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If you have sold or otherwise transferred all of your Ordinary Shares in Fox Marble Holdings plc, please forward this document, together with the accompanying Form of Proxy, as soon as possible, to the purchaser or transferee or to the stockbroker, bank or other agent through whom the sale or transfer was effected, for onward transmission to the purchaser or transferee.

This document does not constitute an offer to buy, acquire or subscribe for, or the solicitation of an offer to buy, acquire or subscribe for, Placing Shares, or an invitation to buy, acquire or subscribe for Placing Shares, nor does it constitute an admission document drawn up in accordance with the AIM Rules. This document does not constitute a prospectus and a copy has not been delivered to the Financial Conduct Authority. This document provides you with information about the Placing but does not invite you to participate in it.

Application will be made to the London Stock Exchange for the Firm Placing Shares and Conditional Placing Shares to be admitted to trading on AIM. On the assumption that, among other things, the Resolutions are passed, it is expected that First Admission will become effective and that dealings in the Firm Placing Shares will commence on or around 8.00 a.m. on 2 June 2016 and Second Admission will become effective and that dealings in the Conditional Placing Shares will commence no later than 8.00 a.m. on 30 June 2016.

Fox Marble Holdings plc

(Incorporated and registered in England and Wales with registered number 07811256)

Proposed Firm Placing of 18,700,000 new Ordinary Shares at 10 pence per share and Conditional Placing of 1,300,000 new Ordinary Shares at 10 pence per share

and

Notice of General Meeting

Cairn Financial Advisers LLP and Brandon Hill Capital Limited which are authorised and regulated in the United Kingdom by the Financial Conduct Authority and members of the London Stock Exchange, are acting as the Company's nominated adviser and broker respectively in connection with the Placing. They are acting exclusively for the Company and no one else in connection with the matters described herein and will not be responsible to anyone other than the Company for providing the protections afforded to customers of Brandon Hill Capital Limited or for advising any other person in respect of the proposed Placing. The responsibilities of Cairn Financial Advisers LLP, as nominated adviser under the AIM Rules, are owed solely to the London Stock Exchange and are not owed to the Company or any Director or to any other person in respect of their decision to acquire Ordinary Shares in reliance on any part of this document. No representation or warranty, express or implied, is made by Cairn Financial Advisers LLP or Brandon Hill Capital Limited as to any of the contents of this document. Neither Cairn Financial Advisers LLP nor Brandon Hill Capital Limited has authorised the contents of any part of this document for any purpose and no liability whatsoever is accepted by Cairn Financial Advisers LLP or Brandon Hill Capital Limited for the accuracy of any information or opinions contained in this document. Neither the delivery of this document hereunder nor any subsequent subscription or sale made for Ordinary Shares shall, under any circumstances, create any implication that the information contained in this document is correct as at the date of this document or any time subsequent to the date of this document.

No person has been authorised to give any information or make any representations other than those contained in this document and, if given or made, such information or representations must not be relied upon as having been so authorised.

This document should be read as a whole. Your attention is drawn to the letter from the Chairman of the Company which is set out on pages 6 to 10 of this document and in which the Directors recommend that Shareholders vote in favour of the Resolutions.

Notice of a General Meeting to be held at the offices of Nabarro LLP at 9.00 a.m. on 1 June 2016 is set out on page 13 of this document. The Form of Proxy for use at the General Meeting which accompanies this document should be returned, together with the power of attorney or other authority (if any) under which the Form of Proxy is signed or a certified copy of such power or authority, to the Company Secretary, 190 High Street, Tonbridge, Kent TN9 1BE, by hand or by post so as to be received not less than 48 hours (excluding any part of a day that is not a working day) before the time fixed for the holding of the meeting or any adjournment of it (as the case may be). Completion and return of the Form of Proxy will not preclude Shareholders from attending and voting in person at the General Meeting should they wish to do so.

