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If you have sold or otherwise transferred all of your Ordinary Shares, please send this document, together with the accompanying Form of Proxy, as soon as possible to the purchaser or transferee or to the stockbroker, bank or other agent through whom the sale or transfer was effected for onward transmission to the purchaser or transferee. If you have sold or transferred only part of your holding of Ordinary Shares you should retain these documents.

The distribution of this document in jurisdictions other than Jersey or the UK may be restricted by law and accordingly recipients of this document in jurisdictions other than Jersey or the UK should inform themselves about and observe any such restrictions. Any failure to comply with any prevailing restrictions may constitute a violation of the securities laws of such jurisdictions.

RAMBLER MEDIA LIMITED

(incorporated in Jersey under the Companies (Jersey) Law 1991 with registered number 87843)

PROPOSED CANCELLATION OF THE ADMISSION TO TRADING ON AIM OF THE ORDINARY SHARES

and

NOTICE OF EXTRAORDINARY GENERAL MEETING

Your attention is drawn to the letter from the Senior Independent Director of Rambler Media which is set out in Part I of this document recommending, on behalf of the Independent Directors, that you vote in favour of the Resolution to be proposed at the Extraordinary General Meeting, notice of which is set out in Part II of this document.

Notice of an Extraordinary General Meeting of Rambler Media Limited, to be held at 10.00 a.m. on Monday 21 December 2009 at the offices of the Company's Secretary, located at First Island House, Peter Street, St Helier, Jersey JE4 8SG, is set out at the end of this document. Whether or not you intend to be present at the Extraordinary General Meeting, you are urged to complete, sign and return the enclosed Form of Proxy in accordance with the instructions printed thereon so as to arrive at the office of First Island Secretaries Limited at First Island House, Peter Street, St Helier, Jersey JE4 8SG as soon as possible and, in any event, not later than 10.00 a.m. on Saturday 19 December 2009 or 48 hours before the time for holding any adjourned meeting. Completion and return of a Form of Proxy will not preclude a Shareholder from attending and voting at the Extraordinary General Meeting if he or she subsequently wishes to do so. The whole of the text of this document should be read in its entirety.

If you have any questions relating to this document or the Form of Proxy, please call First Island Secretaries Limited on 01534 789999 (or, if calling from outside the United Kingdom or the Channel Islands, +44 1534 789999. For legal reasons, First Island Secretaries Limited will not will able to provide advice on the merits of the De-Listing or offer financial advice.

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EXPECTED TIMETABLE OF PRINCIPAL EVENTS

2009

Publication of this document and notice provided to the London Stock Exchange to cancel admission of the Company's AIM securities	30 November
Latest time and date for receipt of Forms of Proxy in respect of the Extraordinary General Meeting	10.00 a.m. on 19 December
Extraordinary General Meeting	10.00 a.m. on 21 December
Last day of dealings in the Ordinary Shares	30 December
Cancellation of the Company's AIM trading facility expected to be effective	8.00 a.m. on 31 December

All references to times of day in this document are to London time unless otherwise stated.

IMPORTANT NOTICE

This document and the accompanying Form of Proxy have been prepared for the purposes of complying with Jersey law and the AIM Rules and information disclosed in them may not be the same as that which would have been prepared in accordance with the laws of jurisdictions outside Jersey.

The distribution of this document in jurisdictions other than Jersey and the United Kingdom may be restricted by the laws of those jurisdictions and therefore persons into whose possession this document comes should inform themselves about, and observe, any such restrictions. In particular, subject to certain exceptions, this document may not be distributed into or within the United States. Any failure to comply with the applicable restrictions may constitute a violation of the securities laws of any such jurisdiction.

The statements contained in this document are made as at the date of this document, unless some other time is specified in relation to them, and service of this document should not give rise to any implication that there has been no change in the facts or opinions set out in this document since such date. Nothing contained in this document should be deemed to be a forecast, projection of estimate or the future financial performance of the Company except if otherwise stated.

