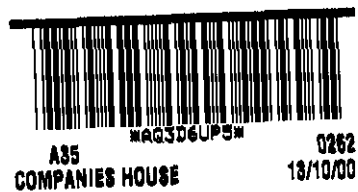


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General information

Company Secretary	Mr K J Alexander
Registered office	60 St. James's Street London, SW1A 1LE. Tel: 0207 493 3393 Fax: 0207 493 3394 Registered number: 2811366
Auditors	KPMG Audit Plc Quayside House 110 Quayside Newcastle upon Tyne, NE1 3DX
Bankers	Yorkshire Bank PLC Gresham 307 Linthorpe Road Middlesbrough, TS1 4AR
Registrars	Computershare Services PLC PO Box 82 Caxton House Redcliffe Way Bristol, BS99 7NH
Solicitors	Norton Rose Kempson House Camomile Street London, EC3A 7AN Salans Hertzfeld & Heilbronn HRK Clements House 14-18 Gresham Street London, EC2V 7NN
Nominated Advisers and Brokers	SG Securities (London) Ltd Exchange House Primrose Street London, EC2A 2DD
Website address	www.gtlresources.com

Directors

Executive Directors

Michael Fox DEPUTY CHAIRMAN

Michael Fox, aged 38, began his career in 1981 in the oil services sector in Aberdeen. He has gained experience of offshore equipment supply and operations and maintenance contracts for major oil companies. Since joining GTL in 1997, Michael Fox has been responsible for sourcing gas supplies and contracts for GTL's subsidiaries and has been involved in identifying gas conversion opportunities and projects, which fit GTL's strategy.

Kevin Alexander CHIEF EXECUTIVE OFFICER

Kevin Alexander, aged 46, graduated from Cambridge University and qualified as a solicitor in 1979 and as an attorney in New York in 1983. He was a partner with international law firm, Salans Hertzfeld & Heilbronn, before joining GTL. Kevin has been involved in the energy and resource sector for most of his career and advised GTL on its projects, prior to joining the Company as Chief Executive.

Roger Harris MANAGING DIRECTOR

Roger Harris, aged 56, is a mining engineer with over 30 years experience in the resource industry. Before joining GTL he was Vice President with the Elf group of companies and managed mining and chemical facilities in the United States. Roger Harris was appointed Managing Director of BKG (GTL's predecessor) in July 1996.

Peter Middleton EXECUTIVE DIRECTOR

Peter Middleton, aged 60, is the former Chief Executive of Lloyds of London, Thomas Cook and Salomon Brothers. More recently, Peter Middleton advised the Nomura group in acquiring the Millennium Dome. Peter Middleton is primarily responsible for GTL's investment strategy.

Paul Grylls FINANCE DIRECTOR

Paul Grylls, aged 39, graduated from the University of Sheffield in 1983 with a degree in Economics and Accountancy and subsequently qualified as a Chartered Accountant. He joined the accountancy practice of Walker Tindle in 1991 and became a partner managing the Middlesbrough office in 1992.

Non-Executive Directors

Dr Alan Horan OBE CHAIRMAN

Dr. Alan Horan OBE, aged 71, has held senior management positions in the oil industry including more than a decade in charge of the ADMA-OPCO joint venture in Abu Dhabi. He has been responsible for a number of large projects including the commissioning of BP's Magnus field in the North Sea.

Graham Wickham CORPORATE GOVERNANCE

Graham Wickham, aged 57, has twenty-seven years experience in the London Financial Markets having specialised in investment analysis and corporate finance.

Chairman's statement

The name GTL Resources Plc ("GTL") reflects the Company's core activity, which is to convert stranded natural gas into marketable liquid products. This gas-to-liquids ("g-t-l") strategy of realising the value of gas which has no readily available market, is very exciting and has potentially large economic rewards for the Company. Much remains to be done, but we have made significant progress over the last year.

We continue to focus on methanol as our first product and are pleased to note the very significant recovery in world methanol contract prices, to over US\$200 per tonne.

Financially, your company is in considerably better condition than it was a year ago. We were successful in raising funds for working capital earlier this year. That, together with the reorganisation of the balance sheet by both the cancellation of the Deferred Shares and accumulated losses to 31 March, 1998, against the share premium account, has provided us with a much firmer footing to move into the next phase of our development.

Offtake agreements

A very significant accomplishment during the last twelve months was the signing of a Marketing Agreement with an affiliate of a major international energy company. Under the terms of this agreement, the affiliate will purchase 100% of the methanol produced from our first floating plant. Our plan is to build a facility with a design capacity of approximately one million tonnes per annum and the offtaker will acquire all of the production for the first ten years of operation.

Gas supply

Developing reliable predictions of the future gas reserves from the Rang Dong field in Vietnam has been a source of some delay. Accordingly, negotiations for a number of alternative gas supply arrangements have been initiated, largely in the Far East. We are particularly excited about opportunities off the northern coast of Australia where our negotiations are the most advanced.

Financial

Since the year end, we have appointed Société Générale affiliate, SG Securities (London) Ltd, as the Company's nominated adviser and brokers. Having the support of such a well-known firm will be of great benefit to us as we move forward.

While Société Générale have been appointed as project finance adviser, we have continued to work closely with Single Buoy Moorings Inc. ("SBM") and have extended the term of our Heads of Agreement with them. SBM are the world's major floating production systems contractor with twelve plants on lease. GTL is considering the establishment of a special purpose vehicle ("SPV") to finance, build and own the facility, which would then lease it to a subsidiary of GTL. In turn, this operating subsidiary will contract out the day-to-day operations and maintenance ("O & M"). Both GTL and SBM are in discussions with a number of O & M contractors in this regard. Besides SBM, there are a number of potential equity providers for the SPV including construction companies. Due to the attractive returns, GTL may choose to participate in the SPV in addition to owning and managing the operational subsidiary.

Engineering

Worley Engineers Ltd. ("Worley") has continued to provide consulting engineering services to the Company for both the methanol plant and its supporting vessel. Worley, and personnel from GTL, are working with specialist engineering firms with a view to developing a lump sum turnkey price for the first plant.

Chairman's statement

Continued

Technology

During the year, we announced the signing of a Co-operation Agreement with a Denver-based technology company, Rentech Inc. ("Rentech"). Rentech licences highly specialised technology to convert natural gas into diesel. Work is under way with Rentech and Worley to develop a conceptual design for a floating gas-to-diesel ("g-t-d") plant, which would be the first of its kind. Further work is required, but there are considerable similarities between the "front end" of a methanol plant and one designed for g-t-d and we believe that our knowledge of the "marinisation" aspects, will allow us to react quickly as the commercial issues develop.