The Placing Shares described in this document have not been, and will not be, registered under the US Securities Act of 1933, as amended (the "Securities Act") or under the securities laws of any state of the United States, and may not be offered, sold, resold, transferred or delivered, directly or indirectly, within the United States except under an applicable exemption from, or in a transaction not subject to, the registration requirements of the Securities Act. There will be no public offer of the Placing Shares in the United States. The Placing Shares have not been approved or disapproved by the US Securities and Exchange Commission, any state securities commission in the United States or any US regulatory authority, nor have any of the foregoing authorities passed upon or endorsed the merits of the offering of the Placing Shares or the accuracy or adequacy of this document. Any representation to the contrary is a criminal offence in the United States. In addition, offers, sales or transfers of the Placing Shares in or into the United States for a period of time following completion of the Placing by a person (whether or not participating in the Placing) may violate the registration requirement of the Securities Act. Furthermore, the Placing Shares have not been and will not be registered under the applicable laws of any of Australia, Canada, the Republic of South Africa or Japan and their respective territories and, subject to certain exceptions, may not be offered or sold to any national, resident or citizen thereof.

The distribution of this document in or into jurisdictions other than the United Kingdom may be restricted by law and therefore any persons who are subject to the laws of any jurisdiction other than the United Kingdom should inform themselves about, and observe such restrictions. Any failure to comply with the applicable restrictions may constitute a violation of the securities laws of any such jurisdiction. Subject to certain exceptions, this document is not for release, publication or distribution, directly or indirectly, in or into the United States, Australia, Canada, the Republic of South Africa, Japan and their respective territories or any jurisdiction where to do so might constitute a violation of local securities laws or regulations.

Copies of this document will be available for collection, free of charge, for a period of one month from the date of this document, at the Company's registered office during normal business hours (Saturdays, Sundays and public holidays excepted) and on the Company's website: www.foxmarble.net.

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FORWARD-LOOKING STATEMENTS

This document includes “forward-looking statements” which includes all statements other than statements of historical fact, including, without limitation, those regarding the Group’s financial position, business strategy, plans and objectives of management for future operations, or any statements preceded by, followed by or that include the words “targets”, “believes”, “expects”, “aims”, “intends”, “will”, “may”, “anticipates”, “would”, “could” or similar expressions or negative versions of them. Such forward-looking statements involve known and unknown risks, uncertainties and other important factors beyond the Group’s control that could cause the actual results, performance or achievements of the Group to be materially different from future results, performance or achievements expressed or implied by such forward-looking statements and therefore undue reliance should not be placed on such forward-looking statements. Such forward-looking statements are based on numerous assumptions regarding the Group’s present and future business strategies and the environment in which the Group will operate in the future. These forward-looking statements are made only as at the date of this document. The Company expressly disclaims any obligation or undertaking to disseminate any updates or revisions to any forward-looking statements contained in this document to reflect any change in the Group’s expectations with regard to such statements or any change in events, conditions or circumstances on which any such statements are based unless required to do so by applicable law or the AIM Rules.

EXPECTED TIMETABLE OF PRINCIPAL EVENTS

Latest time and date for receipt of Forms of Proxy for General Meeting	9.00 a.m. on 26 May 2016
General Meeting	9.00 a.m. on 1 June 2016
Admission of and commencement of dealings in the Firm Placing Shares expected on AIM	8.00 a.m. on 2 June 2016
CREST accounts credited with the Firm Placing Shares in uncertificated form	8.00 a.m. on 2 June 2016
Despatch of definitive share certificates in respect of the Firm Placing Shares to be issued in certificated form (if required)	by 9 June 2016
Admission of and commencement of dealings in the Conditional Placing Shares expected on AIM	by 8.00 a.m. on 30 June 2016
CREST accounts credited with the Conditional Placing Shares in uncertificated form	by 8.00 a.m. on 30 June 2016
Despatch of definitive share certificates in respect of the Conditional Placing Shares to be issued in certificated form (if required)	by 7 July 2016

Notes:

1. Each of the times and dates refer to London time and are subject to change by the Company (with the agreement of Brandon Hill Capital), in which case details of the new times and dates will be notified to the London Stock Exchange and the Company will make an appropriate announcement through a Regulatory Information Service.
2. Admission and dealings in the Placing Shares are conditional on the passing of the Resolutions at the General Meeting.

PLACING STATISTICS

Placing Price	10 pence
Number of Existing Ordinary Shares	159,848,266
Number of Firm Placing Shares	18,700,000
Number of Conditional Placing Shares	1,300,000
Number of Ordinary Shares in issue immediately following completion of the Firm Placing ⁽¹⁾	178,548,266
Number of Ordinary Shares in issue immediately following completion of the Conditional Placing ⁽¹⁾	179,848,266
Placing Shares as a percentage of the enlarged issued share capital	11.1 per cent.
Gross proceeds of the Placing	£2,000,000
ISIN Code	GB00B7LGG306
SEDOL Code	B7LGG30

Note:

- (1) Assuming that no other Ordinary Shares (other than the Placing Shares) will be issued in the period between the date of this document and completion of the Placing.

