

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION. It sets out the resolutions to be proposed at a general meeting of Oxford Catalysts Group plc to be held on 17 March 2011. If you are in any doubt about the contents of this document or the action you should take you should immediately consult an independent adviser authorised under the Financial Services and Markets Act 2000, as amended.

If you have sold or otherwise transferred all of your Ordinary Shares, please send this document, together with the accompanying Form of Proxy, to the purchaser or transferee or to the stockbroker, bank or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee. If you have sold or otherwise transferred some of your Ordinary Shares, you should consult with the stockbroker, bank or other agent through whom the sale or transfer was effected.

You are recommended to read the whole of this document but your attention is drawn to the letter from the Chairman of the Company to Shareholders which is set out in this document and which recommends you vote in favour of the resolutions to be proposed at the General Meeting.

Cenkos Securities plc, which is authorised and regulated in the United Kingdom by the Financial Services Authority, is acting exclusively as nominated adviser, broker and placing agent to the Company. The responsibilities of Cenkos Securities plc as the Company's nominated adviser and broker, under the AIM Rules for Nominated Advisers, are owed solely to London Stock Exchange plc and are not owed to the Company or to any Director, shareholder or any other person, in respect of his decision to acquire shares in the Company in reliance on any part of this document, or otherwise. Cenkos Securities plc is not making any representation or warranty, express or implied, as to the contents of this document. Cenkos Securities plc will not be offering advice and will not be responsible for providing customer protections to recipients of this document in respect of any acquisition of shares.

Oxford Catalysts Group PLC

(Incorporated and registered in England and Wales with registered no. 5712187)

**Placing of 26,250,000 new Ordinary Shares of £0.01 each at a price of
80 pence per share**

and

Notice of General Meeting

The notice of General Meeting to be held at 11:00 a.m. on 17 March 2011 at the offices of Mayer Brown International LLP, 201 Bishopsgate, London EC2M 3AF is set out at the end of this document. The accompanying Form of Proxy for use in connection with the General Meeting should be completed by Shareholders and returned as soon as possible but, in any event, so as to be received by the Company's registrars, Capita Registrars, PXS, 34 Beckenham Road, Beckenham, Kent BR3 4TU no later than 48 hours before the time appointed for the General Meeting or adjourned meeting or, in the case of a poll take otherwise than at or on the same day as the General Meeting or adjourned meeting, not later than 48 hours before the time appointed for the taking of the poll at the meeting at which is to be used. **Whether or not you intend to be present at the General Meeting you are required to complete and return the Form of Proxy as instructed above. Completion and return of a Form of Proxy will not preclude Shareholders from attending and voting at the General Meeting should they so wish.**

This document does not constitute or form part of any offer or invitation to purchase, subscribe for or sell any shares or other securities in the Company nor shall it or any part of it or the fact of its distribution form the basis of, or be relied on in connection with any contract therefor. The distribution of this document in jurisdictions other than the United Kingdom may be restricted by law and therefore persons into whose possession this document and/or the accompanying Form of Proxy comes should inform themselves about and observe such restrictions. Any failure to comply with such restrictions may constitute a violation of the securities laws of any such jurisdiction. The Placing Shares referred to in this document have not been and will not be registered under the US Securities Act of 1933, as amended or under the securities laws of any state.

In accordance with the AIM Rules, this document will be available to Shareholders on the Company's website (<http://www.oxfordcatalysts.com/investors>) from the date of this document, free of charge.

FORWARD-LOOKING STATEMENTS

This document contains “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”, “might”, “anticipates”, “would”, “could” or similar expressions or negatives thereof. 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. 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 speak 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 herein to reflect any change in the Group’s expectations with regard thereto 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.

PLACING STATISTICS

Placing Price	80 pence per share
Number of Ordinary Shares currently in issue	63,819,224
Number of Placing Shares to be issued	26,250,000*
Number of Ordinary Shares in issue following the Placing	90,069,224*
Placing Shares as a percentage of the Ordinary Share capital as enlarged by the Placing	29.14 per cent.*
Diluted Ordinary Share capital, immediately prior to Admission	68,149,293**
Diluted Ordinary Share Capital, immediately following Admission	94,399,293**
Placing Shares as a percentage of the Diluted Ordinary Share Capital, following Admission	27.81**
Gross proceeds of the Placing	£21 million

* Assuming that no options (including the Avenir Option) are converted or exercised by such time and assuming that all of the Placing Shares are issued and that no other Ordinary Shares are issued.