Other activities

We have continued to seek opportunities that branch out from our core strategy. An attempt to acquire oil and gas production in the United States reached the stage of letters of intent having been signed but no transaction was closed. During early 2000, the natural gas price in the United States rose quickly and moved so high that the sellers have so far felt unable to conclude the deal.

GTL has also been looking into another United States-based opportunity to produce low cost ethanol, most of which is made from corn. In early 2000, GTL engaged the Washington Group International (formerly Raytheon Engineers & Construction Inc.) in Chicago to carry out a feasibility study. This has uncovered a novel approach to ethanol production, based upon taking off-spec intermediate product as a feedstock "over the fence", from a major corn syrup producer.

Personnel

We were all greatly saddened by the death earlier this year of Tom Fox, Deputy Chairman and Chief Executive Officer. Tom was a great personal friend and valued colleague. He is sorely missed by all. He was the catalyst for a lot of that with which the Company is now involved. We can be grateful that his leadership was available at a most crucial stage of your Company's development.

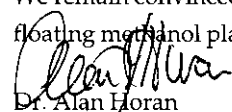
Tom's son, Michael Fox, became a director during the year and, after Tom's death, was appointed Deputy Chairman. Kevin Alexander, long associated with GTL and its projects as a solicitor, left legal practice to become the Chief Executive.

We were pleased that Peter Middleton, who has had a distinguished career both in the past as Chief Executive of Lloyds of London, Deputy Chairman of Salomon Brothers and, more recently, associated with Nomura's successful bid for the Millennium Dome, also joined us as a director during the year.

I am also pleased to welcome three additions to our senior staff. Gary Hudson joined us as Project Director and Michael Kendal as Operations Manager. Both have extensive experience that is directly applicable to the floating methanol plant project. In January 2000, Stephen Padgett joined us as Finance Manager, having had a long association with GTL's projects as an accountant.

Prospects

We remain convinced that g-t-l will become the basis of a major industry and by developing the world's first floating methanol plant, GTL Resources Plc will be assured of a position at its forefront.



Dr. Alan Horan

Chairman

5 September, 2000

Directors' report

The directors present their annual report together with the audited financial statements for the year ended 31 March, 2000.

Principal activities and business review

The activities of the Group continue to be focused upon monetising stranded gas and associated products.

During the year the Board of Directors welcomed the appointments of Mr. Peter Middleton, Mr. Michael Fox and on 1 April, 2000 Mr Kevin Alexander.

The Board of Directors were saddened by the tragic loss of Mr. Tom Fox, Deputy Chairman and Chief Executive Officer on 18 February, 2000, following a brief illness.

On 14 February, 2000, the Company completed the signing of a methanol marketing agreement with a major international energy company. The agreement covers the marketing and sale, over a ten year period, of the entire methanol production from the Group's first floating methanol plant ("FMP") for up to one million tonnes per annum.

On 6 March, 2000, the Company signed a letter of intent to acquire gas assets in the United States of America from Sierra 1996-1 Limited with an effective date of 1 January, 2000. The strategy was to take advantage of the projected gas price increases over the next few years and provide cash flow until the completion of the FMP construction. After protracted negotiations, the proposed target company felt unable to conclude on the basis of higher gas prices in the United States. Costs in respect of this potential acquisition have been included in the loss for the year ended 31 March, 2000.

The Company is also in the process of securing additional gas contracts with major oil and gas companies off the coasts of Australia and West Africa.

Research and development

The Company engaged the Washington Group International (formerly Raytheon Engineering and Construction Inc.), to carry out a feasibility study for the production of ethanol in the United States of America. The feasibility study focused on the economics and markets for ethanol and the relative merits of developing an "over the fence" plant coupled to an existing starch plant, as opposed to a brown field site, to minimise capital expenditure and potentially result in a lower cost per unit.

On 27 June, 2000 the Company signed an agreement with Rentech Inc. and Worley Engineers to undertake a detailed feasibility study of the application of Rentech's Fischer-Tropsch process technology on a floating system. The feasibility study will focus on potential 10,000 barrel per day opportunities located off the coasts of Australia and West Africa.

Share Capital

The Company's share capital and reserves have been reduced in the year in accordance with the resolutions passed at the Annual General Meeting ("AGM") held on 21 October, 1999, with regard to the cancellation of the deferred shares of 9 pence each and the reduction of the share premium account. High Court approval of the capital reduction was granted on 27 January, 2000.

As set out in note 15 to the financial statements, 40,154,664 deferred shares of 9 pence each were cancelled. No voting or other rights were attached to this class of share and they were not listed on the AIM market.

Directors' report

Continued

The share premium account was reduced by \$96,524,588 being the accumulated premium on shares issued prior to the reconstruction of the Company on 28 September 1998.

A special cancellation reserve of \$3,508,000 has been created which relates to the excess of the share premium account and 9 pence deferred shares, over accumulated losses to 31 March 1998, which were cancelled as part of the capital reconstruction.

During the year the Company issued shares as detailed in note 15 to the financial statements, raising approximately \$9,222,000 net of expenses.

Results and proposed dividend

The loss for the year after taxation amounted to \$2,712,000 (1999: \$1,323,000).

The directors do not recommend a payment of a final dividend (1999: nil per share).

Directors

The following have served as directors during the financial year:

A J Horan OBE

T Fox (died 18 February, 2000)

M Fox (appointed 1 March, 2000)

R A Harris

P J Middleton (appointed 1 February, 2000)

P Grylls

G J Wickham

On 1 April 2000 Mr. Kevin Alexander was appointed Chief Executive Officer.

A J Horan OBE retires by rotation, in accordance with the Articles of Association and, being eligible, offers himself for re-election. The Group have received special notice of a resolution, under section 293(5) of the Companies Act 1985, to reappoint A J Horan OBE.

Directors' interests

The directors who held office at the end of the financial year, have the following interests in the ordinary shares of the company, according to the Register of Directors' interests.

Directors	31 March, 2000	1 April, 1999
A J Horan OBE	35,641,198	35,641,198
T Fox estate	47,521,597	47,521,597
M Fox	23,760,798	23,760,798
P Grylls	45,000	45,000

Directors appointed after the end of the financial year, have the following interests in the ordinary shares of the company, according to the Register of Directors' interests.

Director	31 March, 2000	1 April, 1999
K Alexander	10,630,399	10,630,399

All the directors interests are beneficial.

Directors' report

Continued

There has been no change in the directors interests in shares since the balance sheet date to the date of this report.

