



BTG plc

Notice of the Annual General Meeting

to be held at the offices of

Stephenson Harwood LLP
1 Finsbury Circus
London EC2M 7SH

Thursday, 14 July 2016 at 10.30 am

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION. This document should be read in conjunction with the accompanying BTG Annual Report and Accounts. If you are in any doubt as to the action you should take, you are recommended to seek your own personal financial advice immediately from your stockbroker, bank manager, solicitor, accountant or independent adviser, who, if you are taking advice in the United Kingdom, is authorised pursuant to the Financial Services and Markets Act 2000.

If you have sold or otherwise transferred all your ordinary shares in BTG plc, please send this document and accompanying form of proxy to the purchaser or transferee or to the stockbroker, bank or other agent through whom the sale or transfer was affected for delivery to the purchaser or transferee.

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13 June 2016

Dear Shareholder

Annual General Meeting 2016

I am pleased to enclose the Notice of Meeting for the Annual General Meeting (the AGM) of BTG plc (the Company or BTG). The AGM will be held on Thursday, 14 July 2016 at 10.30 am at the offices of Stephenson Harwood LLP, 1 Finsbury Circus, London EC2M 7SH. The formal notice convening the meeting is set out on pages 3 to 8 of this document. This document describes and gives a detailed explanation of each resolution to be proposed at the AGM.

The AGM agenda will include a presentation on the business of the Company and there will be the opportunity to meet and ask questions of the Board. If you are unable to attend the meeting, you may appoint a proxy to vote on your behalf at the meeting by returning the form of proxy sent to you in paper form. Alternatively, you may elect to vote online. If you choose to submit your proxy online you can access the voting site through the website of our registrar, Capita Asset Services, at www.capitashareportal.com. Further instructions are provided on Capita's website. If you hold your shares in CREST you may vote via the CREST system. In each case, notice of your appointment of a proxy should reach Capita Asset Services no later than 10.30 am on Tuesday, 12 July 2016. Submitting your proxy will not prevent you attending and voting in person if you wish to do so.

If no proxy card is enclosed, this means that you have been nominated by the registered shareholder, who administers the investment on your behalf, to receive general shareholder communications directly from BTG. In this instance you may not send any voting instructions to the Company but should utilise any voting arrangements you have with the registered holder of your shares.

Voting for all resolutions will be by way of a poll. The results of the poll will be announced through our Regulatory Information Service and posted on the Investors/Regulatory News section of the Company's website (www.btgplc.com) after the AGM. Details of the procedure will be explained at the meeting. If you have already voted and do not wish to change your vote then you will not need to complete the poll card that will be handed to you at the meeting.

The Annual Report and Accounts for the year ended 31 March 2016 (the Annual Report and Accounts) contains the financial statements and a detailed review of progress in the business over the past year. A copy of the Annual Report and Accounts is enclosed and also may be found in the Investors/Results, Reports and Presentations section of the Company's website (www.btgplc.com).

Matters to be voted on at the AGM include resolutions to receive the Annual Report and Accounts, to re-appoint KPMG LLP as auditor and re-elect the directors. A number of other resolutions are also proposed, including resolutions seeking approval for the BTG Performance Share Plan 2016 (the Plan) and a new Remuneration Policy. Explanatory notes for all the business of the AGM are given on pages 9 to 11 of this document and, in respect of the business proposed in relation to the Plan, in the Appendix attached to the Notice of AGM.

In accordance with the UK Corporate Governance Code, the Board is proposing the re-election of all the directors at this year's AGM and their biographies can be found on pages 34 to 35 of the Annual Report and Accounts.

Recommendation

Your directors believe that all the proposals to be considered at the Annual General Meeting are in the best interests of the Company and its shareholders and recommend that shareholders vote in favour of the resolutions. The directors will be voting in favour of the resolutions in respect of their own shareholdings.

Yours sincerely

Garry Watts

Chairman
BTG plc

Registered in England & Wales: No. 2670500
Registered office: 5 Fleet Place, London EC4M 7RD

Share Fraud Warning

If shareholders receive unsolicited calls from anyone, we recommend that you read the Fraud Warning for Shareholders issued by the Financial Conduct Authority. This can be found on our website in the Investors section (www.btgplc.com/investors).

BTG plc

Notice of the Annual General Meeting

NOTICE IS HEREBY GIVEN that the Annual General Meeting of BTG plc (the Company) will be held at the offices of Stephenson Harwood LLP, 1 Finsbury Circus, London EC2M 7SH on Thursday, 14 July 2016, at 10.30 am, to consider and, if thought fit, pass the following resolutions.

It is intended to propose resolutions 1 to 17 as ordinary resolutions and resolutions 18, 19 and 20 as special resolutions.