** Assuming all options (including the Avenir Option) were to be converted or exercised.

EXPECTED TIMETABLE OF PRINCIPAL EVENTS

Circular and Form of Proxy posted	25 February 2011
Latest time and date for receipt of Forms of Proxy	11:00 a.m. on 15 March 2011
General Meeting	11:00 a.m. on 17 March 2011
Admission and dealings in the Placing Shares expected to commence	18 March 2011
CREST stock accounts expected to be credited for Placing Shares	18 March 2011
Posting of share certificates for Placing Shares (if required) by	by 25 March 2011

If any of the details contained in the timetable above should change, the revised time and dates will be notified to Shareholders by means of a Regulatory Information Service (as defined in the AIM Rules) announcement. All events listed in the above timetable following the General Meeting are conditional on the passing of the Resolutions at the General Meeting and assume that the General Meeting is not adjourned.

In this document, all references to times and dates are to those observed in London, United Kingdom.

DEFINITIONS

The following definitions apply throughout this document, unless the context requires otherwise.

“Act”	the UK Companies Act 2006, as amended
“Admission”	admission of the Placing Shares to AIM become effective in accordance with Rule 6 of the AIM Rules
“AIM”	the market of that name operated by London Stock Exchange plc
“AIM Rules”	the AIM Rules for Companies, which sets out the rules and responsibilities for companies listed on AIM, as amended from time to time
“Avenir Option”	the put and call option contained in the agreements between the Company and Avenir Finances S.A. dated 31 October 2008 and 20 October 2010
“Board” or “Directors”	the board of directors of the Company, whose names are listed on page 6 of this document
“Cenkos”	Cenkos Securities plc, a public limited company, incorporated in England & Wales under registered number 5210733 with its registered office at 6.7.8 Tokenhouse Yard, London EC2R 7AS
“Company” or “Oxford Catalysts”	Oxford Catalysts Group PLC, a public limited company incorporated in England & Wales under registered number 5712187 with its registered office at 115E Milton Park, Oxford OX14 4RZ
“CREST”	the relevant system (as defined in the Regulations) which enables title to units of relevant securities (as defined in the Regulations) to be evidenced and transferred without a written instrument and in respect of which Euroclear UK & Ireland Limited is the Operator (as defined in the Regulations)
“Diluted Ordinary Share Capital”	the entire issued ordinary share capital of the Company, immediately prior to Admission (comprising the 63,819,224 ordinary shares currently in issue) as increased on the assumption that all options (including the Avenir Option) were to be exercised or converted
“Form of Proxy”	the accompanying form of proxy for use by Shareholders in relation to the General Meeting
“General Meeting”	the general meeting of the Company to be held at 11:00 a.m. on 17 March 2011, notice of which is set out at the end of this document
“Group”	the Company, its subsidiaries and subsidiary undertakings
“GTL”	a refinery process to convert natural gas or other gaseous hydrocarbons into longer chain hydrocarbons such as petrol or diesel fuel
“Notice of General Meeting”	the notice of General Meeting, set out at the end of this document
“Ordinary Shares”	ordinary shares of £0.01 each in the capital of the Company
“Placing”	the proposed conditional, non pre-emptive placing by Cenkos of Placing Shares

“Placing Agreement”	the conditional agreement dated 24 February 2011 relating to the Placing, between the Company and Cenkos
“Placing Price”	80 pence per Placing Share
“Placing Shares”	26,250,000 new Ordinary Shares, to be issued pursuant to the Placing, each being a “Placing Share”
“Regulations”	the UK Uncertificated Securities Regulations 2001 (SI 2001 No. 3755)
“Resolutions”	the resolutions to be proposed at the General Meeting as set out in the Notice of General Meeting
“Shareholders”	the holders of Ordinary Shares from time to time, each individually being a “Shareholder”
“UK” or “United Kingdom”	the United Kingdom of Great Britain and Northern Ireland
“US” or “United States”	the United States of America, its territories and possessions, any state of the United States and the District of Columbia
“£”	the lawful currency of the United Kingdom

LETTER FROM THE CHAIRMAN OF OXFORD CATALYSTS GROUP PLC

Oxford Catalysts Group PLC

(Incorporated and registered in England and Wales with registered number 5712187)

Directors:

Pierre Jungels, CBE, *Chairman*
Roy Lipski, *Chief Executive Officer*
Susan Robertson, *Chief Financial Officer*
Andrew Jamieson, OBE, *Non-executive Director*
Jeremy Scudamore, *Non-executive Director*
Jan Verloop, *Non-executive Director*

Registered Office:

115E Milton Park
Oxford
OX14 4RZ

25 February 2011

Dear Shareholder

**Placing of 26,250,000 new Ordinary Shares of £0.01 each at a price of 80 pence per share
and
Notice of General Meeting**

1. Introduction

The Board announced today that it has raised, subject to certain conditions, approximately £21 million (before expenses) by way of a placing of 26,250,000 new Ordinary Shares at a placing price of 80 pence per share.