DIRECTORS, SECRETARY AND ADVISERS

Directors	Andrew Allner (<i>Non-executive Chairman</i>) Christopher Gilbert (<i>Chief Executive Officer</i>) Dr Etrur Albani (<i>Managing Director</i>) Candice Sutherland (<i>Finance Director</i>) Sir Colin Terry KBE CB DL FREng (<i>Non-executive Director</i>) Roy Harrison OBE (<i>Non-executive Director</i>) Dr Paul Jourdan (<i>Non-executive Director</i>)
Registered Office	15 Kings Terrace London NW1 0JP United Kingdom
Company Secretary	Lorraine Young 190 High Street Tonbridge Kent TN9 1BE
Broker	Brandon Hill Capital Limited 1 Tudor Street London EC4Y 0AH
Nominated Advisor	Cairn Financial Advisers LLP 61 Cheapside London EC2V 6AX
Solicitors to the Company	Nabarro LLP 125 London Wall London EC2Y 5AL
Solicitors to the Broker	Bircham Dyson Bell LLP 50 Broadway London SW1H 0BL
Registrars	Computershare Investor Services plc The Pavilions Bridgwater Road Bristol BS13 8AE

LETTER FROM THE CHAIRMAN OF FOX MARBLE HOLDINGS PLC

Fox Marble Holdings plc

(Incorporated and registered in England and Wales with registered number 07811256)

Directors

Andrew Allner (*Non-executive Chairman*)
Christopher Gilbert (*Chief Executive Officer*)
Dr Etrur Albani (*Managing Director*)
Candice Sutherland (*Finance Director*)
Sir Colin Terry KBE CB DL FREng (*Non-executive Director*)
Roy Harrison OBE (*Non-executive Director*)
Dr Paul Jourdan (*Non-executive Director*)

Registered Office

15 Kings Terrace
London
NW1 0JP
United Kingdom

13 May 2016

Proposed Firm Placing of 18,700,000 new Ordinary Shares at 10 pence per share and Conditional Placing of 1,300,000 new Ordinary Shares at 10 pence per share and Notice of General Meeting

Dear Shareholder,

1. Introduction

On 13 May 2016 the Company announced its intention to raise up to £2,000,000 (before expenses) by of a Firm Placing of 18,700,000 new Ordinary Shares at a price of 10 pence per share and a Conditional Placing of 1,300,000 new Ordinary Shares at a price of 10 pence per share.

The Firm Placing is conditional upon, among other things, Shareholder approval at the General Meeting, the Placing Shares being admitted to trading on AIM (“**First Admission**”) and the Placing Agreement not being terminated in accordance with its terms prior to First Admission. The passing by Shareholders of the Resolutions at the General Meeting, will give the Directors the required authority to allot the Firm Placing Shares and the Conditional Placing Shares and will disapply statutory pre-emption rights. Subject to all relevant conditions being satisfied (or, if applicable, waived), it is expected that the Firm Placing Shares will be issued and admitted to trading on AIM at 8.00 a.m. on 2 June 2016.

The Conditional Placing is conditional upon the HMRC Condition being satisfied and, among other things, the passing by Shareholders of the Resolutions at the General Meeting, the Conditional Placing Shares being submitted to trading on AIM (“**Second Admission**”) and the Placing Agreement not being terminated in accordance with its terms prior to Second Admission. Subject to all relevant conditions being satisfied (or, if applicable, waived), it is expected that the Conditional Placing Shares will be issued and admitted to trading on AIM at 8.00 a.m. no later than 30 June 2016.

I am writing to set out the background to and reasons for the Placing and to give you notice of the General Meeting to be held at 9.00 a.m. on 1 June 2016, formal notice of which is set out at the end of this document. The General Meeting is being convened for the purpose of proposing the Resolutions described below. The passing of the Resolutions is a condition to completion of the Placing. The Directors intend to vote (or procure a vote) in favour of the Resolutions in respect of their own beneficial holdings totalling 40,634,484 Ordinary Shares, representing approximately 25.42 per cent. of the Existing Ordinary Shares.