Ordinary Business

- 1 To receive and adopt the accounts for the financial year ended 31 March 2016, together with the reports of the directors and auditor thereon (including the strategic report). (Resolution 1)
- 2 To approve the Annual Statement by the Chairman of the Remuneration Committee and the Annual Report on Directors' Remuneration for the financial year ended 31 March 2016 as set out in pages 54 to 57 and 65 to 75 of the Company's Annual Report & Accounts. (Resolution 2)
- 3 To approve the Directors' Remuneration Policy as set out in pages 57 to 64 of the Company's Annual Report and Accounts. (Resolution 3)
- 4 To re-elect Garry Watts as a director of the Company. (Resolution 4)
- 5 To re-elect Louise Makin as a director of the Company. (Resolution 5)
- 6 To re-elect Rolf Soderstrom as a director of the Company. (Resolution 6)
- 7 To re-elect Giles Kerr as a director of the Company. (Resolution 7)
- 8 To re-elect Ian Much as a director of the Company. (Resolution 8)
- 9 To re-elect James O'Shea as a director of the Company. (Resolution 9)
- 10 To re-elect Richard Wohanka as a director of the Company. (Resolution 10)
- 11 To re-elect Susan Foden as a director of the Company. (Resolution 11)
- 12 To re-appoint KPMG LLP as auditor to hold office from the conclusion of this meeting until the conclusion of the next Annual General Meeting at which accounts are laid. (Resolution 12)
- 13 To authorise the directors to fix the remuneration of KPMG LLP. (Resolution 13)

Special Business

- 14 **Donations to Political organisations and political expenditure**

That in accordance with section 366 and 367 of the Companies Act 2006 (the Act), the Company and all companies which are subsidiaries of the Company during the period when this resolution has effect be and are hereby authorised:

 - a. to make political donations to political parties and/or independent election candidates, not exceeding £25,000 in total;
 - b. to make political donations to political organisations other than political parties, not exceeding £25,000 in total; and
 - c. to incur political expenditure not exceeding £25,000 in total,

in each case during the period beginning with the date of passing this resolution and ending at the end of the next Annual General Meeting of the Company or on 14 October 2017, whichever is the sooner. In any event, the aggregate amount of political donations and political expenditure made and incurred by the Company and its subsidiaries pursuant to this resolution shall not exceed £50,000. For the purposes of this resolution the terms 'political donation', 'political parties', 'independent election candidates', 'political organisation' and 'political expenditure' have the meanings given by sections 363 to 365 of the Act. (Resolution 14)

15 Approval of the BTG Performance Share Plan 2016

That the rules of the BTG Performance Share Plan 2016 (the Plan) referred to in the explanatory notes and Appendix to the 2016 notice of the Annual General Meeting of the Company, and produced in draft to this meeting and, for the purposes of identification, initialled by the Chairman of the meeting, be and are hereby approved and the Directors be authorised to:

- a. make such modifications to the Plan as they may consider appropriate to take account of the requirements of best practice and for the implementation of the Plan and to adopt the Plan as so modified and to do all such other acts and things as they may consider appropriate to implement the Plan; and
- b. establish further plans based on the Plan but modified to take account of local tax, exchange control or securities laws in overseas territories, provided that any shares made available under such further plans are treated as counting against the limits on individual or overall participation in the Plan. (Resolution 15)

16 Authority to allot shares

That the directors be generally and unconditionally authorised for the purposes of Section 551 of the Companies Act 2006 (the Act), to exercise all the powers of the Company to allot shares and grant rights to subscribe for, or convert any security into, shares:

- a. up to a maximum nominal value (within the meaning of Section 551(3) and (6) of the Act) of £12,766,577 (such amount to be reduced by the nominal amount allotted or granted under (b) below in excess of such sum); and
- b. comprising equity securities (as defined in Section 560 of the Act) up to an aggregate nominal amount (within the meaning of Section 551(3) and (6) of the Act) of £25,533,155 (such amount to be reduced by any allotments or grants made under (a) above) in connection with or pursuant to an offer by way of a rights issue in favour of holders of ordinary shares in proportion (as nearly as practicable) to the respective number of ordinary shares held by them on the record date for such allotment (and holders of any other class of equity securities entitled to participate therein or if the directors consider it necessary, as permitted by the rights of those securities), but subject to such exclusions or other arrangements as the directors may consider necessary or appropriate to deal with fractional entitlements, treasury shares, record dates or legal, regulatory or practical difficulties which may arise under the laws of, or the requirements of any regulatory body or stock exchange in any territory or any other matter whatsoever,

these authorisations to expire at the conclusion of the next Annual General Meeting of the Company (or if earlier on 14 October 2017), (save that the Company may before such expiry make any offer or agreement which would or might require shares to be allotted or rights to be granted, after such expiry and the directors may allot shares, or grant rights to subscribe for or to convert any security into shares, in pursuance of any such offer or agreement as if the authorisations conferred hereby had not expired). (Resolution 16)

17 Increase in the limit of non-executive directors' fees

That, in accordance with Article 58 of the Company's Articles of Association, the aggregate amount of fees payable to the non-executive directors of the Company in any year be increased from £500,000 to £1,000,000. (Resolution 17)

