

**THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION. If you are in any doubt as to the action you should take you should seek your own personal financial advice from your stockbroker, solicitor, accountant or other independent financial adviser authorised under the Financial Services and Markets Act 2000 (as amended) if you are resident in the United Kingdom or, if not, another appropriately authorised independent financial adviser.**

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 has been made to the London Stock Exchange for the Firm Placing Shares to be admitted to trading on AIM. It is expected that First Admission will become effective and that dealings in the Firm Placing Shares will commence on 13 August 2013. Application will be made to the London Stock Exchange for the 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 Second Admission will become effective and that dealings in the Conditional Placing Shares will commence on or around 29 August 2013.**

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# Fox Marble Holdings plc

*(Incorporated and registered in England and Wales with registered number 7811256)*

## **Firm Placing of 10,469,694 new Ordinary Shares at 16.5 pence per share Conditional Placing of 4,242,422 new Ordinary Shares at 16.5 pence per share Subscription for 529,563 new Ordinary Shares at 16.5 pence per share and Notice of General Meeting**

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Fox-Davies Capital Limited, which is authorised and regulated in the United Kingdom by the Financial Conduct Authority and is a member of the London Stock Exchange, is acting as the Company's nominated adviser and broker in connection with the Placing and is 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 Fox-Davies Capital Limited or for advising any other person in respect of the proposed Placing. The responsibilities of Fox-Davies Capital Limited, 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 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. No representation or warranty, express or implied, is made by Fox-Davies Capital Limited as to any of the contents of this document. Fox-Davies Capital Limited has not authorised the contents of any part of this document for any purpose and no liability whatsoever is accepted by Fox-Davies 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 of any time subsequent to the date of this document.

**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 5 to 8 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 Lacon House, 84 Theobald's Road, London WC1X 8RW at 10.00 a.m. on 28 August 2013 is set out at the end 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 Computershare Investor Services plc, The Pavilions, Bridgwater Road, Bristol BS99 6ZY, 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, 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 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](http://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 forms 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

2013

Admission and dealings in the Firm Placing Shares expected to commence on AIM	8.00 a.m. on 13 August
CREST accounts credited with Firm Placing Shares in uncertificated form	8.00 a.m. on 13 August
Despatch of definitive share certificates in respect of Firm Placing Shares to be issued in certificated form (if required)	by 20 August
Latest time and date for receipt of Forms of Proxy for General Meeting	10.00 a.m. on 23 August
General Meeting	10.00 a.m. on 28 August
Admission of and commencement of dealings in the Conditional Placing Shares expected on AIM	8.00 a.m. on 29 August
Crediting of CREST accounts with the Conditional Placing Shares in uncertificated form	8.00 a.m. on 29 August
Despatch of definitive share certificates in respect of the Conditional Placing Shares to be issued in certificated form (if required)	by 6 September

**Notes:**

1. Each of the times and dates refer to London time and are subject to change by the Company (with the agreement of Fox-Davies), 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 Conditional Placing Shares are conditional on the passing of the Resolutions at the General Meeting.

## PLACING STATISTICS

Placing Price	16.5 pence
Number of Existing Ordinary Shares	108,217,704
Number of Firm Placing Shares	10,469,694
Number of Conditional Placing Shares	4,242,422
Number of Subscription Shares	529,563
Number of Ordinary Shares in issue immediately following completion of the Firm Placing*	118,687,398
Number of Ordinary Shares in issue immediately following completion of the Placing and Subscription*	123,459,383
Placing Shares as a percentage of the enlarged issued share capital	13.6 per cent.
Gross proceeds of the Placing and Subscription	£2,514,877
ISIN Code	GB00B7LGG306
SEDOL Code	B7LGG30

**Note:**

- \* 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 and Subscription.