The following options have been granted to the directors under the rules of the Company's No. 2 Unapproved Executive Share Option Scheme.

Ordinary shares of 1p each

	Balance at 1 April, 1999	Balance at Granted	Exercised	31 March 2000	Exercise price	Date from which exercisable	Expiry date
R A Harris	1,000,000	—	—	1,000,000	4.5p	28/09/1999	28/09/2008
P Grylls	750,000	—	—	750,000	4.5p	29/09/1999	28/09/2008

On 20 June, 2000, the Company issued 1,000,000 share options to Mr Peter Middleton at an exercise price of 24 pence each under the rules of the No. 2 Unapproved Executive Share Option Scheme. The options are exercisable from date of issue and the expiry date for the options is 1 April, 2010.

In addition to options issued to directors, the Company has agreed to issue 1,167,137 options to RP&C International Limited at 45 pence and, subject to contract, 500,000 options to Worley Engineers Inc. at 23 pence in consideration for services provided by each such company.

Directors' interest in transactions

As required to be disclosed under FRS 8, related party transactions are detailed in note 22 to the financial statements.

Major shareholdings

At 18 August, 2000 the following interests of shareholders holding 3% or more of the ordinary share capital, other than directors, had been notified to the Company:

	Ordinary share holding	%
Wood Gundy Securities Incorporated	10,276,377	5.8

The directors are not aware of any other interests of 3 per cent or more in the share capital of the Company.

Corporate Governance

The director's support the recommendations set out in Section 1 of the Combined Code prepared by the Committee on Corporate Governance. However, it is not practical to comply fully with the Combined Code's recommendations due to the size and nature of the Group and the close involvement of all the directors in the day-to-day activities of the business. An Audit Committee and a Remuneration Committee comprising Dr A J Horan OBE and Mr G J Wickham, the two non-executive directors has been established.

A report to the shareholders from the remuneration committee has not been included in the financial statements. However, details of directors' remuneration are detailed in Note 8 to the financial statements.

Policy and practice on payment of creditors

It is the Group's policy in respect of its suppliers, where reasonably practical, to settle the terms of payment with those suppliers when agreeing the terms of each transaction, to ensure that those suppliers are made aware of the terms of payment and to abide by the terms of payment. Due to the nature of the Group's activities and consequently the nature of its trade creditors during the year under review, it is not meaningful to express the creditor payment period as a number of days.

Directors' report

Continued

Policy on financial instruments

Other than from the proceeds from the issue of ordinary shares, the Group's activities are financed by cash at bank. The Group has not established a formal policy on the use of financial instruments but assesses opportunities on a case-by-case basis as they arise.

Political and charitable contributions

The Group made no political contributions or charitable donations during the year.

Going Concern

After making enquiries and based upon the Groups' cash resources, the directors have formed a judgement, at the time of approving the financial statements that there is a reasonable expectation that the Group has adequate resources to continue in operational existence for approximately twenty four months. For these reasons, the directors continue to adopt the going concern basis in preparing the financial statements. Accordingly the Financial Statements do not include any adjustments, particularly in respect of fixed assets and investments, which would result from the Group ceasing to operate as a going concern. (See Note 1 on Accounting policies).

Internal Financial Control

The Directors acknowledge that they are responsible for the Group's system of the effectiveness of internal financial control. Any system of internal financial control can only provide reasonable and not absolute assurance against material financial misstatement or loss.

A review has been carried out during the year by the directors of the effectiveness of internal control procedures, in accordance with the recommendations of the Combined Code. In this respect, the directors have adopted the transitional approach in reporting on their review of internal financial controls.

The directors are satisfied that given the size and current activities of the Group, the financial control procedures adopted and in place adequately meet its needs and requirements.

Annual General Meeting

The Annual General Meeting of the Company is to be held on 29 September, 2000. A separate notice, which is enclosed with this report and financial statements, details the various resolutions to be proposed and if thought fit, adopted by the shareholders.

Auditors

In accordance with Section 384 of the Companies Act 1985, a resolution for the re-appointment of KPMG Audit Plc as auditor of the Company is to be proposed at the forthcoming Annual General Meeting.

By Order of the Board


K. J. Alexander
Secretary

5 September, 2000

Statement of directors' responsibilities

Company law requires the directors to prepare financial statements for each financial year which give a true and fair view of the state of affairs of the Company and Group and of the profit or loss for that period. In preparing those financial statements, the directors are required to:

- select suitable accounting policies and then apply them consistently;
- make judgements and estimates that are reasonable and prudent;
- state whether applicable accounting standards have been followed, subject to any material departures disclosed and explained in the financial statements;
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the Group will continue in business.

The directors are responsible for keeping proper accounting records which disclose with reasonable accuracy at any time the financial position of the Company and to enable them to ensure that the financial statements comply with the Companies Act 1985. They have general responsibility for taking such steps as are reasonably open to them to safeguard the assets of the Group and to prevent and detect fraud and other irregularities.

Report of the auditors, KPMG Audit Plc, to the members of GTL Resources PLC

We have audited the financial statements on pages 12 to 27.

Respective responsibilities of directors and auditors

The directors are responsible for preparing the Annual Report and, as described on page 10, the financial statements in accordance with applicable United Kingdom Law and accounting standards. Our responsibilities, as independent auditors, are established in the United Kingdom by statute, the Auditing Practices Board and by our profession's ethical guidance.

We report to you our opinion as to whether the financial statements give a true and fair view and are properly prepared in accordance with the Companies Act. We also report to you if, in our opinion, the directors' report is not consistent with the financial statements, if the Company has not kept proper accounting records, if we have not received all the information and explanations we require for our audit, or if information specified by law regarding directors' remuneration and transactions with the Group is not disclosed.

We read the other information accompanying the financial statements and consider whether it is consistent with those statements. We consider the implications for our report if we become aware of any apparent misstatements or material inconsistencies with the financial statements.


Basis of audit opinion

We conducted our audit in accordance with Auditing Standards issued by the Audit Practices Board. An audit includes examination, on a test basis, of evidence relevant to the amounts and disclosures in the financial statements. It also includes an assessment of the significant estimates and judgements made by the directors in the preparation of the financial statements, and of whether the accounting policies are appropriate to the Group's circumstances, consistently applied and adequately disclosed.

We planned and performed our audit so as to obtain all the information and explanations which we considered necessary in order to provide us with sufficient evidence to give reasonable assurance that the financial statements are free from material misstatement, whether caused by fraud or other irregularity or error. In forming our opinion we also evaluated the overall adequacy of the presentation of information in the financial statements.