Special Resolutions

18 Disapplication of pre-emption rights in respect of up to 5% of the Company's issued share capital

That, subject to the passing of resolution 16 set out above, the directors be given power pursuant to Sections 570(1) and 573 of the Companies Act 2006 (the Act) to allot equity securities (as defined in Section 560 of the Act) of the Company for cash pursuant to the authorisation conferred by that resolution, as if section 561 of the Act did not apply to any such allotment or sale, such authority to be limited:

- a. to the allotment of equity securities for cash in connection with or pursuant to an offer of or invitation to acquire equity securities (but in the case of the authorisation granted under

resolution 16b. above, by way of a rights issue only) in favour of holders of ordinary shares in proportion (as nearly as practicable) to the respective number of ordinary shares held by them on the record date for such allotment or sale (and holders of any other class of equity securities entitled to participate therein or if the directors consider it necessary, as permitted by the rights of those securities) but subject to such exclusions or other arrangements as the directors may consider necessary or appropriate to deal with fractional entitlements, record dates or legal, regulatory or practical difficulties which may arise under the laws of or the requirements of any regulatory body or stock exchange in any territory or any other matter whatsoever; and

- b. to the allotment of equity securities or sale of treasury shares (otherwise than under paragraph (a) above) up to a nominal amount of £1,914,987.

such authority to expire at the conclusion of the next Annual General Meeting of the Company (or, if earlier, on 14 October 2017), save that the Company may before such expiry make any offer or agreement that would or might require equity securities to be allotted, or treasury shares to be sold, after such expiry and the directors may allot equity securities, or sell treasury shares in pursuance of any such offer or agreement as if the power conferred hereby had not expired. (Resolution 18)

19 Disapplication of pre-emption rights in respect of an additional 5% of the Company's issued share capital

That, subject to the passing of resolution 16 set out above, the directors be given power, in addition to any authority granted under resolution 18 and, pursuant to Sections 570(1) and 573 of the Companies Act 2006 (the Act) to allot equity securities (as defined in Section 560 of the Act) of the Company for cash pursuant to the authorisation conferred by resolution 16, as if section 561 of the Act did not apply to any such allotment or sale, such authority to be:

- a. limited to the allotment of equity securities or treasury shares up to a nominal amount of £1,914,987; and
- b. used only for the purposes of financing (or refinancing, if the authority is to be used within six months after the original transaction) a transaction which the directors of the Company determine to be an acquisition or other capital investment of a kind contemplated by the Statement of Principles on Disapplying Pre-Emption Rights most recently published by the Pre-Emption Group prior to the date of this notice,

such authority to expire at the conclusion of the next Annual General Meeting of the Company (or, if earlier, on 14 October 2017), save that the Company may before such expiry make any offer or agreement that would or might require equity securities to be allotted, or treasury shares to be sold, after such expiry and the directors may allot equity securities, or sell treasury shares in pursuance of any such offer or agreement as if the power conferred hereby had not expired. (Resolution 19)

20 Reduced notice of a meeting other than an annual general meeting

That a general meeting, other than an annual general meeting, may be called on not less than 14 clear days' notice, such authority to expire on the date of the next Annual General Meeting of the Company. (Resolution 20)

By order of the Board

Paul Mussenden
Secretary
BTG plc

5 Fleet Place
London
EC4M 7RD
Registered in England and Wales No. 2670500

13 June 2016

Notes

- 1 A member entitled to attend and vote at the Annual General Meeting (AGM) may appoint one or more proxies (who need not be members of the Company), provided that each proxy is appointed to exercise the rights attached to a different share or shares held by him, to attend, to speak and, on a poll, to vote on his or her behalf. A form of proxy is enclosed for use by shareholders. In order to be valid an appointment of proxy must be returned to the Company's Registrars by one of the following methods:
 - In hard copy form (together with the power of attorney or other authority, if any under which it is signed) by post, by courier or by hand not later than 10.30 am on 12 July 2016 to the Company's Registrars, Capita Asset Services, PXS1, 34 Beckenham Road, Beckenham, Kent, BR3 4ZF;
 - Online through the website of our registrar, Capita Asset Services, at www.capitashareportal.com

Appointment of a proxy does not preclude a member of the Company from attending the AGM and voting in person. If you wish to attend the AGM in person, please bring with you the Attendance Card accompanying this Notice. This will authenticate your right to attend, speak and vote at the AGM and assist us in registering your attendance without delay.

- 2 Alternatively, if you are a member of CREST, you may register the appointment of a proxy by using the CREST electronic proxy appointment service. Further details are contained below:

CREST members who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service may do so for the Annual General Meeting and any adjournment(s) thereof by using the procedures, and to the address, described in the CREST Manual (available via www.euroclear.com/CREST) subject to the provisions of the Company's articles of association. CREST personal members or other CREST sponsored members, and those CREST members who have appointed a voting service provider(s), should refer to their CREST sponsor or voting service provider(s), who will be able to take the appropriate action on their behalf.