The Placing is conditional (amongst other things) upon the passing of certain resolutions in order to ensure that the Directors have the necessary authorities and powers to allot the Placing Shares for cash on a non-pre-emptive basis. A General Meeting is being convened for the purpose of considering the Resolutions at 11:00 a.m. on 17 March 2011 at the offices of Mayer Brown International LLP, 201 Bishopsgate, London, EC2M 3AF. The Notice of General Meeting is set out at the end of this document.

The purpose of this document is to provide you with details of, and the reasons for, the Placing, why the Directors believe it to be in the best interests of the Company and its Shareholders and why they recommend that you vote in favour of the Resolutions. The Directors intend to vote in favour of the Resolutions in respect of their legal and/or beneficial shareholdings amounting, in aggregate, to 2,972,306 Ordinary Shares representing approximately 4.66 per cent. of the Ordinary Shares in issue as at the date of this document.

2. Background to, and expected use of proceeds of, the Placing

Oxford Catalysts designs and develops technology for the smaller scale production of clean synthetic fuels from conventional fossil fuels and renewable sources such as biowaste. The Directors believe that the market conditions for the production of such fuels have improved considerably and the Group is enjoying a high level of interest in its technology.

The discovery and development of the vast shale gas reserves in North America, coupled with increasing demand for oil and sustained production constraints that have driven crude oil prices again towards \$100 per barrel, have created an increasingly attractive environment for synthetic fuels production through GTL. Long term expectations of continued lower gas prices and progressively higher oil prices mean that GTL provides a clearly quantifiable market arbitrage opportunity. The growing political, geological and environmental complexity of oil exploration and production has focussed attention on the monetisation of gas reserves and cessation of flaring. As the majority of stranded gas fields and flare gas streams are too small for conventional technology, the opportunity for the Group's technology has now come sharply into focus.

After more than 15 years of development, which began at two of the world's leading research organizations (the University of Oxford and the Battelle Memorial Institute) and US\$250 million of investment, primarily from industrial partners, the Directors believe, for the following reasons, that Oxford Catalysts is now on the cusp of commercialising its technology:

- the Group's Fischer-Tropsch ("FT") technology has been demonstrated in Güssing, Austria since the summer of 2010;
- its Steam Methane Reforming ("SMR") technology is due to be demonstrated in summer 2011 along with the Group's FT technology in an integrated GTL pilot plant at a Petrobras refinery in Fortaleza, Brazil; and
- in December 2010, the Group's partner SGC Energia, SGPS, S.A. placed the first order for one of the Group's commercial scale FT reactors and catalyst; this remains on track for delivery in March 2011.

With some 80 employees and the world's largest microchannel patent portfolio (with over 750 issued patents and filed patent applications being owned or licensed by the Group), the Directors believe that the Group has the critical mass and positioning to become a technology leader in the fast emerging market for small scale synthetic fuels production.

The Directors intend that the net proceeds of the Placing will be used by the Company to accelerate the Group's transition from a research and development company to a commercial product company and in particular, to:

- (a) enable the Group to hire new, key staff who will support the Group's commercial operations;
- (b) extend the Group's supply chain capabilities, for both reactors and catalyst; and
- (c) upgrade the Group's technology infrastructure in order to better support its commercial interactions with the aim of enhancing its standing with customers, including the proposed addition of a small integrated GTL pilot plant at the Group's US facility.

The new funds will also strengthen the Company's balance sheet and the Directors believe that this will give the Group added credibility and strengthen the Group's negotiating position with respect to prospective new partners.

3. Current trading and strategy

The Group's financial position reflects its continued progress towards commercialisation. As announced on 20 January 2011, revenues were moderately down in 2010 and cash outflow temporarily rose during 2010, reflecting the Group's transition from development funding to commercial income streams. Unaudited turnover for the year ended 31 December 2010 was approximately £7.6 million and unaudited Group cash*, stood at approximately £5.7 million as at 31 December 2010. The Board expects that commercial sales will have a material impact on income during the course of 2011.

During 2011, the Directors intend that the Group will concentrate on seeking to:

- successfully progress its existing partnerships;
- strengthen its commercial, manufacturing and supply chain capabilities;
- fulfill initial customer orders; and
- leverage the advancing status and market relevance of its technology to accelerate commercialisation and sales with new clients and partners.