Opinion

In our opinion the financial statements give a true and fair view of the state of affairs of the Company and the Group as at 31 March, 2000 and of the loss of the Group for the year then ended and have been properly prepared in accordance with the Companies Act 1985.


KPMG Audit Plc
Chartered Accountants
Registered Auditor

5 September, 2000

Newcastle upon Tyne

Consolidated profit and loss account

for the year ended 31 March, 2000

	Note	2000 \$000	1999 \$000
Administrative expenses:			
Continuing operations		(2,946)	(1,450)
Discontinued operations		—	(603)
		<u>(2,946)</u>	<u>(2,053)</u>
Other operating income: discontinued operations		—	14
Group Operating loss			
Continuing operations		(2,946)	(1,450)
Discontinued operations		—	(589)
	3	<u>(2,946)</u>	<u>(2,039)</u>
Profit on sale of a discontinued operation		—	500
Other interest receivable and similar income	4	161	164
Interest payable and similar charges	5	<u>(1)</u>	<u>(1)</u>
Loss on ordinary activities before taxation	3-5	<u>(2,786)</u>	<u>(1,376)</u>
Tax on loss on ordinary activities	6	—	—
Loss on ordinary activities after taxation		<u>(2,786)</u>	<u>(1,376)</u>
Equity minority interests		74	53
Retained loss for the financial year	16, 17	<u>(2,712)</u>	<u>(1,323)</u>
Basic loss per ordinary share (US dollars)	7	(0.02)	(0.01)
Diluted loss per ordinary share (US dollars)	7	(0.02)	(0.01)

There were no recognised gains or losses during the current and previous year other than those dealt with above.

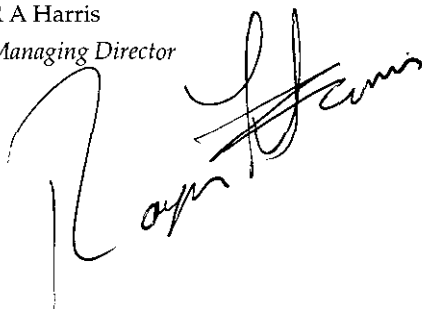
Consolidated balance sheet

as at 31 March, 2000

	Note	2000 \$000	1999 \$000
Fixed Assets			
Intangible assets	10	8,418	8,418
Tangible assets	12	27	19
		<u>8,445</u>	<u>8,437</u>
Current Assets			
Debtors	13	152	676
Cash at bank and in hand		9,596	1,925
		<u>9,748</u>	<u>2,601</u>
Creditors: amounts falling due within one year	14	(1,110)	(391)
Net current assets		<u>8,638</u>	<u>2,210</u>
Total assets less current liabilities		17,083	10,647
Minority interests	19	155	81
Net assets		<u>17,238</u>	<u>10,728</u>
Capital and reserves			
Called up share capital	15	2,928	8,322
Share premium account	16	9,449	97,007
Merger reserve	16	5,141	5,141
Special cancellation reserve	16	3,508	—
Profit and loss account	16	(3,788)	(99,742)
Equity shareholders' funds	17	<u>17,238</u>	<u>10,728</u>

These financial statements were approved by the Board of Directors on 5 September, 2000 and were signed on its behalf by:

R A Harris
Managing Director



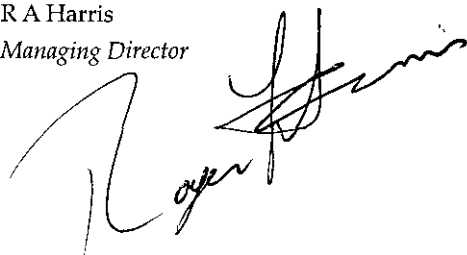
Company balance sheet

as at 31 March, 2000

	Note	2000 \$000	1999 \$000
Fixed assets			
Tangible assets	12	26	16
Investments	11, 21	8,312	8,312
		<u>8,338</u>	<u>8,328</u>
Current assets			
Debtors	13	500	832
Cash at bank and in hand		9,596	1,899
		<u>10,096</u>	<u>2,731</u>
Creditors: amounts falling due within one year	14	<u>(1,029)</u>	<u>(266)</u>
Net current assets		<u>9,067</u>	<u>2,465</u>
Net assets		<u>17,405</u>	<u>10,793</u>
Capital and reserves			
Called up share capital	15	2,928	8,322
Share premium account	16	9,449	97,007
Merger reserve	16	5,141	5,141
Special cancellation reserve	16	3,508	—
Profit and loss account	16	(3,621)	(99,677)
Equity shareholders' funds		<u>17,405</u>	<u>10,793</u>

These financial statements were approved by the Board of Directors on 5 September, 2000 and were signed on its behalf by:

R A Harris
Managing Director



Consolidated cash flow statement

for the year ended 31 March, 2000

	Note	2000 \$000	1999 \$000
Reconciliation of operating loss to operating cash flows			
Operating loss		(2,946)	(2,039)
Loss on sales of fixed assets		2	5
Depreciation charges		13	15
Decrease in debtors		521	153
Increase in creditors		730	245
Net cash outflow from operating activities		(1,680)	(1,621)

CASH FLOW STATEMENT

Net cash outflow from operating activities		(1,680)	(1,621)
Returns on investments and servicing of finance	18	160	163
Taxation		—	—
Capital expenditure	18	(23)	(112)
Acquisitions and disposals	18	—	(249)
Cash outflow before financing		(1,543)	(1,819)
Financing	18	9,222	—
Increase/(decrease) in cash in year		7,679	(1,819)

Reconciliation of net cash flow to movement in net debt

Increase/(decrease) in cash in year	7,679	(1,819)
Change in net debt resulting from cash flows	7,679	(1,819)
Translation differences	(8)	85
Movement in net debt in the year	7,671	(1,734)
Net debt at 1 April, 1999	1,925	3,659
Net debt at 31 March, 2000	9,596	1,925

During the year ended 31 March, 2000 and 1999 net debt was equivalent to cash.

Notes to the financial statements

For the year ended 31 March, 2000

1 Accounting policies

The following accounting policies have been applied consistently in dealing with items which are considered material in relation to the Group's financial statements.

(a) *Basis of preparation and consolidation*

The financial statements have been prepared in accordance with applicable accounting standards and under the historical cost accounting rules.

The financial statements have been prepared on a going concern basis which the directors believe to be appropriate based on the Group's existing financial obligations and no significant capital expenditure with respect to the Floating Methanol Plant ("FMP").

It is proposed that any funding requirements to support the FMP would be sought from external sources, which would occur after publication of the financial statements, with the Group leasing the facilities.