In order for a proxy appointment or instruction made using the CREST service to be valid, the appropriate CREST message (a CREST Proxy Instruction) must be properly authenticated in accordance with Euroclear UK and Ireland Limited's (Euroclear) specifications and must contain the information required for such instructions, as described in the CREST Manual. The message, regardless of whether it constitutes the appointment of a proxy or an amendment to the instruction given to a previously appointed proxy, must, in order to be valid, be transmitted so as to be received by the issuer's agent (ID RA 10) by the latest time(s) for receipt of proxy appointments specified in the Notice of the Annual General Meeting. For this purpose, the time of receipt will be taken to be the time (as determined by the time stamp applied to the message by the CREST Applications Host) from which the issuer's agent is able to retrieve the message by enquiry to CREST in the manner prescribed by CREST. After this time any change of instructions to proxies appointed through CREST should be communicated to the appointee through other means.

CREST members and, where applicable, their CREST sponsors or voting service provider(s) should note that Euroclear does not make available special procedures in CREST for any particular messages. Normal system timings and limitations will therefore apply in relation to the input of CREST Proxy Instructions. It is the responsibility of the CREST member concerned to take (or, if the CREST member is a CREST personal member or sponsored member or has appointed a voting service provider(s), to procure that his CREST sponsor or voting service provider(s) take(s)) such action as shall be necessary to ensure that a message is transmitted by means of the CREST system by any particular time. In this connection, CREST members and, where applicable, their CREST sponsors or voting service provider(s) are referred, in particular, to those sections of the CREST Manual concerning practical limitations of the CREST system and timings.

The Company may treat as invalid a CREST Proxy Instruction in the circumstances set out in Regulation 35(5)(a) of the Uncertificated Securities Regulations 2001.

- 3 Pursuant to Regulation 41 of the Uncertificated Securities Regulations 2001, in order to be able to attend and vote at the AGM or any adjourned meeting (and also for the purposes 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 by 6.00 pm on 12 July 2016 (or 48 hours before the time appointed for holding 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.
- 4 Voting on all resolutions will be conducted by way of a poll rather than on a show of hands so as to accurately record the decision of all members based on their shareholding interests in the Company. This is a more transparent method of voting as shareholders' votes are counted according to the number of shares registered in their names. As soon as practicable following the meeting, the results of the voting will be announced via a regulatory information service and also placed on the Company's website, www.btgplc.com.
- 5 Copies of executive directors' service agreements and copies of the terms and conditions of appointment of non-executive directors are available for inspection at the Company's registered office during normal business hours from the date of this notice until the close of the Annual General Meeting (Saturdays, Sundays and public holidays excepted) and will be available for inspection at the place of the meeting for at least 15 minutes prior to and during the meeting.
- 6 A copy of the Articles of Association of BTG plc including the proposed amendment to article 58 is available for inspection at the Company's registered office during normal business hours from the date of this notice until the close of the Annual General Meeting (Saturdays, Sundays and public holidays excepted) and will be available for inspection at the place of the meeting for at least 15 minutes prior to and during the meeting.

- 7 The right to appoint a proxy does not apply to persons whose shares are held on their behalf by another person and who have been nominated to receive communications from the company in accordance with section 146 of the Companies Act 2006 (the Act) (nominated persons). Nominated persons may have a right under an agreement with the registered shareholder who holds the shares on their behalf to be appointed (or to have someone else appointed) as a proxy. Alternatively, if nominated persons do not have such a right, or do not wish to exercise it, they may have a right under such an agreement to give instructions to the person holding the shares as to the exercise of voting rights.
- 8 Any corporation which is a member can appoint one or more corporate representatives who may exercise on its behalf all of its powers as a member provided that they do not do so in relation to the same shares.
- 9 Any member attending the Annual General Meeting has the right to ask questions. The Company must cause to be answered any such question relating to the business being dealt with at the meeting but no such answer need be given if (a) to do so would interfere unduly with the preparation for the meeting or involve the disclosure of confidential information, (b) the answer has already been given on a website in the form of an answer to a question, or (c) it is undesirable in the interests of the Company or the good order of the meeting that the question be answered.
- 10 A copy of this notice, and other information required by Section 311A of the Act, can be found on the Company's website, www.btgplc.com.
- 11 Under Section 527 of the Act, members meeting the threshold requirements set out in that section have the right to require the Company to publish on a website a statement setting out any matter relating to: (i) the audit of the Company's accounts (including the auditor's report and the conduct of the audit) that are to be laid before the Annual General Meeting; or (ii) any circumstance connected with an auditor of the Company ceasing to hold office since the previous meeting at which annual accounts and reports were laid in accordance with Section 437 of the Act, (in each case) that the members propose to raise at the Annual General Meeting. The Company may not require the members requesting any such website publication to pay its expenses in complying with Sections 527 or 528 of the Act. Where the Company is required to place a statement on a website under Section 527 of the Act, it must forward the statement to the Company's auditor not later than the time when it makes the statement available on the website. The business which may be dealt with at the meeting includes any statement that the Company has been required under Section 527 of the Act to publish on a website.
- 12 As at 10 June 2016 (being the last business day prior to the publication of this Notice) the Company's issued share capital consists of 382,997,322 ordinary shares, carrying one vote each. Therefore, the total voting rights in the Company as at 10 June 2016 are 382,997,322.
- 13 You may not use any electronic address (within the meaning of Section 333(4) of the Act) provided in this Notice of Meeting (or in any related documents including the Chairman's letter and proxy form) to communicate with the Company for any purposes other than those expressly stated.
- 14 A copy of the draft rules of the BTG Performance Share Plan 2016 will be available for inspection at the Company's registered office and at the offices of New Bridge Street (an Aon Hewitt Ltd company) at 10 Devonshire Square, London EC2M 4YP during normal business hours from the date of this notice until the close of the Annual General Meeting (Saturdays, Sundays and public holidays excepted) and will be available for inspection at the place of the meeting at least 15 minutes prior to and during the meeting.