DEFINITIONS

The following definitions apply throughout this document and in the accompanying Form of Proxy, unless the context otherwise requires:

“ABB”	reverse accelerated book build;
“AIM”	the market known as AIM operated by the London Stock Exchange;
“AIM Rules”	the rules applicable to companies whose securities are traded on AIM and their advisers, as published by the London Stock Exchange from time to time;
“Company” or “Rambler”	Rambler Media Limited, a company incorporated and registered in Jersey with registered number 87843 whose registered office is at First Island House, Peter Street, St Helier, Jersey, C.I. JE4 8SG;
“De-Listing”	the proposed cancellation of admission of the Ordinary Shares to trading on AIM becoming effective in accordance with the AIM Rules;
“Directors” or “Board”	the existing directors of the Company, whose names are set out on page 5 of this document;
“Existing Ordinary Shares”	the 15,397,649 Ordinary Shares in issue as at the date of this document;
“Extraordinary General Meeting” or “EGM”	the extraordinary general meeting of shareholders of the Company to be convened for 10.00 a.m. on 21 December 2009, notice of which is set out at the end of this document and any adjournment thereof;
“Form of Proxy”	the form of proxy for use at the Extraordinary General Meeting or any adjournment of such meeting;
“Independent Directors”	Arthur Markaryan and Denis Frolov being directors who are not currently connected or associated with PM Invest;
“ING”	ING Bank N.V., London Branch;
“Jersey”	the Bailiwick of Jersey;
“Jersey Law”	the Companies (Jersey) Law 1991, as amended;
“Listing”	the admission of the Ordinary Shares to trading on AIM which occurred on 15 June 2005;
“London Stock Exchange”	London Stock Exchange plc;
“Option Holders”	holders of share options pursuant to the Company’s share option schemes;
“Ordinary Shares”	the ordinary shares of US\$0.01 each in the capital of the Company;

“PM Invest”	PM Invest Company Limited, a company incorporated and registered in Cyprus with registered number HE151392 and having its registered office at Arch. Makariou III, 284, Fortuna Court Block B, 2 nd Floor, P.C. 3105, Limassol, Cyprus;
“Resolution”	the resolution to be proposed at the EGM, as set out in the notice of EGM at the end of this document;
“RUR” or “Rouble”	the legal currency of the Russian Federation from time to time;
“Secretary”	the Company’s secretary, First Island Secretaries Limited;
“Shareholders”	holders of Ordinary Shares and "Shareholder" means any one of them;
“TRS”	total return swap transaction, a bilateral financial transaction where the counterparties swap the total return of a single asset or basket of assets in exchange for periodic cash flows;
“UK” or “United Kingdom”	the United Kingdom of Great Britain and Northern Ireland;
“United States”	the United States of America, its territories and possessions, any state of the United States of America and the district of Columbia and all other areas subject to its jurisdiction; and
“US\$” or “USD”	the legal currency of the United States of America from time to time.

PART I

LETTER FROM THE SENIOR INDEPENDENT DIRECTOR OF RAMBLER MEDIA

Rambler Media Limited

(incorporated in Jersey under the Companies (Jersey) Law 1991 with registered number 87843)

Directors:

Yulia Solovieva (*Chairperson*)
Olga Turischeva (*Chief Executive Officer*)
Andrey Terekhov (*Chief Financial Officer*)
Vladimir Pravdivy (*Non-Executive Director*)
Sergey Tikhonov (*Non-Executive Director*)
Arthur Markaryan (*Non-Executive Director*)*
Denis Frolov (*Non-Executive Director*)*
Olga Paskina (*Non-Executive Director*)

* - *Independent Director*

Registered Office:

First Island House
Peter Street
St Helier
Jersey
Channel Islands
JE4 8SG

30 November 2009

To Shareholders and, for information purposes only, Option Holders

Dear Shareholder

PROPOSED CANCELLATION OF THE ADMISSION TO TRADING ON AIM OF THE COMPANY'S ORDINARY SHARES

Introduction

Your Board today announced that, further to a request received from PM Invest on 27 November 2009, the Company is seeking Shareholders' approval to cancel the admission of its Ordinary Shares to trading on AIM. Under the AIM Rules, the De-Listing can only become effective after a Resolution has been passed by not less than 75 per cent. of the votes cast by Shareholders at a duly convened general meeting. The Company must also separately inform the London Stock Exchange of its preferred cancellation date at least twenty business days prior to such date.