2. Background to and reasons for the Placing

It is Fox Marble’s long-term strategy to become a major international supplier of high quality marble blocks and processed marble products from the Company’s own facility based in Lipjan, Kosovo.

The Company has made significant progress in the period since admission to AIM in August 2012. Fox Marble now operates four quarries and, in addition, the processing facility is nearing completion. The Company expects to be able to produce cut and polished marble slabs in Kosovo by the summer of 2016. This self-sufficiency reduces the cost of production and removes the reliance on processing in Italy, and concurrently opens up access to sales channels for processed marble in the local Balkan market.

The Company is carrying out the Placing to fund the completion of the processing facility, to expand the sales and distribution platforms globally, in particular North America, India, the Middle East, Balkans and the United Kingdom, and to provide additional working capital whilst sales channels continue to develop.

3. Current Trading

Four of Fox Marble's quarries are currently in operation producing nine varieties of stone at Cervenilla, Syrigane, Malesheva and Prilep. In addition, the Group currently has six further quarries under licence or operating agreements. The three operating quarries in Kosovo and one in Macedonia are producing commercial size blocks and the Company has a large and varied stock of blocks and slabs on hand. Fox Marble is now able to fulfil customer orders on nine varieties of marble, each with desirable attributes.

The processing facility is expected to be operational by the summer of 2016. The Italian supplier of the equipment needed to complete the slab processing and resining production lines at the Company's factory has confirmed delivery of the equipment during H1 2016. The purchase agreement for this equipment has been amended to reflect the delays on delivery experienced by the Company during 2015 which were beyond the Company's control. The total discounted cost of this equipment is €900,000. Of this, €400,000 will be a cash payment of which €112,500 has already been paid. The balance of €500,000 will be satisfied by the sale of a range of marble blocks from the Company's quarries to the supplier, upon completion of delivery and installation of the equipment. Both internal and external gantry cranes have been fully installed and successfully tested and the installation of the gangsaws is currently being finalised.

On 7 March 2016 the Company announced it had received an advance payment of €390,000, part payment on a €2,000,000 order placed through Fox Marble's new long-term distribution agreement entered into with Eboracum Marble Limited.

The order book for 2016 totals €3.5m as previously announced, and the Company continues to make progress on developing further sales channels.

On 31 August 2012 the Company issued in aggregate £1,060,000 fixed rate convertible unsecured loan notes to Amati VCT plc and Amati VCT2 plc pursuant to the loan note instrument dated 24 August 2012 ("Loan Notes"). At any time prior to repayment of the Loan Notes, the Stockholder may issue a conversion notice and the Stockholder will receive such number of Ordinary Shares as satisfied by the formula: 1 Ordinary Share for every y pence nominal of stock converted, where y is the lesser of: 20 + (number of whole months which have lapsed between the date of issue of the stock held by the Stockholder and the date of receipt of by the Company of a conversion notice multiplied by 0.1666); and 26. On 1 September 2015 the interest rate on the Loan Notes increased from 8 per cent. to 25 per cent. per annum in accordance with the terms of the Loan Notes. Agreement has been reached with the Stockholder that, subject to, among other things, Shareholder approval of the Resolutions at the General Meeting, the interest rate on the Loan Notes will revert to the more favourable 8 per cent. interest rate per annum in return for amending the conversion formula to 1 Ordinary Share for every 10 pence nominal of stock converted.

In order to conserve cash the Non-Executive Directors of the Company have agreed to utilise their fees (net of tax) to subscribe for Ordinary Shares in the Company. In addition, Executive Directors Christopher Gilbert and Dr Etrur Albani have agreed to utilise fifty per cent of their remuneration (net of tax) to subscribe for Ordinary Shares in the Company at the Company's request. The volume of Ordinary Shares subscribed for will be calculated quarterly in arrears and with reference to the 30 day volume weighted average price per Ordinary Share as at the time of issue. For the avoidance of doubt, these subscriptions by the Directors are not included in the £2,000,000 Placing.

Fox Marble had approximately €1.5 million of cash as at 30 April 2016.