* cash, cash equivalents, short term investments and other financial assets

4. Details of the Placing

The Company proposes raising up to approximately £21 million, before expenses, by way of a conditional, non pre-emptive placing of 26,250,000 new Ordinary Shares at the Placing Price. The Placing Shares will be placed by Cenkos, as agent for the Company and pursuant to the Placing Agreement, with institutional and other professional investors. Andrew Jamieson and Jeremy Scudamore, Non-Executive Directors, are participating in the Placing to the amounts of 25,000 Placing Shares and 75,000 Placing Shares respectively,

all at the Placing Price. In addition to the Placing, the Company has been advised that Cenkos is placing 3,398,000 Ordinary Shares at the Placing Price on behalf of Dr Tiancun Xiao, one of the founders of the Company, in order to avoid the Placing leaving him at a tax disadvantage. This placing is also conditional, *inter alia*, on Admission.

The Placing Shares will (if all issued) represent approximately 29.14 per cent. of the Ordinary Share capital as enlarged by the Placing and will, when issued, rank *pari passu* in all respects with the other Ordinary Shares then in issue, including all rights to all dividends and other distributions declared, made or paid following Admission.

The Placing Agreement is conditional upon (amongst other things) the passing of the Resolutions at the General Meeting and Admission occurring on or before 18 March 2011 (or such later date as Cenkos and the Company may agree, not being later than 1 April 2011).

The Placing Agreement contains warranties from the Company in favour of Cenkos in relation to, (amongst other things), the Group and its business. In addition, the Company has agreed to indemnify Cenkos in relation to certain liabilities it may incur in undertaking the Placing. Cenkos has the right to terminate the Placing Agreement in certain circumstances prior to Admission, in particular, it may terminate in the event that there has been a material breach of any of the warranties or for *force majeure*.

Application will be made for the Placing Shares to be admitted to trading on AIM, the Placing Agreement not having been terminated and it is expected that trading in the Placing Shares will commence at 8:00 a.m. on 18 March 2011.

5. Resolutions

The Company currently does not have in place sufficient authority to allot shares under the Act to effect the Placing. Accordingly the Resolutions, summarised below, are being proposed at the General Meeting to ensure that the Company has sufficient share capital and the Directors have sufficient authority to allot the Placing Shares on a non pre-emptive basis.

- (a) Resolution 1 is an ordinary resolution to increase the maximum capital of the Company, as stated in the share capital clause as formerly contained in the Company's memorandum of association, from £1,000,000 to £1,700,000 by the creation of 70,000,000 ordinary shares of £0.01 each in the capital of the Company to rank *pari passu* in all respects with the existing ordinary shares of £0.01 each;
- (b) Resolution 2 is an ordinary resolution, conditional upon the passing of Resolution 1, to grant authority to the Directors under s551 of the Act to allot relevant securities up to an aggregate nominal amount of £562,731, such authority expiring at the earlier of the Company's next annual general meeting and 31 July 2011.

If Resolution 2 is passed the Directors will have the authority, under the Act, to allot Ordinary Shares up to the maximum aggregate nominal amount of £562,731 (i) comprising £262,500 (being the maximum required for the purposes of issuing the Placing Shares) and (ii) £300,231 (being one third of the Company's issued Ordinary Share capital as enlarged by the Placing); and

- (c) Resolution 3 is a special resolution, conditional upon the passing of Resolutions 1 and 2, to empower the Directors, pursuant to s570 of the Act, to allot shares pursuant to the Placing and otherwise to allot Ordinary Shares up to the maximum nominal amount of £352,570 on a non-pre-emptive basis, such authority expiring at the earlier of the Company's next annual general meeting and 31 July 2011.

If Resolution 3 is passed the Directors will have the power, under the Act, to allot the Placing Shares without offering those shares to existing Shareholders. Additionally, *inter alia*, in the event of a rights issue, the Directors will have the power to meet certain practical requirements as regards fractional entitlements and separately to allot Ordinary Shares up to the aggregate nominal amount of £90,070 (being 10 per cent. of the Company's issued Ordinary Share capital as enlarged by the Placing) on a non-pre-emptive basis.

These authorities will enable the Directors to effect the Placing and give a degree of flexibility to allot further Ordinary Shares in circumstances which they deem appropriate, for example, to any potential commercial partners who might wish to take a stake in the Company in addition to any commercial arrangements entered into.