Accordingly, the Extraordinary General Meeting is being convened to be held at 10.00 a.m. on 21 December 2009 at the offices of the Company's Secretary located at First Island House, Peter Street, St Helier, Jersey JE4 8SG. At this meeting, Shareholders will be asked to approve the Resolution in respect of the cancellation of the Company's Ordinary Shares to trading on AIM.

The purpose of this letter is to provide you with information on the background to and reasons for the proposed De-Listing, to explain why the Independent Directors consider the De-Listing to be in the best interests of the Company and its Shareholders as a whole, and to seek Shareholders' approval for the De-Listing.

The Directors Ms Solovieva, Ms Turischeva, Ms Paskina and Messrs Terekhov, Pravdivy and Tikhonov are all connected or associated with the PM Invest group of companies. In view of their connection with PM Invest, they have taken no part in the Independent Directors' decision unanimously to recommend that Shareholders vote in favour of the De-Listing.

Background to and reasons for the De-Listing

On 12 November 2009, without the confirmed knowledge of all the members of the Board, PM Invest completed an ABB, via ING, acting as their broker and adviser.

Pursuant to the ABB, PM Invest acquired 3,149,754 Ordinary Shares at a price of US\$6.00 per Ordinary Share thereby increasing its aggregate shareholding (both legal and beneficial) in the Company to 11,548,236 Ordinary Shares, representing approximately 74.9999951 per cent. of the Company's issued share capital.

In addition, pursuant to the ABB, ING acquired a further 2,006,522 Ordinary Shares, or approximately 13.03 per cent. of the Company's issued share capital, at a price of US\$6.00 per Ordinary Share and entered into a TRS with PM Invest.

Due to Russian regulations, PM Invest is currently restricted, without the consent of the relevant authority, from acquiring more than 75 per cent. of the Company's issued share capital. However, representatives of PM Invest have indicated that it is their current intention, once the requisite regulatory approvals have been received, to proceed to purchase additional Ordinary Shares, including those Ordinary Shares currently held by ING which are subject to the TRS. The Board understands that applications have been submitted to the relevant Russian authorities by PM Invest and that it expects to receive the required approvals in the near future.

The Company's articles of association and Jersey Law allow any person holding not less than 10 per cent. of the total voting rights of the members who have the right to vote at a general meeting, to requisition an extraordinary general meeting. If PM Invest were to exercise its ability to requisition an extraordinary general meeting and propose a resolution be tabled to effect the De-Listing, in the opinion of the Independent Directors it is most likely that such a resolution would be duly passed in light of PM Invest's substantial shareholding position in the Company with only one additional vote required from another Shareholder to achieve the requisite voting majority.

PM Invest has expressed its intention to the Board to vote in favour of the proposed De-Listing Resolution and as a consequence, the Independent Directors consider it inevitable that the De-Listing will occur.

The Independent Directors do not believe that the Company has received significant benefits from its Listing, particularly the ability of the Company to raise funds for its operations and growth. The Company's share price performance since listing on AIM on 15 June 2005 has been unsatisfactory, with the share price falling significantly. Trading volumes and liquidity in the Ordinary Shares have also deteriorated with a limited proportion of the issued Ordinary Shares currently remaining in public hands. Accordingly, the Independent Directors do not believe that the Company would be able to raise significant funds at an acceptable price through further issues of Ordinary Shares to investors in the foreseeable future.

Furthermore, the Independent Directors have considered the ongoing costs, management time and regulatory and reporting requirements of maintaining the Listing and believe that these costs and requirements can no longer be justified particularly in light of the current challenging global macroeconomic trading environment.

For the reasons outlined above, the Independent Directors believe that there is no advantage in delaying the De-Listing until such time when PM Invest has received the requisite Russian regulatory approvals and holds more than 75 per cent. of the issued Ordinary Shares, and that it is in the best interests of the Company and its Shareholders as a whole for the De-Listing to be effected as soon as possible. Furthermore, PM Invest may, in the period between publication of this document and the date of the EGM, be in a position to proceed with the acquisition of additional Ordinary Shares.

Further to the announcement made on 24 March 2006, Shareholders are reminded that the Company was not, at that time, subject to the UK's City Code on Takeovers and Mergers and

so far as the Independent Directors are aware this remains the current position since the place of central management and control of the Company remains outside the UK, the Channel Islands or the Isle of Man.