4. Information on the Placing

Firm Placing

The Firm Placing is conditional upon, among other things, Shareholder approval of the Resolutions at the General Meeting, the Company allotting, subject only to First Admission, the Firm Placing Shares in accordance with the Placing Agreement, the First Admission of the Firm Placing Shares to trading on AIM becoming effective by no later than 8.00 a.m. on 2 June 2016 (or such other time and/or date, being no later than 8.00 a.m. on 30 June 2016, as Brandon Hill Capital and the Company may agree), the conditions in the Placing Agreement relating to the Placing being satisfied or (if applicable) waived and the Placing Agreement not having been terminated in accordance with its terms prior to First Admission.

Conditional Placing

The Conditional Placing is conditional upon the HMRC Condition being satisfied and, among other things, Shareholder approval of the Resolutions at the General Meeting, the Company allotting, subject only to Second Admission, the Placing Shares in accordance with the Placing Agreement, the Second Admission of the Conditional Placing Shares to trading on AIM becoming effective by no later than 8.00 a.m. on 30 June 2016 (or such later time as Brandon Hill Capital and the Company may agree), the conditions in the Placing Agreement relating to the Placing being satisfied or (if applicable) waived and the Placing Agreement not having been terminated in accordance with its terms prior to Second Admission.

The Placing Shares will be credited as fully paid and rank equally with the existing issued Ordinary Shares if and when issued. Application will be made for the Firm Placing Shares to be admitted to trading on AIM following the approval of the Resolutions at the General Meeting. The Firm Placing is expected to become effective by no later than 8.00 a.m. on 2 June 2016. Application will be made for the Conditional Placing Shares to be admitted for trading on AIM as soon as is practicable following satisfaction of the HMRC Condition. The Company has submitted an application to HMRC to satisfy the HMRC Condition and will continue to use reasonable endeavours to procure the satisfaction of the same. It is anticipated that the Conditional Placing will become effective no later than 8.00 a.m. on 30 June 2016. Settlement of the Conditional Placing Shares is expected to take place within the CREST system following Second Admission.

Use of Proceeds

Complete factory and train workforce	£1,200,000
Enhance sales and distribution network	£300,000
Quarry equipment – replacement	£200,000
Further development of the benches at the Malesheva and Prilep quarries	£100,000
Working capital	£200,000
Total	£2,000,000

Placing Agreement

In connection with the Placing, the Company has entered into a Placing Agreement under which Brandon Hill Capital has agreed, in accordance with its terms, to use its reasonable endeavours to procure subscribers for the Placing Shares at the Placing Price. The Placing has not been underwritten by Brandon Hill Capital or any other person.

The Placing Agreement contains customary warranties given by the Company to Brandon Hill Capital as to matters relating to the Group and its business and a customary indemnity given by the Company to Brandon Hill Capital in respect of liabilities arising out of or in connection with the Placing. Brandon Hill Capital is entitled to terminate the Placing Agreement in certain circumstances prior to Second Admission, including circumstances where any of the warranties are found not to be true or accurate or were misleading in any material respect or the occurrence of certain *force majeure* events.

The Placing Shares are not being made available to the public and are not being offered or sold in any jurisdiction where it would be unlawful to do so.

5. General Meeting

A notice convening a General Meeting of the Company to be held at the offices of Nabarro LLP at 125 London Wall, London EC2Y 5AL at 9.00 a.m. on Wednesday, 1 June 2016 is set out at the end of this document. The business to be considered at the General Meeting is set out in the Notice of General Meeting. Explanatory notes relating to each Resolution are set out below. The Firm Placing and Conditional Placing is conditional upon, among other things, the passing of the Resolutions.

At the annual general meeting of the Company held on 14 May 2015, Shareholders passed resolutions in order to: (i) grant the Directors authority to allot equity securities up to a maximum nominal value of £499,494; and (ii) disapply statutory pre-emption rights to allow the allotment by the Directors of equity securities for cash up to an aggregate nominal value of £149,848 without the requirement for such equity securities to be first offered to existing Shareholders. The placing of the Placing Shares, together with other relevant prior allotments, renders the second of these authorities insufficient to allow the placing of the Placing Shares to proceed without further Shareholder approval. Accordingly, the placing of the Placing Shares is conditional on the Resolutions being passed.

