

**Company No. 09276929**

**MARKET OPERATOR SERVICES LIMITED**

**NOTICE OF A GENERAL MEETING**

Notice is given that the General Meeting of Market Operator Services Limited will be held at the offices of Addleshaw Goddard LLP, Milton Gate, 60 Chiswell Street, London, EC1Y 4AG on 15th December 2016 at 15.00 pm to consider, and if thought fit, to pass the following special resolutions.

**SPECIAL RESOLUTIONS**

That, in accordance with Article 5.3 of the articles of association of the Company, the proposed Business plan for the year ending 31 March 2018 be approved. The business plan sets out a total funding requirement for £13,700,356 (excluding VAT), which will be charged to members in accordance with the Company's articles of association. The total budget includes a base cost of £10,200,356 for the year ending 31 March 2018 plus a cap of £1,500,000 for the market audit and requirement for a contingency of £2,000,000. The market audit cap will be adjusted to the true amount once the market audit tender process has been completed.

That the regulations contained in the revised articles of association document are adopted as the Company's new articles of association in substitution for and to the exclusion of the Company's existing articles of association with effect from 1 April 2017.

By order of the board

.....  
Secretary  
For and on behalf of  
AG Secretarial Limited

Registered office:

Milton Gate  
60 Chiswell Street  
London  
EC1Y 4AG

Dated 29 November 2016

Notes:

[1] *Members entered on the Company's guarantee member register at 10.00am on 13 December 2016 are entitled to attend and vote at the general meeting. If you are no longer on the Company's register of members at that time, you will no longer be entitled to attend.*

[2] *Special resolutions require a 75% majority of each member class in order to be validly passed.*

- [3] *A member of the Company is entitled to appoint one or more persons as his proxy to exercise all or any of the rights to attend and to speak and to vote at the meeting. A proxy need not be a member of the Company.*
- [4] *To be valid and effective, a completed and signed proxy form, together with any power of attorney or other written authority under which it is signed, or a notarially certified copy or a copy certified in accordance with the Powers of Attorney Act 1971 of such power or written authority, must be returned so as to reach the registered office of the Company not less than 48 hours before the time appointed for holding the meeting or adjourned meeting.*
- [5] *Appointment of a proxy will not prevent you from attending the meeting and voting in person. If you have appointed a proxy and attend the meeting in person, your proxy appointment will automatically be terminated*