Trading Update

On 26 August 2009, the Company announced its interim results for the six months ended 30 June 2009 in which our Chief Executive Officer, Olga Turischeva, made the following statement:

“During the first half of 2009, the operating environment was particularly challenging for Rambler due to low business confidence, decreasing GDP and production in Russia and a prevailing lack of visibility which limited advertising spend across all sectors, as was the case in the last recession of 1998. While we are seeing early signs of stabilisation in the economy, including the stabilisation of the USD/RUR exchange rate, a recovery in the oil price and a rebound in the stock markets, we remain cautious on the outlook for the rest of the year and we now expect our full year revenue to be down around 15 per cent. year-on-year in 2009 in Rouble terms.

Despite unfavourable market conditions, the internet continues to offer the strongest growth opportunities in the media sector. Online advertising has proven to be an extremely efficient way to reach Russian consumers offering a targeted and interactive approach. As a top internet brand in Russia, Rambler will continue to benefit from the growing internet penetration among Russian consumers, prolonged time spent online and greater overall involvement in internet activities. The traditional mix of media consumption is tangibly shifting towards the internet and thus the media mix in advertising campaigns is changing in favour of online advertising.

Since joining Rambler in April, my objective has been to secure profitable growth for the group by revising our offering in the Russian internet landscape in order to increase our share of user reach and capture more advertising revenue. Our focus is to reverse the recent negative trends that have affected Rambler. What is obvious is that we need to reconsider the balance of our product portfolio, bearing in mind the needs of more active users spending increasingly more time online. Reallocating more effort to such services as communications and navigation is crucial. It is the key need of every online user and forms the core of our strategy to create an active and loyal audience. Although we remain committed to containing costs during this tough environment, I believe that we also need to continue to invest in innovation and to encourage new ideas and new projects that will attract new users to Rambler. My long term vision is to transform Rambler into an incubator of ideas and start ups and our strong financial position means that we are well prepared to implement this strategy even in tough macroeconomic conditions. We intend to attract more talented young people to Rambler, and a new team is being formed now through which we plan to reinvigorate our corporate culture and revive our market leadership.”

Since this date, the economic environment in Russia has not improved significantly and Rambler’s share price has deteriorated by over 10 per cent. during this period. The Board expects trading conditions to remain challenging throughout the remainder of 2009 with anticipated performance remaining in line with our above mentioned expectations.

The De-Listing and the Extraordinary General Meeting

In accordance with Rule 41 of the AIM Rules, the Company has today notified the London Stock Exchange of the proposed De-Listing. This notice is conditional upon the consent of not less than 75 per cent. of votes cast by Shareholders at a general meeting.

Accordingly, the Company is convening the Extraordinary General Meeting to be held at 10.00 a.m. on 21 December 2009 at the offices of the Company’s Secretary located at First Island House, Peter Street, St Helier, Jersey JE4 8SG at which a Resolution will be proposed to approve, the De-Listing. Notice of the EGM is set out on page 10 of this document.

Matters to be taken into account in considering the De-Listing

Conditional upon the Resolution being approved at the EGM, it is expected that cancellation of the admission of the Ordinary Shares to trading on AIM will take effect from 8.00 a.m. on 31 December 2009. In deciding whether or not to vote in favour of the Resolution, the Independent Directors believe that Shareholders should take into consideration, *inter alia*, the following factors:

- if the De-Listing occurs, it is likely that, thereafter, there will be no public market or trading facility on any recognised investment exchange for the Ordinary Shares and the opportunity for Shareholders to realise their investment in the Company will therefore be more limited;
- following the De-Listing, the regulatory and financial reporting regime applicable to companies whose shares are admitted to trading on AIM will no longer apply. The Company will therefore achieve immediate cost savings as a result of no longer being subject to the provisions of this regime;
- Shareholders will no longer be afforded the protections given by the AIM Rules such as the requirement to be notified of certain events including substantial transactions and related party transactions and fundamental changes in the Company's business including certain disposals.
- PM Invest has no current or expected future obligation to make any offer to purchase all or any of your Ordinary Shares or to accept any offer from you to sell to PM Invest all or any of your Ordinary Shares, irrespective of the number of Ordinary Shares which PM Invest has purchased in the past or may in the future purchase from you or from any other Shareholder;
- following the De-Listing, it is probable that the liquidity and marketability of the Ordinary Shares will be significantly reduced and the value of such shares may be adversely affected as a consequence;
- PM Invest currently owns approximately 74.9999951 per cent. of the Company's issued share capital and accordingly is already in a position to be able to exert significant influence over the Company, including the appointment of the Company's Board and approval of significant transactions. There is now only a very limited proportion of the Company's share capital remaining in public hands. Furthermore, PM Invest may, in the period between publication of this document and the date of the EGM, be in a position to proceed with the acquisition of additional Ordinary Shares; and
- the Company will cease to have an independent financial and nominated adviser and broker.