Information on resolutions

Resolution 1: To receive and adopt the accounts for the financial year ended 31 March 2016, together with the reports of the directors and auditor thereon (including the strategic report)

The Company is required to present the Directors' Report, audited Financial Statements and the independent auditor's report at a General Meeting.

Resolution 2: Approval of the annual statement by the Chairman of the Remuneration Committee and the Annual Report on Directors' Remuneration for the year ended 31 March 2016

In accordance with section 439 of the Act, shareholders are invited to vote on the annual statement by the Chairman of the Remuneration Committee and the Directors' Remuneration Report (excluding the Directors' Remuneration Policy), which is set out on pages 54 to 57 and 65 to 75 of the Annual Report and Accounts.

Resolution 3: Approval of the Directors' Remuneration Policy

Following a review of the Directors' Remuneration Policy approved at the 2014 AGM, a new policy is being proposed to be applied for 2016 onwards and is being put to a binding shareholder vote. The policy is described on pages 57 to 64 of the Annual Report and Accounts and has been developed taking into account the principles of the UK Corporate Governance Code and the views of our major shareholders. If approved, the policy will take formal effect from the date of this AGM (with application from the beginning of this financial year).

Resolutions 4 to 11: Retirement and re-election of directors

In accordance with section B.7.1 of the UK Corporate Governance Code (the Code) all the directors of the Company will stand for re-election.

The directors were first appointed to the Board as follows: Garry Watts was first appointed in 2012, Louise Makin in 2004, Rolf Soderstrom in 2008, Giles Kerr in 2007, Ian Much in 2010, Jim O'Shea in 2009, Richard Wohanka in 2013 and Susan Foden in 2015. Following a formal evaluation process, the Chairman is satisfied that each of the directors continues to perform effectively and demonstrates commitment to their role, including commitment of time for Board and Committee meetings and their other duties. Evaluation of Garry Watts as Chairman was carried out by Giles Kerr, the Senior Independent Director, who found him to be committed and his performance to be effective.

All the non-executive directors have letters of appointment rather than service contracts with a notice period of three months for all except the Chairman who has a six month notice period, unless they are not re-elected at an AGM. Louise Makin and Rolf Soderstrom have service contracts with a notice period of 12 months.

Biographical details of the directors standing for re-election are shown on pages 34 and 35 of the Annual Report and Accounts and on the Company's website.

Resolutions 12 and 13: Re-appointment of the auditor and approval of its remuneration

At every general meeting at which accounts are presented to shareholders, the Company is required to appoint an auditor to serve from the end of the meeting until the next such meeting. The Board is proposing the re-appointment of KPMG LLP (KPMG) as the Company's auditor and KPMG has expressed its willingness to continue in office. The Company's Audit Committee has reviewed KPMG's effectiveness and recommends its re-appointment. Resolution 12 proposes the re-appointment of KPMG as the Company's auditor to hold office until the next annual general meeting of the Company. Resolution 13 authorises the directors to fix its remuneration. The directors have delegated the responsibility of fixing the auditor's remuneration to the Audit Committee of the Board.

Resolution 14: Political donations and political expenditure

Provisions of the Act relating to political donations and expenditure, include provisions that prohibit the Company and its subsidiaries from making donations to an EU political party or other EU political organisation or to an independent election candidate in the EU of more than £5,000 in any 12-month period unless they have been authorised to make donations by the Company's shareholders.

