

Appendix

SCRIP DIVIDEND ALTERNATIVE - TERMS AND ELECTION

(1) Terms of election

Ordinary Shareholders with Ordinary Shares registered in their names at the close of business on 31 May 2019 (the "**Record Date**") may elect to receive the whole or any part of their entitlement to the Proposed Dividend on such Ordinary Shares in the form of Scrip Dividend Shares, credited as fully paid at the Scrip Issue Price per share (as defined below), instead of in cash.

Pursuant to article 36.15.4 of the Articles, the Scrip Issue Price will be an amount equal to the average middle-market quotation for the Company's ordinary shares between 30 May 2019 and 5 June 2019 inclusive. It is intended that the Scrip Issue Price will be announced on 6 June 2019.

No fraction of a Scrip Dividend Share can be allotted and the cash representing any fractional entitlement to a Scrip Dividend Share will be dealt with as described in paragraph 3 below. All elections will be subject to fulfilment of the conditions specified in paragraphs 2 and 6 below. If the conditions are not satisfied, an election will automatically become void and the relevant Ordinary Shareholders will receive the Proposed Dividend in cash in the usual way. The entitlement to receive Scrip Dividend Shares under the Scrip Dividend Alternative is personal and non-transferable.

If the Directors decide to offer Scrip Dividend Shares instead of a cash dividend in respect of any future periods you will be informed separately.

(2) Conditions

The Scrip Dividend Alternative is conditional on the passing of the corresponding Resolutions to be proposed at the AGM to be held on or around 20 May 2019.

The Directors have the power at any time up to 5.00pm on 10 June 2019 to revoke their decision to offer Scrip Dividend Shares instead of a cash dividend. It is envisaged that the Directors would only revoke this decision in the event of a change in market conditions or a significant fall in the price of the Ordinary Shares, such that the Directors consider that the Scrip Dividend Alternative would be substantially less beneficial to Ordinary Shareholders electing to receive the Scrip Dividend Alternative.

(3) Fractional Entitlements

Fractions of Ordinary Shares cannot be issued. Any residual cash amount representing a fraction of a Scrip Dividend Share arising as a result of an election for the Scrip Dividend Alternative in respect of all or part of a holding will never exceed the reference value of one Ordinary Share. Rather than incur the administration and cost of paying such small amounts to individual Ordinary Shareholders, any residual cash amount will be carried forward to future scrip dividends.

(4) Basis of Entitlement

Your entitlement to Scrip Dividend Shares under the Scrip Dividend Alternative in respect of the Proposed Dividend is based on the reference price per new Ordinary Share in pence, being in this case the Scrip Issue Price.

The formulae used for calculating the Scrip Dividend Share entitlement are as follows:

(i) Calculation of Aggregate Proposed Dividend

Number of Ordinary Shares as at the Record Date for which an election for the Scrip Dividend Alternative is made	x	2.75 pence per Ordinary Share	=	Aggregate Proposed Dividend available for Scrip Dividend Alternative ("Z")
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(ii) Calculation of number of Scrip Dividend Shares

Z ÷ reference price per Ordinary Share	=	Number of Scrip Dividend Shares (rounded down to the nearest whole number of Ordinary Shares)
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(5) How to make an election for the Scrip Dividend Alternative

To elect to receive Scrip Dividend Shares in respect of the whole or any part of your entitlement to the Proposed Dividend, please complete the Scrip Dividend Election attached to this appendix and send it to the Company's registrars, Equiniti, at Aspect House, Spencer Road, Lancing BN99 6DA as soon as possible and in any event so as to be received not later than 5.00pm on Monday 10 June 2019.

The Scrip Dividend Election will apply to the number of Ordinary Shares registered in your name at close of business on the Record Date for the Proposed Dividend and for which you have elected to exercise the Scrip Dividend Alternative. If you acquire or dispose of any Ordinary Shares, the Scrip Dividend Election will continue to apply (until revoked) to the number of Ordinary Shares registered in your name on the relevant future record dates.

If you are a CREST shareholder, and you elect to receive the Scrip Dividend Alternative in respect of less than your entire holding of Ordinary Shares, you will receive the Proposed Dividend in cash for the balance of your holding of Ordinary Shares for which you have not elected to receive the Scrip Dividend Alternative and which is registered in your name at close of business on the Record Date.

Your Scrip Dividend Election may be cancelled by the Company at any time. Your Scrip Dividend Election will be revoked automatically if the Company registers a transfer of all your Ordinary Shares or if the Company receives notice of your death.

The Scrip Dividend Mandate is subject to the subsequent renewal in general meeting of the Directors' authority to offer a Scrip Dividend Alternative. It will only apply in respect of any future dividend if the Directors decide to offer a Scrip Dividend Alternative in respect of that dividend. If the Directors' authority is not renewed, or the Directors decide not to offer a Scrip Dividend Alternative in respect of any particular dividend, a full cash dividend will be paid in the usual way.

(6) Shareholders outside the United Kingdom

If you receive this letter in any country or jurisdiction outside the United Kingdom, you may not treat it as an invitation to elect to receive Scrip Dividend Shares unless such an invitation could lawfully be made to you in the jurisdiction in which you reside without either the Company or you being required to comply with any registration or other legal or regulatory requirements. If it could not, you must not elect to receive Scrip Dividend Shares.

It is the responsibility of any person resident outside the United Kingdom to inform themselves about, and ensure compliance with, all applicable laws and regulations in the relevant country of residence, including obtaining any government or other consents which may be required and observing any other formalities in such territories.

(7) Stamp Duty

Shareholders electing to receive Scrip Dividend Shares pursuant to the Scrip Dividend Alternative will not be charged UK stamp duty on the issue of the Scrip Dividend Shares.