## DIRECTORS, SECRETARY AND ADVISERS

<b>Directors</b>	Andrew Allner ( <i>Non-executive Chairman</i> ) Christopher Gilbert ( <i>Chief Executive Officer</i> ) Dr Etrur Albani ( <i>Managing Director</i> ) Fiona Hadfield ( <i>Finance Director</i> ) Roy Harrison OBE ( <i>Non-executive Director</i> ) Dr Paul Jourdan ( <i>Non-executive Director</i> ) Sir Colin Terry KBE CB DL FREng ( <i>Non-executive Director</i> )
<b>Registered Office</b>	15 Kings Terrace London NW1 0JP
<b>Company Secretary</b>	Lorraine Young
<b>Nominated Adviser</b>	Fox-Davies Capital Limited 1 Tudor Street London EC4Y 0AH
<b>Solicitors to the Company</b>	Nabarro LLP Lacon House 84 Theobald's Road London WC1X 8RW
<b>Registrars</b>	Computershare Investor Services Plc The Pavilions Bridgwater Road Bristol BS13 8AE

## LETTER FROM THE CHAIRMAN OF FOX MARBLE HOLDINGS PLC

# Fox Marble Holdings plc

*(Registered in England and Wales with company number 7811256)*

*Directors:*

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

*Registered Office:*

15 Kings Terrace  
London  
NW1 0JP

9 August 2013

**Firm Placing of 10,469,694 new Ordinary Shares at 16.5 pence per share**  
**Conditional Placing of 4,242,422 new Ordinary Shares at 16.5 pence per share**  
**Subscription for 529,563 new Ordinary Shares at 16.5 pence per share**  
**and**  
**Notice of General Meeting**

Dear Shareholder

### **1. Introduction**

On 8 August 2013, the Company announced its intention to raise up to £2,514,877 (before expenses) by way of a placing of 14,712,116 new Ordinary Shares and a subscription for 529,563 new Ordinary Shares at a price of 16.5 pence per new Ordinary Share.

Of the 14,712,116 new Ordinary Shares being placed, the Company has agreed with Fox-Davies Capital to place firm 10,469,694 new Ordinary Shares within the existing authorities granted to the Directors to raise £1,727,499 (before expenses) with the remaining 4,242,422 new Ordinary Shares to be placed conditional on Shareholder approval at the General Meeting to raise £700,000 (before expenses).

The Firm Placing is conditional upon, among other things, admission of the Firm Placing Shares to trading on AIM and the Placing Agreement not being terminated in accordance with its terms prior to First Admission. It is expected that the Firm Placing Shares will be admitted to trading on AIM on or about 13 August 2013.

In addition, two funds managed by Amati Global Investors have agreed to subscribe £87,378 for 529,563 new Ordinary Shares and have agreed to amend the terms of the loan note held by them such that the first year's capitalised interest on the loan note will be payable in cash.

The Conditional Placing and the Subscription are conditional upon, among other things, the passing by Shareholders of the Resolutions at the General Meeting, which will give the Directors the required authority to disapply statutory pre-emption rights in respect of the allotment of the Conditional Placing Shares and the Subscription Shares. Subject to all relevant conditions being satisfied (or, if applicable, waived), it is expected that the Conditional Placing Shares and the Subscription Shares will be issued and admitted to trading on AIM on or about 29 August 2013.

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 10.00 a.m. on 28 August 2013, 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, which is a condition to completion of the Conditional Placing and the Subscription. The Directors intend to vote (or procure a vote) in favour of the Resolutions in respect of their own beneficial holdings totalling 41,247,010 Ordinary Shares, representing approximately 38.1 per cent. of the Existing Ordinary Shares.

## **2. Background to and reasons for the Placing**

The Company is carrying out the Placing to replace an undrawn £2 million convertible loan note facility provided by AGMH Limited to the Company and to provide additional working capital for the development of the Group's business.

## **3. Current Trading**

The Company's long term strategy is to expand its portfolio and widen its geographical exposure as it looks to build a profitable marble quarrying and production business and substantial progress has been made in the period since admission towards this strategy.

