

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION.

If you are in any doubt about this document or the action you should take, you are recommended to seek your own financial advice from your stockbroker, bank manager, lawyer, solicitor, accountant or other independent financial adviser authorised under the Financial Services and Markets Act 2000 if you are resident in the United Kingdom or, if not, from another appropriately authorised independent financial adviser.

If you have sold or otherwise transferred all your Gasol Plc shares, please forward this document and the accompanying documentation as soon as possible to the purchaser or transferee, or to the stockbroker, bank or other agent through whom the sale or transfer was effected, for delivery to the purchaser or transferee.



GASOL PLC

(incorporated and registered in England and Wales under number
05350159)

ANNUAL GENERAL MEETING – 6 October 2014

Notice of the Annual General Meeting of the Company to be held at the Company's registered office at 40 New Bond Street, London W1S 2RX on 6 October 2014 at 10 a.m. is set out at the end of this document.

Whether or not you propose to attend the Annual General Meeting, please complete and submit the proxy form in accordance with the instructions printed thereon. The proxy form should be returned as soon as possible but in any event must be received not later than 10 a.m. on Thursday 2 October 2014, being two business days prior to the Annual General Meeting. Completion and return of a proxy form will not preclude you from attending the Annual General Meeting and voting in person.

CONTENTS

	Page
DIRECTORS, SECRETARY AND REGISTERED OFFICE OF GASOL PLC.....	3
EXPECTED TIMETABLE	3
DEFINITIONS.....	4
LETTER FROM THE CHAIRMAN.....	5
NOTICE OF ANNUAL GENERAL MEETING	7

DIRECTORS, SECRETARY AND REGISTERED OFFICE OF GASOL PLC

Directors

Mr. Alan Buxton Chief Operating Officer

Mr. Ewen Wigley Executive Director

Mr. Haresh Kanabar Non-Executive Director

Mr. Patrick Garo Finance Director

Secretary Miles Thomas

Registered Office 40 New Bond Street
London W1S 2RX

EXPECTED TIMETABLE

Latest date and time for receipt of proxy forms 10 a.m. on 2 October 2014

Annual General Meeting of Gasol Plc 10 a.m. on 6 October 2014

DEFINITIONS

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

"Act"	the Companies Act 2006 (as amended);
"Annual General Meeting" or "Meeting"	the annual general meeting of the Company to be held at 10 a.m. on 6 October 2014, notice of which is set out at pages 7 to 9 of this document, or any adjournment thereof;
"Articles of Association" or "Articles"	the articles of association of the Company;
"Board"	the board of directors of the Company;
"Company" or "Gasol"	Gasol Plc, a company incorporated in England and Wales with registered number 05350159;
"Directors"	the directors of the Company whose names are set out on page 3 of this document or the directors of the Company from time to time as the context may require;
"Ordinary Shares"	the ordinary shares of 0.5 pence each in the capital of the Company;
"Resolutions"	the resolutions to be proposed at the Annual General Meeting, as set out in the notice of Annual General Meeting contained at the end of this document;
"Shareholders"	holders of Ordinary Shares at the date of this document;

GASOL PLC

(incorporated and registered in England and Wales under number 05350159)

Registered Office: 40 New Bond Street
London W1S 2RX

Date: 12 September 2014

To the Shareholders of the Company

Notice of Annual General Meeting

Dear Shareholder,

The Annual General Meeting of the Company is to be held at the Company's registered office at 40 New Bond Street London W1S 2RX on 6 October 2014 at 10 a.m. The formal notice of the Meeting is set out on pages 7 to 9 of this document.

1. SHARE CAPITAL

As at 11 September 2014, being the latest practicable date prior to the publication of this document, the total issued share capital of the Company was £167,558.44 divided into 33,511,688 Ordinary Shares.

2. ACTIONS TO BE TAKEN IN RESPONSE TO THIS DOCUMENT

Shareholders who have elected to continue to receive hard copies of shareholder communications from the Company will find enclosed with this document, a copy of the annual report and financial statements of the Company for the 12 months ended 31 March 2014 and a proxy form for use in connection with the Meeting.