The directors have prepared projected cash flow information for the period ending 30 months from the date of their approval of these financial statements on the basis that no such external funding is made available.

On the basis of this information, the directors consider that the Group will be able to continue to operate within its existing commitments until September 2002.

Were it not considered appropriate to adopt the going concern assumption, then the directors would be of the opinion that the balance sheet would be materially different from that presented. The consolidated net assets of \$17,238,000 as at 31 March, 2000 would be reduced by at least \$8,268,000, being the goodwill arising on consolidation from the acquisition of Conpor Inc. on 28 September 1998.

The consolidated financial statements include the financial statements of the Company and its subsidiary undertakings made up to 31 March, 2000.

The closing rate used for consolidating the balance sheet of the Group is US\$1.5916 : £sterling.

The average rate for consolidating the profit and loss account of the Group is US\$1.61: £sterling.

The Company has taken advantage of Section 230(4) of the Companies Act 1985 and has not presented its own profit and loss account in these financial statements.

(b) *Currency translation*

The financial statements are presented in United States dollars using the temporal method, whereby transactions in non-United States dollars are recorded using the rate of exchange ruling at the date of the transaction. Gains and losses resulting from the revaluation of non-United States dollar monetary assets and liabilities, using the rate of exchange ruling at the balance sheet date, are included in the profit and loss account.

1 Accounting policies (continued)

(c) Tangible fixed assets and depreciation

Depreciation is provided to write off the cost less the estimated residual value of tangible fixed assets by equal instalments over their estimated useful economic lives as follows:

Plant and equipment	– 4 years (25% per annum)
---------------------	---------------------------

(d) Taxation

The charge for taxation is based on the profit or loss for the year and takes into account taxation deferred as a result of timing differences between the treatment of certain items for taxation and accounting purposes. Provision is made for deferred taxation only to the extent that it is probable that an actual liability will crystallise.

(e) Operating leases

Operating lease rentals are charged to the profit and loss account on a straight-line basis over the period of the lease.

(f) Goodwill

Purchased goodwill arising from acquisitions is capitalised as an intangible asset and shown on the face of the Group's balance sheet in accordance with FRS 10. The Group has adopted the policy as set out in the Statement of Recommended Practice (SORP) as issued by the Oil Industry Accounting Committee with regard to amortisation; whereby amortisation will normally apply with the commencement of production from such operating activities.

(g) Fixed assets investments

In the Company's financial statements, investments in subsidiary undertakings are stated at cost.

(h) Research and development expenditure

Expenditure on research and development is charged to the profit and loss account in the year in which it is incurred.

2 Segmental reporting

The Group's activities have concentrated upon the development of the gas to methanol process as set out in the circular to shareholders of 4 September, 1998.

Notes to the financial statements

Continued

3 Loss on ordinary activities before taxation

Loss on ordinary activities before taxation is stated after charging/(crediting):

	2000	1999
	\$000	\$000
Auditors remuneration:		
Group-audit	36	44
-other services	26	37
Depreciation	13	15
Loss on disposal of fixed assets	2	5
Exchange losses	73	65
Research and development	308	74

4 Other interest receivable and similar income—Group

	2000	1999
	\$000	\$000
Interest receivable on short term deposits	161	164

5 Interest payable and similar charges—Group

	2000	1999
	\$000	\$000
On bank overdraft	1	1

6 Taxation

The Group, after adjusting for any disallowable items, has no liability to taxation.

Tax losses relating to accumulated excess management expenses amounting to approximately \$3,100,000 (1999: \$480,000) are available to relieve future profits of the Group.

7 Loss per ordinary share

The calculation of basic loss per ordinary share is based on the loss for the year of \$2,712,000 (1999: \$1,323,000) and the weighted average number of equity voting shares in issue of 164,952,031 (1999: 100,386,660).

The fully diluted loss per ordinary share is based on the loss for the year of \$2,712,000 (1999: \$1,323,000) and the weighted average number of equity voting shares in issue and outstanding share options of 166,702,031 (1999: 101,721,660).

The difference between the weighted average number of equity voting shares in addition to the basic and fully diluted loss per share is due to the weighted average number of equity voting shares issuable on conversion of options.

8 Remuneration of directors

	2000				1999			
	Remuner-	Fees	Benefits	Total	ation	Fees	Benefits	Total
	ation £000	£000	£000	£000	£000	£000	£000	£000
Executive directors	228	106	23	357	294	84	100	478
Non-executive directors	20	15	1	36	—	50	—	50

Note: Directors' remuneration is disclosed in sterling and not United States dollars.

Aggregate emoluments of the highest paid director were £139,000, (1999: £317,000).

Fees include amounts paid to directors or to their related organisation in respect of services rendered to the Group (see Note 22).

Directors' share options are disclosed in the directors' report. The directors exercised no options during the year or up to the date these financial statements were approved.

During the year the Group did not operate any pension schemes. In the year ended 31 March, 2000, no contributions were made into personal pension schemes held by the directors who served during the year.

After the date of the financial statements, the Company set up a Group personal pension plan, whereby the Company contributes a percentage of annual salary on behalf of full time executive directors of the Group into personal pension schemes.

9 Staff numbers and costs

The average number of persons employed by the Group (including directors) during the year, analysed by category, was as follows:

	2000	1999
	No.	No.
Administration	10	12
The aggregate payroll costs of these persons were as follows:		
	2000	1999
	\$000	\$000
Wages and salaries	1,248	803
Social security costs	103	61
	1,351	864

During the year the Group did not operate any employee pension schemes.

After the date of the financial statements, the Company set up a Group personal pension plan, whereby the Company contributes a percentage of annual salary on behalf of full time employees of the Group into personal pension schemes.

Notes to the financial statements

Continued

10 Intangible fixed assets

Group

	Goodwill \$000	Operating Licence \$000	Total \$000
Cost and net book value			
1 April, 1999 and 31 March, 2000	<u>8,268</u>	<u>150</u>	<u>8,418</u>

The goodwill represents the amount arising on consolidation from the acquisition of Conpor on 28 September, 1998.

A gas extraction licence was granted to GCS Vietnam Inc, a subsidiary company, on 29 January, 1999 and is operational for 25 years.

Both intangible assets will be amortised over their remaining useful economic lives once production commences.

11 Fixed asset investments

	Shares in group undertakings \$000
The Company	
Cost and net book value	
1 April, 1999 and 31 March, 2000	<u>8,312</u>

See note 21 for details of subsidiary companies.