Following the De-Listing, the Board intends to, and has received confirmation from PM Invest, as the majority shareholder, that it will, until such time as PM Invest has acquired 100 per cent. of the Ordinary Shares, maintain the Company's website such that minority shareholders will be able to access the Company's latest audited accounts and regular updates regarding developments and operations.

Strategy following the De-Listing

The Independent Directors are actively exploring with PM Invest and its professional advisers the possibility of the Company undertaking a scheme of arrangement or a tender offer or any combination of them and/or similar methods to acquire Ordinary Shares following the De-Listing so as to allow those Shareholders who wish to realise their investment in the Company an opportunity to do so.

If a decision is made by the Board to undertake such steps in the future, Shareholders will be contacted with details of any proposal at such time.

There can be no guarantee of any such exit event being proposed to the Company's minority shareholders following the De-Listing or as to the potential pricing of any such exit opportunity.

Although the Ordinary Shares will remain freely transferable, there is no current intention to make any formal or market facility, such as a matched bargain settlement facility, available to facilitate trading in the Ordinary Shares following the De-Listing. While there can be no guarantee of any Shareholders being able to purchase or sell any Ordinary Shares, any Shareholder willing to do so should contact the Company Secretary in writing at the Company's registered office at First Island House, Peter Street, St Helier, Jersey. The Company Secretary will keep a record of all interested potential purchasers and sellers and will seek to match them where possible.

Action to be taken

A Form of Proxy is enclosed for use in connection with the EGM. Whether or not you intend to be present at the EGM, you are requested to complete, sign and return the Form of Proxy to the Company's registrar, First Island Secretaries Limited at First Island House, Peter Street, St Helier, Jersey JE4 8SG no later than 48 hours prior to the EGM (10.00 a.m. on 19 December 2009). The completion and return of a Form of Proxy will not preclude you from attending the meeting and voting in person should you subsequently wish to do so.

If you have any questions relating to this document or the Form of Proxy, please call First Island Secretaries Limited on 01534 789999 (or, if calling from outside the United Kingdom or the Channel Islands, +44 1534 789999. For legal reasons, First Island Secretaries Limited will not will able to provide advice on the merits of the De-Listing or offer financial advice.

Recommendation

For the reasons set out above, the Independent Directors consider the De-Listing to be in the best interests of the Company and its Shareholders as a whole. Accordingly, the Independent Directors unanimously recommend that Shareholders vote in favour of the Resolution to be proposed at the EGM.

The Board has received expressions of intent to vote in favour of the De-Listing from Shareholders representing, in aggregate, 74.9999951 per cent. of the issued Ordinary Shares.

Yours faithfully
For and on behalf of the Independent Directors

Arthur Markaryan
Senior Independent Director

PART II

NOTICE OF EXTRAORDINARY GENERAL MEETING

RAMBLER MEDIA LIMITED

(Incorporated in Jersey)
(Registration Number 87843)

NOTICE IS HEREBY GIVEN that an EXTRAORDINARY GENERAL MEETING of the shareholders of Rambler Media Limited (the "Company") will be held at 10.00 a.m. on 21 December 2009 at First Island House, Peter Street, St Helier, Jersey for the purpose of considering and, if thought fit, passing the following resolution:

RESOLUTION

CANCELLATION OF ADMISSION TO TRADING ON AIM

THAT admission of the Company's ordinary shares of US\$0.01 each to trading on AIM, a market operated by the London Stock Exchange be cancelled and that the Directors of the Company be and are hereby authorised to take all steps which are necessary or desirable in order to effect such cancellation.

