directly or indirectly, through any contract, arrangement, understanding, relationship or otherwise, has the opportunity to profit or share in any profit derived from any decrease in the value of the subject security);

(5) any rights to dividends on the shares of the Company owned beneficially by such Holder that are separated or separable from the underlying shares of the Company;

(6) any proportionate interest in shares of the Company or Derivative Instruments held, directly or indirectly, by a general or limited partnership or limited liability company or similar entity in which such Holder is a general partner or, directly or indirectly, beneficially owns an interest in a general partner, is the manager, managing member or directly or indirectly beneficially owns an interest in the manager or managing member of a limited liability company or similar entity;

(7) any performance-related fees (other than an asset-based fee) that such Holder is entitled to which is based on any increase or decrease in the value of shares of the Company or any Derivative Instruments; and

(8) the information called for by (1) through (7) for any members of such Holder's immediate family sharing the same household;

(C) such information shall be provided as of the date of the notice required by (B) and any changes in the information required by (B) between the initial disclosure and the record date for the meeting shall be disclosed by such Holder in a supplemental notice to be provided to the Company not later than 10 days after the record date for the meeting;

(D) any other information relating to such Holder, that would be required to be disclosed in a proxy statement or other filings required to be made in connection with solicitations of proxies for, as applicable, the proposal and/or for the election of directors in a contested election pursuant to Section 14 of the Securities and Exchange Act of 1934 and the rules and regulations promulgated thereunder;

(ii) if the notice relates to any business other than a nomination of a director or directors that the shareholder proposes to bring before the meeting, such notice must set forth:

(A) a brief description of the business desired to be brought before the meeting, the reasons for conducting such business at the meeting and any material interest of such Holder, in such business, and

(B) a description of all agreements, arrangements and understandings, direct and indirect, between such Holder, and any other person or persons (including their names) in connection with the proposal of such business by such shareholder;

(iii) set forth, as to each person, if any, whom the Holder proposes to nominate for election or reelection to the Board the specific information required in the Bylaws; and

(iv) with respect to each nominee for election or reelection to the Board, include a completed and signed questionnaire, representation and agreement required by the Bylaws.

The Corporation may require any proposed nominee to furnish such other information as may reasonably be required by the Company to determine the eligibility of such proposed nominee to serve as an independent director of the Company or that could be material to a reasonable shareholder's understanding of the independence, or lack thereof, of such nominee.

In the event that the number of directors to be elected to the Board is increased and there is no public announcement by the Company naming all of the nominees for director or specifying the size of the increased Board at least 100 days prior to the first anniversary of the preceding year's annual meeting, a shareholder's notice required by the Bylaws shall also be considered timely, but only with respect to nominees for any new positions created by such increase, if it shall be delivered to the secretary at the principal executive offices of the Company not later than the close of business 10 days following the day on which such public announcement is first made by the Company.

Only such persons who are nominated in accordance with the procedures set forth in the Bylaws shall be eligible to serve as directors and only such business shall be conducted at a meeting of shareholders as shall have been brought before the meeting in accordance with the procedures set forth in the Bylaws. Except as otherwise provided by law, the Articles or the Bylaws, the Chairman of the meeting shall have the power and duty to determine whether a nomination or any business proposed to be brought before the meeting was made or proposed, as the case may be, in accordance with the procedures set forth in the Bylaws and, if any proposed

nomination or business is not in compliance with the Bylaws, to declare that such defective proposal or nomination shall be disregarded.

(6) Any shareholder is entitled to appoint one or more proxies to exercise all or any of his/her rights to attend the Special Meeting and to speak and act on his/her behalf. If a member appoints more than one proxy, each proxy must be appointed to exercise the rights attached to a different share or shares held by that member. 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 is enclosed with these materials and is available from the Company's assistant corporate secretary, Craig Crowell, by email at ccrowell@halosource.com. To be effective, a duly completed Form of Proxy, together with any power of attorney or other authority under which it is signed or a notarially certified copy of such power or authority, must reach Computershare USA, the Company's agent for receipt of proxies, or, in the case of a proxy appointed electronically, the electronic address specified for this purpose on the form of proxy delivered herewith or company's website (please see 'Electronic Voting' on the homepage of www.halosource.com) by 9:30 a.m. on 14 November, 2014 (or not less than 48 hours before the time fixed for any adjourned meeting).

If two or more valid but differing appointments of a proxy are received in respect of the same share for use at the same meeting, the one which is last received (regardless of its date or the date of its signature) shall be treated as replacing and revoking the others as regards that share; if the Company is unable to determine which was last received, none of them shall be treated as valid in respect of that share.

(7) Unless voting instructions are indicated on the Form of Proxy, a proxy may vote or withhold his vote as he thinks fit on the resolutions or on any other business (including amendments to resolutions) which may come before the meeting. A vote withheld is not a vote in law and will not be counted in the calculation of the proportion of votes for or against a resolution.

(8) If you are an ordinary shareholder and wish to attend the Special Meeting, the return of the Form of Proxy or the appointment of a proxy via the electronic voting instructions on the Special Meeting proxy card enclosed herewith will not prevent you from attending and voting in person. In the case of joint holders, any one holder may vote. If more than one holder is present at the meeting, only the vote of the senior will be accepted, seniority being determined by the order in which names appear on the register.

(9) A shareholder must inform the Company in writing of any termination of the authority of a proxy.

(10) Any corporation which is a shareholder can appoint one or more corporate representatives who may exercise on its behalf all of its powers as a shareholder provided that, if it is appointing more than one corporate representative, it does not do so in relation to the same shares.

(11) At, or as soon as practicable following the Special Meeting, the results of the voting at the meeting and the number of votes cast for and against and the number of votes withheld in respect of each resolution will be announced publicly and placed on the Company's website (www.halosource.com).

(12) A copy of this Special Meeting notice can be found at the Company's website (www.halosource.com).

(13) Any electronic address provided either in this Special Meeting notice or any related documents may not be used to communicate with the Company for any purposes other than those expressly stated.

(14) The Company's Ordinary Shares trade on the London Stock Exchange's AIM Market and the trading symbol is HALO.

(15) Shares sold in the Placings completed on 18 October 2010 and 19 October 2012, respectively, were/are for United States securities law purposes considered restricted shares and for a period after original issuance traded in certificated form. The ISIN for such restricted certificated shares is USU406391077, and the trading symbol is HAL. Shares issued on exercise of employee stock options and on cash exercise of existing warrants are for United States securities law purposes considered restricted shares and for a period after original issuance trade in certificated form. The ISIN for such restricted certificated shares is USU406391077, and the trading symbol is HAL. The ISIN for shares that have entered the market as a result of selling shareholders or that have past the restriction period and trade electronically on CREST is US40638H1086, and the trading symbol is HALO.

Electronic communications

HaloSource encourages its shareholders to help it reduce the environmental impact by registering to receive shareholder communications electronically by email and via the Internet. Receiving documents electronically helps us reduce our printing, paper and postage costs. We believe shareholders who register also receive information more quickly and simply.

To receive communications and documents electronically, please register your email address at the address for electronic voting set forth on the enclosed Special Meeting proxy card and we will send you an email letting you know that the shareholder documents are available online at our website (ir.halosource.com) for you to view or download.

The Board knows of no other matters to be submitted to the shareholders at the Special Meeting. If any other matters properly come before the meeting, the proxy holders will vote the shares they represent in such manner as the Board may recommend.

By Order of the Board of Directors



Martin Coles
President and Chief Executive Officer
28 October 2014

Company Information
ir.halosource.com

Corporate Secretary

Craig Crowell
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