12 Tangible fixed assets

	Group Plant and Equipment \$000	Company Plant and Equipment \$000
Cost		
1 April, 1999	51	47
Additions	23	23
Disposals	(4)	(3)
31 March, 2000	<u>70</u>	<u>67</u>
Depreciation		
1 April, 1999	32	31
Charge for year	13	12
On disposals	(2)	(2)
31 March, 2000	<u>43</u>	<u>41</u>
Net Book Value		
31 March, 2000	<u>27</u>	<u>26</u>
31 March, 1999	<u>19</u>	<u>16</u>

13 Debtors

	Group		Company	
	2000	1999	2000	1999
	\$000	\$000	\$000	\$000
Other debtors	100	374	93	354
Prepayments and accrued income	50	290	50	290
Amounts owed by group undertakings	—	—	357	186
Directors' loan accounts	—	7	—	—
Amounts owed by related parties	2	5	—	2
	<u>152</u>	<u>676</u>	<u>500</u>	<u>832</u>

Included within prepayments is \$18,000 (1999: \$95,000) in respect of an operating lease, as detailed in Note 20.

At 1 April, 1999 \$7,000 was owed by Mr. T Fox to GTC Resources Limited. This was repaid during this financial year. The maximum balance outstanding during the year was \$7,000. No interest was charged on the loan.

14 Creditors: amounts falling due within one year

	Group		Company	
	2000	1999	2000	1999
	\$000	\$000	\$000	\$000
Trade creditors	210	96	205	57
Amounts owed to group undertakings	—	—	7	6
Amounts owed to related parties	—	—	1	—
Other creditors	5	25	5	9
Taxation and social security	48	16	48	16
Accruals	764	178	763	178
Directors' loan accounts	83	76	—	—
	<u>1,110</u>	<u>391</u>	<u>1,029</u>	<u>266</u>

The directors' loan accounts are non interest bearing, and have no set repayment date, as detailed in Note 22 to the financial statements.

Notes to the financial statements

Continued

15 Called up share capital

	Number	£000	\$000
Authorised:			
31 March, 1999			
Equity: Ordinary shares of £0.01 each	238,608,024	2,386	—
Equity: Deferred shares of £0.09 each	40,154,664	3,614	—
	<u>278,762,688</u>	<u>6,000</u>	<u>—</u>
31 March, 2000			
Equity: Ordinary shares of £0.01 each	<u>238,608,024</u>	<u>2,386</u>	<u>—</u>
Allotted, called up and fully paid:			
31 March, 1999			
Equity: £0.01 new ordinary shares	160,618,656	1,606	2,672
Equity: £0.09 deferred shares	40,154,664	3,614	5,650
	<u>200,773,320</u>	<u>5,220</u>	<u>8,322</u>
31 March, 2000			
Equity: £0.01 new ordinary shares	176,497,810	1,765	2,928
Equity: £0.09 deferred shares	—	—	—
	<u>176,497,810</u>	<u>1,765</u>	<u>2,928</u>

During the year the Company issued ordinary 1 pence shares as follows:

Date	Number	Price per share
19 November, 1999	4,000,000	30 pence
23 December, 1999	8,579,154	45 pence
4 February, 2000	3,300,000	45 pence
Total	<u>15,879,154</u>	

The 9 pence deferred shares were cancelled on 27 January 2000 pursuant to and with the consent of an order of the High Court.

Share Options

The Company has three Executive Share Option Schemes.

The Approved Executive Share Option Scheme, which was adopted by the Company on 15 July, 1993. Options under this scheme are granted to eligible employees at the discretion of a committee of the Board of Directors of the Company.

The Unapproved Executive Share Option Scheme, which was adopted by the Company on 15 July, 1993, has Rules substantially the same as for the Approved Executive Share Option Scheme, except that in addition, options may be granted to companies who provide the services of an employee or director to the Company or its subsidiaries.

There are no options outstanding under either of the above two Executive Share Option Schemes.

15 Called up share capital (continued)

The No. 2 Unapproved Executive Share Option Scheme, was adopted by the Company on 11 October, 1996. The Scheme Rules are substantially the same as that of the Unapproved Executive Share Option Scheme other than specific restrictions as to the exercising of the Options.

The options existing under the No. 2 Unapproved Executive Share Option Scheme at the financial year end are stated in the Directors' Report.

On 20 June, 2000, the Company issued share options under the No. 2 Unapproved Executive Share Option Scheme as follows:

	No. of options granted	Exercise price	Date from which exercisable	Expiry date
Executive Director				
Peter Middleton	1,000,000	24p	20/06/2000	01/04/2010
Employees				
Stephen Padgett	500,000	24p	20/06/2001	01/04/2010
Gary Hudson	500,000	24p	20/06/2001	01/04/2010
Michael Kendal	500,000	24p	20/06/2001	01/04/2010
Sarah-Jane Graham	250,000	24p	20/06/2001	01/04/2010
Julia Franzini	250,000	24p	20/06/2001	01/04/2010
Jane Walton	125,000	24p	20/06/2001	01/04/2010

Under the terms of an engagement letter dated 16 December, 1999 with RP&C International Limited, the Company agreed to grant options to purchase 1,167,137 shares in the Company at 45 pence each. The documentation has yet to be formally agreed.

The Company has, subject to contract, agreed to grant options to purchase 500,000 shares in the Company at 23 pence each to Worley Engineers Inc.

On 26 July, 2000 Canaccord Capital Inc. were issued with 100,000 shares as part consideration for their replacement as the company broker by the appointment of SG Securities (London) Ltd.

Notes to the financial statements

Continued

16 Share premium and reserves: Group

	Special cancellation Reserve \$000	Merger Reserve \$000	Share Premium Account \$000	Profit and Loss Account \$000	Total \$000
1 April, 1999	—	5,141	97,007	(99,742)	2,406
Retained loss for year	—	—	—	(2,712)	(2,712)
Capital reconstruction	3,508	—	(96,524)	93,016	—
Cancellation of 9p deferred shares	—	—	—	5,650	5,650
Premium on share issues, less expenses	—	—	8,966	—	8,966
31 March, 2000	<u>3,508</u>	<u>5,141</u>	<u>9,449</u>	<u>(3,788)</u>	<u>14,310</u>

Share premium and reserves: Company

	Special cancellation Reserve \$000	Merger Reserve \$000	Share Premium Account \$000	Profit and Loss Account \$000	Total \$000
1 April, 1999	—	5,141	97,007	(99,677)	2,471
Retained loss for year	—	—	—	(2,610)	(2,610)
Capital reconstruction	3,508	—	(96,524)	93,016	—
Cancellation of 9p deferred shares	—	—	—	5,650	5,650
Premium on share issues, less expenses	—	—	8,966	—	8,966
31 March, 2000	<u>3,508</u>	<u>5,141</u>	<u>9,449</u>	<u>(3,621)</u>	<u>14,477</u>

The Company's loss for the financial year was \$2,610,000 (1999: \$1,258,000).