The Company is therefore proposing that Shareholders pass the Resolutions in order to:

- (1) grant authority to the Directors under section 551 of the Act, to allot Ordinary Shares up to a maximum aggregate nominal amount of £200,000 being the maximum required for the purposes of issuing the Placing Shares; and
- (2) empower the Directors, under section 570 of the Act, to allot the Placing Shares on a non pre-emptive basis.

Each of the authorities sought at the General Meeting will be in addition to the authorities granted at the 2015 AGM and will expire on 30 June 2016 or at the end of the AGM in 2016, whichever is earlier.

6. Admission, Settlement and CREST

Application will be made to the London Stock Exchange for the Firm and Conditional Placing Shares to be admitted to trading on AIM. On the assumption that, among other things, the Resolutions are passed, it is expected that First Admission of the Firm Placing Shares will become effective and that dealings in the Firm Placing Shares will commence at 8.00 a.m. on 2 June 2016. On the assumption that, among other things, the Resolutions are passed and the HMRC Condition is satisfied, it is expected that Second Admission of the Conditional Placing Shares will become effective and that dealings in the Conditional Placing Shares will commence no later than 8.00 a.m. on 30 June 2016.

The Articles permit the Company to issue shares in uncertificated form. CREST is a computerised paperless share transfer and settlement system which allows shares and other securities to be held in electronic rather than paper form. The Ordinary Shares are already admitted to CREST and therefore the Placing Shares will also be eligible for settlement in CREST. CREST is a voluntary system and Shareholders who wish to retain certificates will be able to do so on request. The Firm Placing Shares due to uncertificated holders are expected to be delivered in CREST on 2 June 2016 and the Conditional Placing Shares due to uncertificated holders are expected to be delivered in CREST no later than 30 June 2016.

7. Action to be taken by Shareholders in respect of the General Meeting

Shareholders will find enclosed with this document a Form of Proxy for use at the General Meeting. Whether or not you propose to attend the General Meeting in person, you are strongly encouraged to complete, sign and return your Form of Proxy in accordance with the instructions printed on it as soon as possible, but in any event so as to be received, by post or, during normal business hours only, by hand, to Lorraine Young, 190 High Street, Tonbridge, Kent TN9 1BE by 9.00 a.m. on 26 May 2016 (or, in the case of an adjournment, not later than 48 hours before the time fixed for the holding of the adjourned meeting (excluding any part of a day that is not a working day)). Alternatively, your form of proxy may be scanned and sent by email to proxies@lorraineyoung.co.uk so as to be received by 9.00 a.m. on 26 May 2016.

The appointment of proxies or the giving of any instruction by the CREST system will not be accepted for the purposes of the General Meeting.

Appointing a proxy in accordance with the instructions set out above will enable your vote to be counted at the General Meeting if you are unable to attend. The completion and return of the Form of Proxy will not prevent you from attending and voting in person at the General Meeting, or any adjournment of it, should you wish to do so.

8. Recommendation

The Directors believe that the Resolutions to be proposed at the General Meeting are in the best interests of the Company and Shareholders as a whole and unanimously recommend that you vote in favour of them as they intend to do (or procure to be done) in respect of their own beneficial holdings totalling 40,634,484 Ordinary Shares, representing approximately 25.42 per cent. of the Existing Ordinary Shares.

Yours faithfully

Andrew Allner
Non-executive Chairman

DEFINITIONS

The following definitions apply throughout this document (including the Notice of General Meeting) and the Form of Proxy unless the context requires otherwise:

“Act”	the Companies Act 2006
“AIM”	the AIM market of the London Stock Exchange
“AIM Rules”	the AIM Rules for Companies published by the London Stock Exchange
“Brandon Hill Capital”	Brandon Hill Capital Limited of 1 Tudor Street, London EC4Y 0AH, the Company’s broker, authorised and regulated by the Financial Conduct Authority
“Business Day”	any day on which banks are generally open in England and Wales for the transaction of business, other than a Saturday, Sunday or public holiday
“Company” or “Fox Marble”	Fox Marble Holdings plc
“Conditional Placing”	the conditional placing of the Conditional Placing Shares under the Placing Agreement
“Conditional Placing Shares”	the 1,300,000 new Ordinary Shares conditionally placed under the Conditional Placing with investors
“CREST”	a relevant system (as defined in the CREST Regulations) in respect of which Euroclear is the Operator (as defined in the CREST Regulations)
“CREST Regulations”	the Uncertificated Securities Regulations 2001 (SI 2001/3755), as amended from time to time
“Directors” or “Board”	the existing directors of the Company whose names are set out on page 6 of this document
“Euroclear”	Euroclear UK & Ireland Limited
“Existing Ordinary Shares”	the 159,848,266 Ordinary Shares in issue at the date of this document
“Firm Placing”	the placing of the Firm Placing Shares under the Placing Agreement
“Firm Placing Shares”	the 18,700,000 new Ordinary Shares placed firm under the Firm Placing with Investors
“First Admission”	admission of the Firm Placing Shares to trading on AIM becoming effective in accordance with Rule 6 of the AIM Rules
“Form of Proxy”	the form of proxy for use in connection with the General Meeting
“General Meeting”	the general meeting of the Company to be held at 9.00 a.m. on 1 June 2016 at the offices of Nabarro LLP 125 London Wall, London EC2Y 5AL or any adjournment thereof, notice of which is set out in the Notice of General Meeting
“Group”	the Company and its subsidiary undertakings

“HMRC Condition”	the Company receiving advanced assurance that HM Revenue & Customs will regard the Conditional Placing Shares as a qualifying holding for VCT and EIS investors
“Loan Notes”	the £1,060,000 fixed rate convertible unsecured loan notes under the terms of the agreement signed 24 August 2012 with Amati VCT plc and Amati VCT2 plc
“London Stock Exchange”	London Stock Exchange plc
“Notice of General Meeting”	the notice convening the General Meeting which is set out at the end of this document
“Ordinary Shares”	ordinary shares of one penny each in the share capital of the Company
“Placing”	the conditional placing by Brandon Hill Capital on behalf of the Company of the Placing Shares at the Placing Price under the Placing Agreement
“Placing Agreement”	the agreement between the Company and Brandon Hill dated 13 May 2016 relating to the Placing
“Placing Price”	10 pence per Placing Share
“Placing Shares”	the Firm Placing Shares and the Conditional Placing Shares conditionally placed under the Placing with investors that will be allotted following the General Meeting subject to, among other things, the passing of the Resolutions
“Regulatory Information Service”	the regulatory information services approved by the London Stock Exchange for the distribution of AIM announcements
“Resolutions”	the resolutions to be proposed at the General Meeting, details of which are set out in the Notice of General Meeting
“Second Admission”	admission of the Conditional Placing Shares to trading on AIM becoming effective in accordance with Rule 6 of the AIM Rules
“Shareholders”	the holders of Ordinary Shares from time to time
“Stockholder”	each of Amati VCT plc and Amati VCT2 plc
“United States”	United States of America and its territories

NOTICE OF A GENERAL MEETING

Fox Marble Holdings plc

(Incorporated and registered in England and Wales with registered number 07811256)

NOTICE IS GIVEN that a general meeting of Fox Marble Holdings plc (the “**Company**”) will be held at the offices of Nabarro LLP at 125 London Wall, London EC2Y 5AL at 9.00 a.m. on 1 June 2016 to consider the following resolutions of which resolution 1 will be proposed as an ordinary resolution and resolution 2 as a special resolution.

Ordinary Resolution

1. **THAT**, in accordance with section 551 of the Companies Act 2006 (the “**Act**”) and in addition to any authority previously granted to them, the directors of the Company (“**Directors**”) be generally and unconditionally authorised to allot shares in the Company or grant rights to subscribe for or to convert any security into shares in the Company (“**Relevant Securities**”) up to an aggregate nominal amount of £200,000, provided that this authority shall, unless renewed, varied or revoked by the Company, expire on 30 June 2016 or at the conclusion of the next Annual General Meeting of the Company, whichever is earlier, save that the Company may, before such expiry, make an offer or agreement which would or might require Relevant Securities or equity securities as the case may be to be allotted after such expiry and the Directors may allot Relevant Securities or equity securities under such offer or agreement notwithstanding that the authority conferred by this resolution has expired.