The Group now has six quarries under licence and operating agreements in place with a further two quarries. Two of Fox Marble's quarries are currently producing marble and a further two quarries are expected to be extracting marble by the end of October 2013. As at 8 July 2013, Fox Marble had 150 blocks in stock ranging in weight from 6 to 16 metric tonnes totalling 1,500 metric tonnes.

An offtake agreement has been signed to supply a minimum of 945 metric tonnes of cut and polished marble to Pisani Plc, one of the leading wholesale suppliers of marble in the UK. Enquiries have been received from potential customers in the USA, the UK, Korea, Africa and the Middle East. In light of the volume and nature of enquiries, the Company expects to be able to announce further sales contracts in the near future.

The preparations for the construction of a processing plant are also progressing well. A site for the plant has been acquired and detailed construction drawings and architect's plans are expected by the end of October 2013. The equipment required for the plant has been sourced, specified and quoted for by Italian manufacturers and, once ordered, is expected to be delivered within three to four months to Kosovo. It is anticipated that the plant will be completed in the first quarter of 2014.

As at 30 June 2013, the Company had £4.55 million of cash and an undrawn £2 million convertible loan note facility, which reflects the slower than expected rate of expenditure on the processing plant.

## **4. Information on the Placing**

### ***Firm Placing***

The Firm Placing is conditional upon, among other things, the Company allotting, subject only to First Admission, the Firm Placing Shares in accordance with the Placing Agreement, the admission of the Firm Placing Shares to trading on AIM becoming effective by no later than 8.00 a.m. on 13 August 2013 (or such other time and/or date, being no later than 8.00 a.m. on 20 August 2013, as Fox-Davies Capital and the Company may agree), the conditions in the Placing Agreement relating to the Firm Placing being satisfied or (if applicable) waived and the Placing Agreement not having been terminated in accordance with its terms prior to the First Admission.

The Firm Placing Shares will be credited as fully paid and rank equally with the existing Ordinary Shares when issued. Application has been made for the Firm Placing Shares to be admitted to trading on AIM and it is expected that admission will take place at 8.00 a.m. on 13 August 2013.

The Firm Placing Shares are equivalent to 9.7 per cent. of the Company's existing issued Ordinary Shares at the date of this document. The maximum number of Placing Shares to be issued in connection with the Placing is equivalent to 13.6 per cent. of the Company's issued Ordinary Share capital at the date of this document.

### ***Conditional Placing***

The Conditional Placing is conditional upon, among other things, Shareholder approval of the Resolutions at the General Meeting, the Company allotting, subject only to Second Admission the Conditional Placing Shares in accordance with the Placing Agreement, the admission of the Conditional Placing Shares to trading on AIM becoming effective by no later than 8.00 a.m. on 29 August 2013 (or such other time and/or date, being no later than 8.00 a.m. on 5 September 2013, as Fox-Davies Capital and the Company may agree), the conditions in the Placing Agreement relating to the Conditional Placing being satisfied or (if applicable) waived and the Placing Agreement not having been terminated in accordance with its terms prior to the Second Admission.

The Conditional 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 Conditional Placing Shares to be

admitted to trading on AIM following the approval of the Resolutions at the General Meeting and admission of the Conditional Placing Shares. The Conditional Placing is expected to become effective by no later than 8.00 a.m. on 29 August 2013. Settlement of the Conditional Placing Shares is expected to take place within the CREST system following Second Admission.

### ***Placing Agreement***

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

The Placing Agreement contains customary warranties given by the Company to Fox-Davies Capital as to matters relating to the Group and its business and a customary indemnity given by the Company to Fox-Davies Capital in respect of liabilities arising out of or in connection with the Placings. Fox-Davies Capital is entitled to terminate the Placing Agreement in certain circumstances prior to First Admission and/or 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. Details of the Subscription**

Two funds managed by Amati Global Investors have agreed to subscribe, in aggregate, £87,378 for 529,563 new Ordinary Shares and have agreed to amend the terms of the loan note held by them such that the first year's interest capitalised on the loan note will be payable in cash. Issue of the shares in respect of the Subscription is conditional upon, among other things, the passing of the resolutions at the General Meeting.