17 Reconciliation of movements in equity shareholders' funds

	2000 \$000	1999 \$000
Group		
Loss for the financial year	(2,712)	(1,323)
New share capital subscribed (net of issue costs)	<u>9,222</u>	<u>7,669</u>
Net addition to shareholders' funds	6,510	6,346
Shareholders' funds 1 April, 1999	<u>10,728</u>	<u>4,382</u>
Shareholders' funds 31 March, 2000	<u>17,238</u>	<u>10,728</u>

18 Analysis of cash flows

	2000	1999
	\$000	\$000
Returns on investments and servicing of finance		
Interest received	161	164
Interest paid	(1)	(1)
	<u>160</u>	<u>163</u>
Capital expenditure		
Purchase of tangible fixed assets	(23)	(12)
Purchase of intangible fixed assets	—	(100)
	<u>(23)</u>	<u>(112)</u>
Acquisitions and disposals		
Acquisitions	—	(749)
Disposals	—	500
	<u>—</u>	<u>(249)</u>
Financing		
Issue of ordinary share capital	<u>9,222</u>	<u>—</u>

19 Minority interests

	Group	
	2000	1999
	\$000	\$000
At beginning of year	81	28
Share of loss for the year	74	53
At end of year	<u>155</u>	<u>81</u>

The figures above represent an equity minority interest in each year.

Notes to the financial statements

Continued

20 Commitments

- (a) Capital commitments at the end of the financial year, for which no provision has been made, are as follows:

	Group and Company	
	2000	1999
	\$000	\$000
Contracted	122	—

- (b) Annual commitments under non-cancellable operating leases are as follows:

	Group and Company	
	2000	1999
	\$000	\$000
Land and buildings		
Operating leases which expire:		
within one year	55	95

21 Subsidiary undertakings

The undertakings in which the Group's interest at the year end is more than 20% are as follows:

Company name	Percentage beneficial ownership by Group (Ordinary shares)	Country of incorporation/ registration	Principal activity
Conpor Inc.	100%	British Virgin Islands	Dormant
GCS Holdings Inc.	67.5%	British Virgin Islands	Project Holding Company
GCS Vietnam Inc.	55.63%	Cayman Islands	Floating Methanol Plant
GTC Resources Limited	100%	England and Wales	Dormant

All the companies listed above have been included in the consolidated financial statements.

22 Related party transactions

Provisions of services by The Fox Partnership

The Company entered into a consultancy agreement with the Fox Partnership ("Fox") on 15 January, 1999 for the provision of consultancy services to the Company by Mr. Tom Fox and Mr. Michael D. Fox. The partnership effectively ceased trading on 18 February, 2000 after the death of Mr. Tom Fox. Under the terms of the consultancy agreement, Fox was paid a monthly fee of \$16,000, (£10,000) excluding VAT and expenses. In the year under review and under the terms of the consultancy agreement \$170,000, (£106,000) was paid to Fox. In addition Fox incurred expenditure on behalf of the Company, which reduced the amount owed to the Group by Fox at 31 March, 2000 to \$2,000, (£1,250), (1999: \$5,000; £3,000). Mr. Michael D. Fox was employed as a full time director of the Company from 1 March, 2000 and was appointed Deputy Chairman on 1 May, 2000.

Provision of services by Walker Tindle

The Group paid \$19,000, (£12,000) to Walker Tindle, Chartered Accountants, for the provision of business services during the year. Mr P. Grylls, Finance Director, is a full time equity partner of Walker Tindle and a shareholder of the Company. Certain other partners of the firm and staff employed are also shareholders in the Company.

Provision of services by Bracewell & Patterson LLP

The Company entered into an agreement with Bracewell & Patterson LLP, a Houston based law firm, for the provision of legal advice and company secretarial duties on 14 January, 1999. In the year under review, payments totalling \$256,000 (£159,000) were remitted by the Company to Bracewell & Patterson LLP for professional services rendered. Mr K Alexander, Company Secretary, significant shareholder and recently appointed Chief Executive, was a partner of the firm until August, 1999.

Provision of services by Salans, Hertzfeld & Heilbronn HRK

The Company entered into an agreement with Salans Hertzfeld & Heilbronn HRK, a London based law firm, for the provision of legal advice and company secretarial duties in October 1999. In the year under review, payments totalling \$203,000, (£126,000) was remitted by the Company to Salans Hertzfeld & Heilbronn HRK for professional services rendered. Mr K. Alexander, Company Secretary, significant shareholder and recently appointed Chief Executive, was a partner of the firm until 28 March, 2000.

Provision of services by Mr G L Toll

The Company entered into a consultancy agreement with Mr G. L. Toll on 30 June, 1998. The agreement was for a 12 month period and expired on 30 June, 1999. In the year under review a total of £24,000 has been paid to Mr Toll. Until 29 September, 1998 Mr G. L. Toll was an executive director of the Company. He is a director of Ivanhoe Mines Limited, which is a significant shareholder of the Group.

Other related party transactions

Included within creditors are loans made to a subsidiary, Conpor Inc. from Dr. A. J. Horan and Mr T. Fox amounting to \$83,000, (£52,000), (1999: \$76,000; £46,000). The loans are not interest bearing and there are no specified repayment dates. At the date of approval of the financial statements, the loans were still outstanding.

GTL RESOURCES PLC

(Registered in England — No. 2811366)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Annual General Meeting of the Company will be held at 11.00 am on Friday, 29 September, 2000 at SG Securities (London) Limited, Exchange House, Primrose Street, London EC2A 2DD.

As ordinary business:

- 1 To receive the Report of the Directors and the Financial Statements of the Company for the year ended 31 March, 2000, together with the Report of the Auditors thereon;
- 2 To re-elect Dr. Alan Horan who will be retiring by rotation in accordance with the Articles of Association of the Company at the Annual General Meeting as a director of the Company;
- 3 To reappoint KPMG Audit Plc as auditors of the Company to hold office from the conclusion of this meeting until the conclusion of the next General Meeting at which financial statements are laid before the Company at a remuneration to be fixed by the directors.