The Company does not make and does not intend to make donations to political parties, other political organisations or independent election candidates, nor does it incur or intend to incur EU political expenditure within the ordinary meaning of those words. However, the definitions of political donations, political expenditure and political organisations used in the Act are very broadly drafted. In particular, the definition of political organisations may extend to bodies such as those concerned with policy review, law reform, the representation of the business community and special interest groups such as those concerned with the environment. Matching employees' donations to certain charities may also be covered. As a result, the definitions may cover legitimate business activities that are not in the ordinary sense considered to be political donations or political expenditure. Such activities are not designed to support any political party or independent election candidate.

The Company wishes to ensure that neither it nor its subsidiaries inadvertently commits any breaches of the Act; accordingly, the directors have decided to seek shareholders' authority for political donations and political expenditure to be made in case any of our normal activities are caught by the legislation. The authority sought would be capped at £50,000 for the next year. The authority will expire at the conclusion of the next AGM or, if earlier, the date which is fifteen months from the date of this resolution. The directors will continue to seek to renew their authority at each AGM, in accordance with current best practice.

No payments have ever been made under this authority, which is specific to political donations and political expenditure in relation to any and all EU member states.

Resolution 15: Approval of the BTG Performance Share Plan 2016

Resolution 15 seeks authority from shareholders to introduce a new long-term incentive plan, the BTG Performance Share Plan 2016 (the Plan).

The Plan will be used to implement (if approved) the revised long-term incentive aspects of the new Directors' Remuneration Policy proposed for approval under Resolution 3 as referred to above.

A summary of the principal terms of the Plan is set out in the Appendix to this notice.

Resolution 16: Authority to allot securities

The directors may allot shares and grant rights to subscribe for, or convert any security into, shares only if authorised to do so by the shareholders. Resolution 16 proposes granting the directors authority to allot shares and grant rights to subscribe for, or convert any security into, shares (a) up to an aggregate nominal amount of £12,766,577 and (b) in connection with a rights issue up to an aggregate nominal amount (reduced by allotments under part (a) of the resolution) of £25,533,155. The nominal amounts to which this authority relates represent approximately 33.3% and approximately 66.7% respectively of the issued ordinary share capital of the Company as at 10 June 2016. The authority will expire at the conclusion of the next Annual General Meeting of the Company or, if earlier, the date which is fifteen months from the date of this resolution. It is the directors' intention to seek renewal of this authority annually. The directors have no present intention of exercising this authority. The Company does not hold any shares in treasury.

Resolution 17: Increase in the limit of non-executive directors' fees

In accordance with Article 58 of the Company's current Articles of Association which allows for directors' fees to be increased by ordinary resolution, Resolution 17 seeks to approve an increase in the aggregate amount of fees payable to non-executive directors of the Company in any year from £500,000 to £1,000,000. This is the first increase in this limit since 2002 and will enable the Company to appoint additional non-executive directors if and when the needs of the Company so require, without the risk of breaching the existing limit and will also cover any general increases that have been or may be required to ensure that non-executive directors' fees remain competitive in the market.

Resolution 18: Disapplication of pre-emption rights in respect of up to 5% of the Company's issued share capital

Resolution 18 gives the directors the power, in certain limited circumstances, to allot equity securities for cash without first being required to offer such shares to the existing shareholders in proportion to their existing holdings. Apart from in connection with rights issues and other pre-emptive offers, the power will be limited to the allotment of equity securities for cash up to an aggregate nominal value of £1,914,987 (being

5% of the issued ordinary share capital of the Company as at 10 June 2016, the latest practicable date prior to publication of this notice). The directors will have due regard to the Pre-Emption Group's Statement of Principles published on 12 March 2015 in relation to any exercise of this power, in particular to the requirement for advance consultation and explanation before making any non pre-emptive cash issue pursuant to this resolution which exceeds 7.5% of the share capital in any rolling three-year period.

The authority will expire at the conclusion of the next Annual General Meeting of the Company or, if earlier, the date which is fifteen months from the date of this resolution. It is the directors' intention to seek renewal of this authority annually. It is standard for most UK companies to propose this resolution each year.

Resolution 19: Disapplication of pre-emption rights in respect of an additional 5% of the Company's issued share capital

Resolution 19 also gives the directors the power, in certain limited circumstances, to allot equity securities for cash without first being required to offer such shares to the existing shareholders in proportion to their existing holdings. The disapplication of pre-emption rights in respect of a further 5% of the Company's issued share capital in addition to the authority proposed to be granted pursuant to Resolution 18 reflects the guidance from the Pre-Emption Group's revised Statement of Principles published on 12 March 2015 (the Statement of Principles) and the Guidance issued by the Pre-Emption Group on 5 May 2016. Apart from in connection with rights issues and other pre-emptive offers, the power will be limited to the allotment of equity securities for cash up to an aggregate nominal value of £1,914,987 (being 5% of the issued ordinary share capital of the Company as at 10 June 2016, the latest practicable date prior to publication of this notice) provided that the authority can only be used in connection with the financing or refinancing of an acquisition or specified capital investment (within the meaning of the Statement of Principles). Any such refinancing must be within six months of the original transaction. The directors will have due regard to the Statement of Principles in relation to any exercise of this power.