Special Resolution

2. **THAT**, subject to the passing of resolution 1 and in accordance with section 570 of the Act and in addition to any authority previously granted to them, the directors of the Company (“**Directors**”) be generally empowered to allot equity securities (as defined in section 560 of the Act) for cash under the authority conferred by resolution 1 or by way of a sale of treasury shares, as if section 561(1) of the Act did not apply to any such allotment, provided that this power shall:
 - (a) be limited to the allotment of equity securities up to an aggregate nominal amount of £200,000; and
 - (b) expire upon the expiry of the general authority conferred by resolution 1 above (unless renewed, varied or revoked by the Company prior to or on that date) save that the Company may, before such expiry make an offer or agreement which would or might require equity securities to be allotted after such expiry and the Directors may allot equity securities under any such offer or agreement notwithstanding that the power conferred by this resolution has expired.

By order of the Board

Lorraine Young
Company Secretary

13 May 2016

Registered Office
15 Kings Terrace
London
NW1 0JP
United Kingdom

Notes:

- (i) A member entitled to attend and vote at the meeting is entitled to appoint another person(s) (who need not be a member of the Company) as their proxy to exercise all or any of their rights to attend, speak and vote at the meeting. A member can appoint more than one proxy in relation to the meeting, provided that each proxy is appointed to exercise the rights attaching to different shares held by them.
- (ii) Your proxy could be the Chairman, another director of the Company or another person who has agreed to attend to represent you. Your proxy will vote as you instruct and must attend the meeting for your vote to be counted. Details of how to appoint the chairman or another person as your proxy using the proxy form are set out in the notes to the proxy form. Appointing a proxy does not prevent you attending the meeting and voting in person. If you attend the meeting in person, your proxy appointment will automatically be terminated.
- (iii) A form of proxy is enclosed with this notice and instructions are shown on the form. To be valid, completed proxies must be received (together with the power of attorney or other authority, if any, under which they are signed or a notarially certified copy of such power of attorney) by the Company Secretary, Lorraine Young, no later than 48 hours (excluding any part of a day that is not a working day) before the time for holding the meeting in one of the following ways:
 - (a) hard copy form by post, by courier or by hand to Lorraine Young, 190 High Street, Tonbridge, Kent TN9 1BE; or
 - (b) scanned and emailed to the Company Secretary using the email address proxies@lorraineyoung.co.uk.
- (iv) The appointment of proxies or the giving of any instruction by the CREST system will not be accepted for the purposes of this General Meeting as this is not cost effective for the Company at this stage.
- (v) The Company specifies, under Regulation 41 of the Uncertified Securities Regulations 2001, that only those shareholders registered in the register of members of the Company as at 6.00 p.m. on 27 May 2016 (or, if the meeting is adjourned, at 6.00 p.m. on the date which is two days prior to the adjourned meeting) shall be entitled to attend and vote at the meeting or adjourned meeting in respect of the number of shares registered in their respective names at that time. Changes to entries on the register of members after that time shall be disregarded in determining the rights of any person to attend or vote at the meeting.
- (vi) In the case of joint holders, where more than one of the joint holders purports to appoint a proxy, only the appointment submitted by the most senior holder will be accepted. Seniority is determined by the order in which the names of the joint holders appear in the Company's register of members in respect of the joint holding (the first-named being the most senior).
- (vii) To change your proxy instructions you may return a new proxy appointment using the methods set out above. Where you have appointed a proxy using the hard copy proxy form and would like to change the instructions using another hard copy proxy form, please contact the Company Secretary on +44 (0) 1732 366561. The deadline for receipt of proxy appointments (see above) also applies in relation to amended instructions. Any attempt to terminate or amend a proxy appointment received after the relevant deadline will be disregarded. Where two or more valid separate appointments of proxy are received in respect of the same share in respect of the same meeting, the one which is last sent shall be treated as replacing and revoking the other or others.
- (viii) Any member or their proxy attending the meeting has the right to speak and to ask any question at the meeting relating to the business of the meeting.
- (ix) Except as provided above, members who have general queries about the meeting should telephone the Company Secretary on +44 (0) 1732 366561 (no other methods of communication will be accepted). You may not use any electronic address provided either in this Notice of General Meeting; or any related documents (including the Chairman's letter and proxy form), to communicate with the Company for any purposes other than those expressly stated.
- (x) As at 12 May 2016 (being the last Business Day prior to the publication of this Notice of General Meeting) the Company's issued share capital consists of 159,848,266 Ordinary Shares, carrying one vote each. Therefore, the total voting rights in the Company as at 12 May 2016 are 159,848,266.