Shareholders are requested to complete, sign and return the proxy form in accordance with the instructions printed thereon so as to be received by the Company's registrars, Neville Registrars Limited, Neville House, 18 Laurel Lane, Halesowen, West Midlands B63 3DA as soon as possible and, in any event, by not later than 10 a.m. on Thursday 2 October 2014. Completion and return of the proxy form will not preclude shareholders from attending and voting at the Meeting in person if they wish to do so.

3. RECOMMENDATION

Your Board considers that the Resolutions are in the best interests of the Company and its shareholders as a whole. Accordingly, the Directors unanimously recommend that you vote in favour of the Resolutions, as they intend to do in respect of their own beneficial shareholdings.

Yours sincerely

Mr. Ewen Wigley
Director

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Annual General Meeting of Gasol Plc (the "**Company**") will be held at the Company's registered office at 40 New Bond Street London W1S 2RX on 6 October 2014 at 10 a.m. You will be asked to consider and, if thought fit, pass the resolutions below. Resolution 6 will be proposed as a special resolution. All other resolutions will be proposed as ordinary resolutions.

Ordinary resolutions

1. To receive the annual accounts of the Company for the 12 months ended 31 March 2014, together with the Directors' Report and the Auditors' Report.
2. To re-elect Mr. Ewen Wigley, who is retiring by rotation in accordance with the Article 129 of the Articles of Association, as a Director of the Company.
3. To re-elect Mr. Patrick Garo, who (having been appointed on 16 June 2014) is retiring in accordance with Article 135 of the Articles of Association, as a Director of the Company.
4. To re-appoint BDO LLP as the auditors of the Company to hold office from the conclusion of this meeting until the conclusion of the next annual general meeting of the Company at a remuneration to be determined by the Directors.
5. To generally and unconditionally authorise the Directors (in substitution for all subsisting authorities to the extent unused, other than in respect of any allotments made pursuant to offers or agreements made prior to the passing of this resolution) for the purposes of section 551 of the Act to exercise all the powers of the Company to allot shares in the Company ("**Shares**") and grant rights to subscribe for, or to convert any security into, Shares ("**Subscription or Conversion Rights**") up to an aggregate nominal amount of £5,000,000 provided that this authority shall expire at the conclusion of the next annual general meeting of the Company after the passing of this resolution or on 31 December 2016, whichever is the earlier, save that the Company may, before such expiry, make an offer or agreement which would or might require Shares to be allotted or Subscription or Conversion Rights to be granted after such expiry and the Directors may allot Shares and grant Subscription or Conversion Rights in pursuance of any such offer or agreement as if this authority had not so expired.

Special resolution

6. Conditional on the passing of Resolution 5 above, that the Directors be and are hereby empowered in accordance with section 570 and section 573 of the Act to allot equity securities (within the meaning of section 560 of that Act) for cash, either pursuant to the authority conferred by Resolution 5 or by way of a sale of treasury shares, as if

section 561(1) of that Act did not apply to any such allotment, provided that this power shall be limited to:

(a) the allotment of equity securities in connection with an offer of such securities:

(i) to holders of ordinary shares in proportion (as nearly as may be practicable) to their respective holdings of such shares; and

(ii) to holders of other securities as required by the rights of those securities or as the directors otherwise consider necessary,

but subject to such exclusions or other arrangements as the directors may deem necessary or expedient in relation to treasury shares, fractional entitlements, record dates, legal, regulatory or practical problems in or under the laws of any territory or the requirements of any regulatory body or any stock exchange; and

(b) the allotment (otherwise than pursuant to paragraph (a) above) of equity securities up to an aggregate nominal amount of £5,000,000,

and shall expire at the conclusion of the next annual general meeting of the Company after the passing of this resolution or on 31 December 2016, whichever is the earlier, save that the Company may before such expiry make offers or agreements which would or might require equity securities to be allotted after such expiry and the directors may allot equity securities in pursuance of any such offers or agreements as if the power conferred hereby had not expired.