By order of the board

First Island Secretaries Limited
Company Secretary

Registered office:

First Island House
Peter Street
St Helier
Jersey JE2 4SP

Date: 30 November 2009

Notes:

1. To be passed the Resolution requires the consent of not less than 75 per cent. of the votes cast at the EGM.
2. A shareholder entitled to attend and vote at an extraordinary general meeting is entitled to appoint one or more proxies to attend and vote in such a shareholder's stead. A proxy need not be a shareholder of the Company.
3. On a show of hands every shareholder who is present in person (or being a company is present by a duly authorised representative) or by proxy and who is allowed to vote at an extraordinary general meeting shall have one vote. Upon a poll every member holding ordinary shares who is present in person or by proxy (or being a company is represented) shall have one vote for every ordinary share of which he is the registered holder.
4. Forms of proxy may also be obtained on request from the Company's registered office. The completed forms of proxy must be deposited at the offices of First Island Secretaries Limited at First Island House, Peter Street, St Helier, Jersey JE4 8SG, to be received by no later than 10.00 a.m. on 19 December 2009. Any shareholder who completes and lodges a form of proxy will nevertheless be entitled to attend and vote in person at an extraordinary general meeting should the shareholder subsequently decide to do so.
5. In order to be able to attend and vote at the EGM or any adjourned meeting (and also for the purpose of calculating how many votes a person may cast), a person must have his/her name entered on the register of members of the Company 48 hours prior to the meeting (or 48 hours before any adjourned meeting). Changes to entries on the register of members after this time shall be disregarded in determining the rights of any person to attend or vote at the meeting.
6. As at 27 November 2009 (being the last business day prior to the publication of this document) the Company's issued share capital consists of 15,397,649 Ordinary Shares, carrying one vote each. Therefore, the total voting rights in the Company as at 27 November 2009 are 15,397,649. Please also see note 3 above.

PART III
RAMBLER MEDIA LIMITED
FORM OF PROXY

I/We (note 8) _____ (block capitals) of _____ being a shareholder(s) of Rambler Media Limited (the “Company”) hereby appoint _____ (note 5) or, failing him, the duly appointed Chairman of the meeting as my/our proxy to vote for me/us and on my/our behalf at the Extraordinary General Meeting (“EGM”) of the Company to be held at the offices of the Company’s Secretary located at First Island House, Peter Street, St Helier, Jersey JE4 8SG on 21 December 2009 at 10.00 a.m. and at any adjournment thereof, in the manner specified below.

Please ensure you read the notes to this Proxy Form which are set out below.

RESOLUTION	FOR	AGAINST	VOTE WITHHELD
THAT admission of the Company's ordinary shares to trading on AIM, a market operated by the London Stock Exchange be cancelled and that the Directors of the Company be authorised to take all steps which are necessary or desirable in order to effect such cancellation.			

Authorised Signatory:

Signed this day of 2009

Name (Please print):

Notes:

1. Please indicate by an ‘X’ in the space provided how you wish your votes to be cast. Without such directions, the proxy will vote or abstain at his/her discretion.
2. This Proxy Form, together with any power of attorney or other authority under which it is signed (or a notarially certified copy of that power or authority) shall be delivered by the relevant shareholder in accordance with note 4 below.
3. In the case of joint holders, unless such joint holders shall have chosen one of their number to represent them, and so notified the Company in writing, the vote of the senior who tenders the vote will be accepted to the exclusion of all others, seniority being determined by the order in which names stand on the Register of Members.

4. To be valid, this form of proxy, duly executed, must be received by First Island Secretaries Limited at First Island House, Peter Street, St Helier, Jersey JE4 8SG not later than 48 hours before the time appointed for the meeting.
5. If a shareholder wishes to appoint any other person to act as proxy, insert the name in the space provided and strike out all other appointees. The proxy need not be a member of the Company.
6. Completion of this form will not preclude you from attending and voting at the meeting if you so wish.
7. Any alteration to this form of proxy must be initialled.
8. Please insert your name and address.
9. In the case of a corporation, this Form of Proxy must be executed under its common seal or under the hand of an officer or an attorney duly authorised in writing. In the case of an individual, this Form of Proxy must be signed by the individual or his or her attorney duly authorised in writing.
10. A member may, for the avoidance of doubt, cast votes in respect of the ordinary shares held by him/her/it in such manner that not all his/her/its shares are cast for the same resolution in the same way. Not all shares held by a shareholder need be cast in respect of a resolution.