As special business:

- 4 To consider and, if thought fit, to pass the following Resolution as an Ordinary Resolution:

that in substitution for any existing power under Section 80 of the Companies Act 1985 (as amended and in force from time to time) (the "Act") but without prejudice to the exercise of any such power prior to the date hereof, the directors be and are hereby generally and unconditionally authorised in accordance with Section 80 of the Act to exercise all the powers of the Company to allot relevant securities (as defined in Section 80(2) of the Act) up to an aggregate nominal value of £621,102.14 such authority to expire at the conclusion of the Annual General Meeting of the Company to be held in 2001 but so that such authority shall allow the Company to make offers or agreements before the expiry of such authority which would or might require relevant securities to be allotted after such expiry and the directors may allot relevant securities in pursuance of such offers or agreements as if the power conferred herein had not expired.

- 5 To consider and, if thought fit, to pass the following Resolution as a Special Resolution:

that subject to the passing of the Ordinary Resolution number 4 set out in this notice, in substitution for any existing power under Section 95 of the Companies Act 1985 (as amended and in force from time to time) (the "Act"), but without prejudice to the exercise of any such authority prior to the date hereof, the directors be and are hereby empowered until the conclusion of the Annual General Meeting of the Company to be held in 2001, pursuant to Section 95(1) of the Act, to allot equity securities (as defined in Section 94(2) of the Act) for cash pursuant to the authority given in accordance with Section 80 of the Act by Resolution 4 above as if Section 89(1) did not apply to any such allotment provided that this power shall be limited to:

- (a) the allotment of equity securities in connection with a rights issue or open offer in favour of shareholders where the equity securities respectively attributable to the interests of all ordinary shareholders are proportionate (as nearly as may be) to the respective number of ordinary shares held by them, subject to such exclusions or other arrangements that the directors may deem necessary or expedient in relation to fractional entitlements or legal or practical problems under any law or requirement of any regulatory authority;

NOTICE OF ANNUAL GENERAL MEETING *(Continued)*

- (b) the allotment of equity securities pursuant to the terms of any share option scheme for employees approved by the members in General Meeting; and
- (c) the allotment for cash (otherwise than pursuant to sub-paragraphs (a) and (b) above) of equity securities up to an aggregate nominal amount of £176,000 (equivalent to approximately 9.9 per cent. of the Company's issued ordinary share capital at the date of the notice of this resolution);

but so that this authority shall allow the Company to make offers or agreements before the expiry of this authority which would or might require equity securities to be allotted after such expiry and the directors may allot equity securities in pursuance of such offers or agreements as if the power conferred hereby had not expired.

Registered Office:
60 St. James's Street
London SW1A 1LE

By Order of the Board,
Kevin Alexander
Secretary

Dated 5 September, 2000

Notes—

- 1 A member entitled to attend and vote at the Meeting may appoint one or more proxies to attend and, on a poll, vote instead of him or her. A proxy need not be a member of the Company.
- 2 To be effective, the enclosed form of proxy together with the Power of Attorney or authority (if any) under which it is signed or a notarially certified copy of such authority must be deposited with Computershare Services PLC, The Pavilions, Bridgwater Road, Bristol, Avon BS13 8AE, not less than 48 hours before the Meeting.
- 3 The Register of Directors' Interests in the shares of the Company and copies of the service agreements between the Company and its directors will be available for inspection at the registered office of the Company during usual business hours on any weekday (Saturday and public holidays excluded) until the date of the Meeting and also on the date and at the place of the Meeting from 9.30 am until the conclusion of the Meeting.

GTL RESOURCES PLC

PROXY FORM FOR USE BY ORDINARY SHAREHOLDERS

This form of proxy is for use by Shareholders at the Annual General Meeting of the Company to be held at 11.00 am on Friday, 29 September, 2000 at SG Securities (London) Limited, Exchange House, Primrose Street, London EC2A 2DD.

I/We (Please insert Shareholder's name and address):

.....

.....(BLOCK LETTERS)
being a holder of ordinary shares of 1p each of GTL Resources PLC, hereby appoint the duly appointed Chairman of the meeting or (name and address of proxy, if not the Chairman, see note 7)

.....

.....(BLOCK LETTERS)
to act as my/our proxy at the Annual General Meeting of the Company to be held on 29 September, 2000, and at any adjournment thereof, and to vote on my/our behalf as directed below.

(Please indicate with an X in the spaces provided below how you wish your votes to be cast. The numbering of Resolutions follows that in the Notice of the Meeting with Resolutions 1 to 4 being Ordinary Resolutions and Resolution 5 being a Special Resolution. Should this form of proxy be returned duly signed but without a specific direction, the proxy will vote or abstain at his discretion. On any motion to amend any Resolution or to propose a new Resolution or to adjourn the Meeting, the proxy will act at his discretion).

	RESOLUTIONS	FOR	AGAINST
1	Ordinary business To receive the Report and financial statements for the year ended 31 March, 2000		
2	To re-elect Dr. Alan Horan as a Director		
3	To re-appoint KPMG Audit Plc as auditors and to authorise the directors to agree their remuneration.		
4	Special Business To grant allotment authority		
5	To disapply pre-emption rights		

Date:

Signature:

.....

.....

Notes

1. A proxy need not be a member of the Company.
2. In the case of joint holders, the vote of the senior who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the votes of the other joint holders. For this purpose seniority is determined by the order in which the names stand in the Register of Members in respect of the joint holding.
3. In the case of a corporation this form of proxy must be under its common seal or under the hand of an officer or attorney duly authorised.
4. To be effective, this proxy must be lodged at the address overleaf not later than 48 hours before the time of the Meeting or any adjournment thereof, together, if appropriate, with the power of attorney or other authority (if any) under which it is signed or a notarially certified copy of such power or, where the form has been signed by an officer on behalf of a corporation, a notarially certified copy of the authority under which it is signed.
5. Any alterations made in this form should be initialled.
6. Please indicate with an X how you wish your votes cast. Unless otherwise instructed, the proxy will vote or abstain as the proxy thinks fit. On any motion to amend any resolution, to propose a new resolution, to adjourn the Meeting, or any other motion put to the Meeting the proxy will act as his/her/their discretion.
7. If it is desired to appoint a proxy any person other than the Chairman of the Meeting, his/her name and address should be inserted in the relevant place, reference to the Chairman deleted and the alteration initialled.
8. The completion and return of this form will not prevent you from attending in person and voting at the Meeting should you subsequently decide to do so.



SECOND FOLD—FOLD UNDER

BUSINESS REPLY SERVICE
Licence No BS 2282

211

Computershare Services PLC
P.O. Box No. 82
Caxton House
Redcliffe Way
Bristol BS99 7ZZ

FIRST FOLD—FOLD UNDER

THIRD FOLD—FOLD UNDER