12 September 2014

Registered Office: 40 New Bond Street
London W1S 2RX

By order of the Board

Miles Thomas
Company Secretary

Registered in England and Wales No. 05350159

Notes

1. A member entitled to attend the meeting is entitled to appoint another person as his proxy to exercise all or any of his rights to attend and to speak and vote at the meeting. A proxy need not be a member of the Company. A member may appoint more than one proxy in relation to the meeting provided that each proxy is appointed to exercise the rights attached to a different share or shares held by the member. A member wishing to appoint more than one proxy may obtain additional proxy form(s) by making a photocopy of the proxy form or contacting the Company's registrars, Neville Registrars on (0121) 585 1131.
2. A corporation which is a member of the Company may authorise a person or persons to act as its representative(s) at the meeting. Each such representative may exercise (on behalf of the corporation) the same powers as the corporation could exercise if it were an individual member of the Company provided that they do not do so in relation to the same shares.
3. A form of proxy for use in relation to the meeting is enclosed. To be valid, the form of proxy and any power of attorney or other authority under which it is signed (or a notarially certified copy of such power or authority) must be deposited with the Company's registrars, Neville Registrars, by 10 a.m. on Thursday 2 October 2014 or, in the case of an adjourned meeting, not less than 48 hours before the time appointed for the holding of the adjourned meeting. Completion and return of the form of proxy will not prevent a member from attending and voting at the meeting in person.
4. In accordance with article 90 of the Company's articles of association and regulation 41 of the Uncertificated Securities Regulations 2001, to be entitled to attend and vote at the meeting (and for the purpose of the determination by the Company of the number of votes that may be cast), members must be entered in the register of members of the Company at 6 p.m. on Saturday 4 October 2014 (or, if the meeting is adjourned, at 6 p.m. on the day which is two days before the date fixed for the adjourned meeting). Changes to the register of members after the relevant deadline will be disregarded in determining the rights of any person to attend and/or vote at the meeting.

EXPLANATORY NOTES TO THE NOTICE OF ANNUAL GENERAL MEETING

The notes on the following pages give an explanation of the proposed resolutions.

Resolutions 1 to 5 are proposed as ordinary resolutions. This means that for each of those resolutions to be passed, more than half of the votes cast must be in favour of the resolution. Resolution 6 is proposed as a special resolution. This means that for the resolution to be passed, at least three-quarters of the votes cast must be in favour of the resolution.

Resolution 1: Accounts

Under the Companies Act 2006, the Company is required to lay its accounts before members in general meeting. There is no formal requirement for a vote to be taken, but, as is customary, a resolution will be put to members.

Resolution 2: Re-election of Mr. Ewen Wigley

Under the Articles, one third of directors have to submit themselves for re-election each year. This year, it is the turn of Mr. Ewen Wigley to submit himself for re-election.

Resolution 3: Re-election of Mr. Patrick Garo

Under the Articles, Mr. Patrick Garo has to submit himself for re-election, having been appointed to the Board since the Company's AGM in 2013.

Resolution 4: Appointment of Auditors

Under the Companies Act 2006, the Company is required to appoint auditors for the coming year. The resolution also authorises the directors to agree the auditor's remuneration.

Resolution 5: Section 551 Authority

Under the Companies Act 2006 the directors may only allot unissued shares if authorised to do so by the articles of association or by the shareholders in general meeting. In common with the practice of most public companies, Gasol renews this authority at each annual general meeting. Resolution 5 will be proposed to grant a new authority to the directors to allot shares up to an aggregate nominal amount of £5,000,000. This represents approximately 2984 per cent of the total ordinary share capital of the Company in issue as at 11 September 2014 (being the latest practicable date prior to the publication of this document). The authority will expire at the conclusion of the next annual general meeting of the Company or, if earlier, on 31 December 2016.

Resolution 6: Dis-application of Pre-Emption Rights

The Companies Act 2006 also requires that equity securities which are to be allotted for cash must first be offered to existing shareholders on a pre-emptive basis, unless the directors are empowered (by a special resolution of shareholders or the company's articles of association) to allot certain equity securities as if such statutory pre-emption requirements did not apply. In common with the practice of most public companies, Gasol renews this power at each annual general meeting. Resolution 6, which will be proposed as a special resolution, is to renew the directors' power to allot equity securities for cash otherwise than in accordance with the statutory pre-emption requirements either in connection with a rights issue or other pro rata offer or otherwise up to a maximum nominal amount of £5,000,000 representing approximately 2984 per cent of the Company's the total ordinary share capital of the Company in issue as at 11 September 2014 (being the latest practicable date prior to the publication of this document). The power will expire at the conclusion of the next annual general meeting of the Company or, if earlier, on 31 December 2016.