The authority will expire at the conclusion of the next Annual General Meeting of the Company or, if earlier, the date which is fifteen months from the date of this resolution. It is the directors' intention to seek renewal of this authority annually. It is standard for most UK companies to propose this resolution each year.

Resolution 20: Notice of general meetings

The notice period required for general meetings of the Company required under the Companies Act 2006 is at least 21 clear days unless shareholders approve a shorter notice period, which cannot however be less than 14 clear days. (Annual general meetings will continue to be held on at least 21 clear days' notice.) Shareholder consent is being sought to approve the calling of general meetings on 14 clear days' notice.

Resolution 20 seeks to renew the approval granted at last year's annual general meeting. The approval will be effective until the Company's next annual general meeting, when it is intended that a similar resolution will be proposed. The Board confirms that it will give as much notice as practicable when calling a general meeting. The Board does not intend to use this authority as a matter of routine. The Board envisages that this authority would be used (in limited circumstances for time sensitive matters) where a shorter notice period would be, in the Board's opinion, merited in the interests of shareholders as a whole.

Appendix
Summary of the principal terms of the
BTG Performance Share Plan 2016 (the Plan)

Introduction

Approval for the Plan is sought under Resolution 15 to be proposed at the Company's 2016 Annual General Meeting.

The Plan will be used to implement the revised long-term incentive aspects of the new Directors' Remuneration Policy, also proposed for approval at the AGM, and which is set out in the Directors' Remuneration Report within the 2016 Annual Report and Accounts.

Operation

The Remuneration Committee of the Board of Directors (the Committee) will supervise the operation of the Plan.

Eligibility

Any employee (including an executive director) of the Company and its subsidiaries will be eligible to participate in the Plan at the discretion of the Committee.

Grant of awards

The Committee may grant awards to acquire ordinary shares in the Company (Shares) within six weeks following the Company's announcement of its results for any period. The Committee may also grant awards within six weeks of shareholder approval of the Plan or at any other time when the Committee considers there are sufficiently exceptional circumstances which justify the granting of awards.

The Committee may grant awards as conditional share awards or nil (or nominal) cost options.

The Committee may also decide to grant awards as nil (or nominal) cost options of capped value linked to HMRC tax advantaged market value options under the Company's market priced share option plan arrangements from time to time (together so called 'combined awards'), grant cash-based awards of an equivalent value to share-based awards or to satisfy share-based awards in cash, although it does not currently intend to do so. Combined awards shall not be granted to executive directors.

An award may not be granted more than 10 years after shareholder approval of the Plan.

No payment is required for the grant of an award. Awards are not transferable, except on death. Awards are not pensionable.

The first awards under the Plan would be made within six weeks following shareholder approval of the Plan or as soon as reasonably practicable thereafter.

Individual limit

An employee may not receive awards in any financial year over Shares having a market value in excess of 225% of their annual base salary in that financial year.

Market value for the purposes of the above limit shall be determined by the Committee based on the market value of Shares on the date of the grant, the dealing day immediately preceding the grant of an award or by reference to a short averaging period.

Performance conditions

The extent of vesting of awards granted to the Company's executive directors will be subject to performance conditions set by the Committee and may be so in the case of such awards to others.

For the first awards granted under the Plan to the Company's executive directors and other senior management, the vesting of such awards will be subject to satisfaction of a performance condition comprising independently assessed measures of adjusted earnings per share and relative total shareholder

return performance measured over a performance period comprising three financial years of the Company starting with the current financial year.

Further details of such performance conditions are explained in the Directors' Remuneration Report within the Company's 2016 Annual Report and Accounts.

The Committee may vary the performance conditions applying to any award if an event occurs which causes the Committee to consider that it would be appropriate to amend the performance conditions, provided in the case of an award held by the Company's executive directors the Committee considers the varied conditions are fair and reasonable and not materially less challenging than the original conditions would have been but for the event in question.

Vesting of awards

Awards normally vest on the third anniversary of grant or, if later, when the Committee determines the extent to which any performance conditions have been satisfied.

The Committee may specify different normal vesting periods that end before or after the third anniversary of grant provided that an Award granted to an executive director only may not normally vest before the third anniversary of grant unless it has been granted on or in relation to their recruitment in which circumstances it may vest on such date determined by the Committee, in its discretion.

Where awards are granted in the form of options, once vested, such options will then be exercisable up until the tenth anniversary of grant (or such shorter period specified by the Committee at the time of grant) unless they lapse earlier. Shorter exercise periods may apply in the case of "good leavers" and/or vesting of awards in connection with corporate events.

Holding Period

The terms of the Plan require that executive director participants (and such others if any as the Committee requires) will ordinarily be required to retain any vested shares (on an after-tax basis) acquired under the Plan (or, where relevant, the full number of the vested shares whilst held under an unexercised but vested award) until at least the fifth anniversary of the grant of the relevant award.