### **6. Broker warrants**

The Company has granted warrants to subscribe for 190,006 new Ordinary Shares to Fox-Davies Capital in respect of the Firm Placing and is under an obligation to grant warrants to subscribe for a further 438,175 new Ordinary Shares to Fox-Davies Capital in respect of the Firm Placing (subject to the Directors obtaining the requisite shareholder authorities). The Company will also grant warrants to subscribe for 254,546 new Ordinary Shares to Fox-Davies Capital in respect of the Conditional Placing (subject to the Shareholder approval being sought at the General Meeting). These warrants are exercisable at the Placing Price at any time between the first and fourth anniversaries of the Placing.

### **7. General Meeting**

A notice convening a General Meeting of the Company to be held at the offices of Nabarro LLP at Lacon House, 84 Theobald's Road, London WC1X 8RW at 10.00 a.m. on 28 August 2013 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 Conditional Placing is conditional upon, among other things, the passing of the Resolutions.

At the annual general meeting of the Company held on 16 May 2013, Shareholders passed resolutions in order to: (i) grant the Directors authority to allot equity securities up to a maximum nominal value of £359,833; 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 £107,950 without the requirement for such equity securities to be offered first to existing Shareholders. The placing of the Firm Placing Shares, together with other relevant prior allotments, renders the second of these authorities insufficient to allow the placing of the Conditional Placing Shares, the Subscription and the grant of some of the broker warrants to proceed without further Shareholder approval. Accordingly, the placing of the Conditional Placing Shares, the Subscription and the grant of some of the broker warrants are conditional on the passing by the Shareholders of the Resolutions.

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

- (1) grant a new authority to the Directors under section 551 of the Act, to allot Ordinary Shares up to a maximum aggregate nominal amount of £466,178 being one-third of the issued share capital following the Placing and Subscription plus an amount to cover the allotment of the Conditional Placing Shares, the Subscription Shares and the grant of the warrants to Fox-Davies Capital. This will replace the authority given at the Company's last annual general meeting; and

- (2) empower the Directors, under section 570 of the Act, to allot the Conditional Placing Shares and the Subscription Shares and to grant the warrants to Fox-Davies Capital, each on a non pre-emptive basis. This authority is in addition to the authority granted at the Company's last annual general meeting, although following the Firm Placing and the grant of some of the broker warrants this previous authority will have been fully utilised.

#### **8. First Admission, Second Admission, Settlement and CREST**

Application has been made to the London Stock Exchange for the Firm Placing Shares to be admitted to trading on AIM. It is expected that First Admission will become effective and that dealings in the Firm Placing Shares will commence on 13 August 2013. Application will be made to the London Stock Exchange for the Conditional Placing Shares and the Subscription Shares to be admitted to trading on AIM. On the assumption that the Resolutions are passed and any other conditions are satisfied, it is expected that Second Admission will become effective and that dealings in the Conditional Placing Shares and the Subscription Shares will commence on or around 29 August 2013.

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 and the Subscription 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 13 August 2013. The Conditional Placing Shares and the Subscription Shares due to uncertificated holders are expected to be delivered in CREST on 29 August 2013.

#### **9. 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, at Computershare Investor Services plc, The Pavilions, Bridgwater Road, Bristol BS99 6ZY by no later than 10.00 a.m. on 23 August 2013 (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)).

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.