Exceptionally, the Committee may, in its discretion, allow such participants to sell, transfer, assign or dispose of some or all of these shares before the end of the holding period, subject to such additional terms and conditions that the Committee may specify.

Dividend equivalents

The Committee may decide that participants will receive a payment (in cash and/or Shares) on or shortly following the vesting (or exercise, as relevant) of their awards, of an amount equivalent to the dividends payable on vested shares between the date of grant and the vesting of an award (or if later, and only whilst the award remains unexercised in respect of vested shares, the expiry of any holding period). This amount may assume the reinvestment of dividends.

Leaving employment

As a general rule, an award will lapse upon a participant ceasing to hold employment or be a director within the Company's group. However, if a participant ceases to be an employee or a director because of death, ill-health, injury or disability, redundancy or retirement, his employing company or the business for which he works being sold out of the Company's group or in other circumstances at the discretion of the Committee, then his award will normally vest on the date when it would have vested if he had not ceased such employment or office. The extent to which an award will vest in these situations will depend upon two factors: (i) the extent to which the performance conditions (if any) have, in the opinion of the Committee, been satisfied over the original performance measurement period, and (ii) pro rating of the award to reflect the reduced period of time between its grant and the participant's cessation of service, although the Committee can decide not to pro-rate an award (or pro-rate to a lesser extent) if it regards it as appropriate to do so in the particular circumstances.

Alternatively, if a participant ceases to be an employee or director in the Company's group for one of the "good leaver" reasons specified above, the Committee can decide that his award will vest when he leaves, subject to: (i) the performance conditions measured at that time; and (ii) pro-rating by reference to the time of cessation as described above.

Corporate events

In the event of a takeover or winding up of the Company (not being an internal corporate reorganisation) all awards will vest early subject to: (i) the extent that the performance conditions (if any) have been satisfied at that time; and (ii) the pro-rating of the awards to reflect the reduced period of time between their grant and vesting, although the Committee can decide not to pro-rate an award (or pro-rate to a lesser extent) if it regards it as inappropriate to do so in the particular circumstances.

In the event of an internal corporate reorganisation awards will be replaced by equivalent new awards over shares in a new holding company unless the Committee decides that awards should vest on the basis which would apply in the case of a takeover.

If a demerger, special dividend or other similar event is proposed which, in the opinion of the Committee, would affect the market price of Shares to a material extent, then the Committee may decide that awards will vest on such basis as it decides.

Participants' rights

Awards settled in Shares will not confer any shareholder rights until the awards have vested or the options have been exercised as relevant and the participants have received their Shares.

Rights attaching to Shares

Any Shares allotted when an award vests or is exercised will rank equally with Shares then in issue (except for rights arising by reference to a record date prior to their allotment).

Variation of capital

In the event of any variation of the Company's share capital or in the event of a demerger, payment of a special dividend or similar event which materially affects the market price of the Shares, the Committee may make such adjustment as it considers appropriate to the number of Shares subject to an award and/or the exercise price payable (if any).

Overall Plan limits

The Plan may operate over new issue Shares, treasury Shares or Shares purchased in the market. In any ten calendar year period, the Company may not issue (or grant rights to issue) more than:

- a. 10 per cent. of the issued ordinary share capital of the Company under the Plan and any other employee share plan adopted by the Company; and
- b. 5 per cent. of the issued ordinary share capital of the Company under the Plan and any other executive share plan adopted by the Company.

Treasury Shares will count as new issue Shares for the purposes of these limits unless institutional investors decide that they need not count.

Alterations to the Plan

The Committee may, at any time, amend the Plan in any respect, provided that the prior approval of shareholders is obtained for any amendments that are to the advantage of participants in respect of the rules governing eligibility, limits on participation, the overall limits on the issue of Shares or the transfer of treasury Shares, the basis for determining a participant's entitlement to, and the terms of, the Shares or cash to be acquired and the adjustment of awards.

The requirement to obtain the prior approval of shareholders will not, however, apply to any minor alteration made to benefit the administration of the Plan, to take account of a change in legislation or to obtain or maintain favourable tax, exchange control or regulatory treatment for participants or for any company in the Company's group. Shareholder approval will also not be required for any amendments to any performance condition applying to an award varied on its terms.

Recovery and withholding

The Committee may apply the Plan's recovery and withholding provisions if, within three years of the vesting of an award, it is discovered that there has been a material misstatement in the Company's audited accounts, an error in assessing any applicable performance condition or if an event of gross misconduct is discovered.

The recovery and withholding may be satisfied by way of a reduction in the amount of any future bonus, subsisting award or future share awards and/or a requirement to make a cash payment.

Overseas plans

The shareholder resolution to approve the Plan will allow the Board to establish further plans for overseas territories, any such plan to be similar to the Plan, but modified to take account of local tax, exchange control or securities laws, provided that any Shares made available under such further plans are treated as counting against the limits on individual and overall participation in the Plan.