#### **10. 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 the Resolutions as they intend to do (or procure to be done) in respect of their own beneficial holdings totalling 41,247,010 Ordinary Shares, representing approximately 38.1 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
“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 4,242,422 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 4 of this document
“Euroclear”	Euroclear UK & Ireland Limited
“Existing Ordinary Shares”	the 108,217,704 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 10,469,694 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
“Fox-Davies Capital”	Fox-Davies Capital Limited of 1 Tudor Street, London, EC4Y 0AH, the Company’s nominated adviser and joint broker, authorised and regulated by the FCA
“General Meeting”	the general meeting of the Company to be held at 10.00 a.m. on 28 August 2013 at the offices of Nabarro LLP at Lacon House, 84 Theobald’s Road, London WC1X 8RW or any adjournment thereof, notice of which is set out in the Notice of General Meeting
“Group”	the Company and its subsidiary undertakings
“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 placings by Fox-Davies Capital on behalf of the Company of the Placing Shares at the Placing Price

<b>“Placing Agreement”</b>	the agreement between the Company and Fox-Davies Capital dated 8 August 2013 relating to the Placing
<b>“Placing Price”</b>	16.5 pence per Placing Share
<b>“Placing Shares”</b>	the Firm Placing Shares and the Conditional Placing Shares
<b>“Regulatory Information Service”</b>	the regulatory information services approved by the London Stock Exchange for the distribution of AIM announcements
<b>“Resolutions”</b>	the resolutions to be proposed at the General Meeting, details of which are set out in the Notice of General Meeting
<b>“Shareholders”</b>	the holders of Ordinary Shares from time to time
<b>“Second Admission”</b>	admission of the Conditional Placing Shares to trading on AIM becoming effective in accordance with Rule 6 of the AIM Rules
<b>“Subscription”</b>	the subscription for the Subscription Shares at the Placing Price
<b>“Subscription Shares”</b>	the 529,563 new Ordinary Shares conditionally subscribed for by funds managed by Amati Global Investors.

## NOTICE OF A GENERAL MEETING

# Fox Marble Holdings plc

(Registered in England and Wales with company number 7811256)

**NOTICE IS GIVEN** that a general meeting of Fox Marble Holdings plc (the “**Company**”) will be held at the offices of Nabarro LLP at Lacon House, 84 Theobald’s Road, London WC1X 8RW at 10.00 a.m. on Wednesday 28 August 2013 for the purposes of considering and, if thought fit, passing the following resolutions of which resolution 1 will be proposed as an ordinary resolution and resolution 2 will be proposed as a special resolution. The definitions contained in the circular to Shareholders of which this notice forms part shall also apply to this notice.

### ORDINARY RESOLUTION

1. **THAT**, in accordance with section 551 of the Companies Act 2006 (the “**Act**”) and in substitution for any authority previously granted to the directors of the Company (“**Directors**”), the 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 £466,178, provided that this authority shall, unless renewed, varied or revoked by the Company, expire on the earlier of 30 June 2014 or the conclusion of the Company’s annual general meeting in 2014, 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 in pursuance of 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 the Directors, the 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 £178,110; 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 in pursuance of any such offer or agreement notwithstanding that the power conferred by this resolution has expired.

By order of the Board

**Lorraine Young**  
Company Secretary

9 August 2013

*Registered Office:*  
15 Kings Terrace  
London  
NW1 0JP

**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's registrars, Computershare Investor Services plc, no later than 10.00 a.m. on 23 August 2013 (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)) in one of the following ways:
  - (a) hard copy form by post, by courier or by hand to Computershare Investor Services plc, The Pavilions, Bridgwater Road, Bristol BS99 6ZY;
  - (b) by fax to the Company's registrars on fax number +44 (0) 870 703 6101; or
  - (c) scanned and emailed to the Company's registrar using the email address [externalproxyqueries@computershare.co.uk](mailto:externalproxyqueries@computershare.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 at close of business on the day which is two days before the day of the meeting (or, if the meeting is adjourned, at close of business on the day 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 Computershare Investor Services plc on +44 (0) 871 495 2031. 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 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 Computershare Investor Services on +44 (0) 871 495 2031 (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 8 August 2013 (being the last Business Day prior to the publication of this Notice of General Meeting) the Company's issued share capital consists of 108,217,704 Ordinary Shares, carrying one vote each. Therefore, the total voting rights in the Company as at 8 August 2013 are 108,217,704.