Resolutions 1 and 2 are ordinary resolutions requiring a majority of more than 50 per cent. of the Shareholders voting to be passed. Resolution 3 is a special resolution and requires the approval of not less than 75 per cent. of the Shareholders voting to be passed.

The Notice of General Meeting is contained at the end of this document and sets out the Resolutions in full. The General Meeting is to be held at the offices of Mayer Brown International LLP, 201 Bishopsgate, London EC2M 3AF at 11:00 a.m. on 17 March 2011.

6. Action to be taken

Enclosed with this document is a Form of Proxy for use at the General Meeting. Whether or not you intend to be present at the General Meeting, you are requested to complete, sign and return the Form of Proxy to the Company's registrars, Capita Registrars, PXS, 34 Beckenham Road, Beckenham, Kent BR3 4TU so as to be received as soon as possible and, in any event, not later than 11:00 a.m. on 15 March 2011. If you complete and return the Form of Proxy, you may still attend and vote at the General Meeting should you wish to do so.

7. Recommendation

The Directors consider that the Placing and the Resolutions are in the best interests of the Company and its Shareholders as a whole and accordingly recommend that Shareholders vote in favour of the Resolutions, as they intend to do in respect of their own legal and/or beneficial shareholdings, amounting, in aggregate, to 2,972,306 Ordinary Shares (representing approximately 4.66 per cent. of the Ordinary Shares in the issue as at the date of this document).

Yours sincerely



Pierre Jungels, CBE
Chairman

NOTICE OF GENERAL MEETING

OXFORD CATALYSTS GROUP PLC

(Incorporated and registered in England and Wales with registered number 5712187)

Notice is hereby given that a General Meeting of Oxford Catalysts Group PLC (the “Company”) will be held at the offices of Mayer Brown International LLP, 201 Bishopsgate, London EC2M 3AF on 17 March 2011 at 11:00 a.m. for the following purposes:

ORDINARY RESOLUTIONS

To consider, and if though fit, pass Resolutions 1 and 2 as ordinary resolutions:

1. THAT the capital of the Company, as stated in the share capital clause of the Company’s memorandum of association (which is now treated as part of the Articles of Association of the Company by virtue of section 28 of the Companies Act 2006 and as a provision setting the maximum amount of shares that may be allotted by the Company by virtue of the Companies Act 2006 (Commencement No. 8, Transitional Provisions and Savings) Order 2008, Schedule 2, paragraph 42, be increased from £1,000,000 to £1,700,000 by the creation of 70,000,000 ordinary shares of £0.01 each in the capital of the Company to rank *pari passu* in all respects with the existing ordinary shares of £0.01 each.
2. THAT, subject to the passing of Resolution 1 above, the directors of the Company be generally and unconditionally authorised for the purposes of s551 Companies Act 2006 (the “Act”) to allot shares in the Company or to grant rights to subscribe for or to convert any security into shares in the Company (“Rights”) up to a maximum aggregate nominal amount of £562,731 to such persons and at such times and upon such conditions as the directors may determine, that authority to expire at the earlier of the conclusion of the next annual general meeting of the Company after the passing of this resolution and 31 July 2011 save that the Company may before that expiry make an offer or agreement which would or might require shares to be allotted or Rights to be granted after that expiry and the directors may allot shares or grant Rights in pursuance of such an offer or agreement as if the authority conferred by this resolution had not expired.

This authority is in substitution for the authority conferred on the directors pursuant to s551 of the Act on 7 May 2010.

SPECIAL RESOLUTION

To consider, and if though fit, pass Resolution 3 as a special resolution:

3. THAT, subject to the passing of Resolutions 1 and 2 above, the directors of the Company be empowered pursuant to s570(1) of the Act, in substitution for any previous power conferred on the directors pursuant to that section, to allot equity securities pursuant to the authority conferred by Resolution 2 above or by way of a sale of treasury shares as if s561(1) of the Act did not apply to that allotment, provided that this power shall be limited:
 - (a) for cash up to the maximum nominal amount of £262,500 to persons applying for ordinary shares in connection with a placing of Ordinary Shares, as further described in the circular to Shareholders issued by the Company dated 25 February 2011;
 - (b) to the allotment of equity securities in connection with a rights issue and so that for this purpose “rights issue” means an offer of equity securities open for acceptance for a period fixed by the directors to holders of equity securities on the register on a fixed record date in proportion to their respective holdings of such securities or in accordance with the rights attached to them but subject to such exclusions or other arrangements as the directors may

deem necessary or expedient in relation to treasury shares, fractional entitlements or legal or practical problems under the laws of, or the requirements of any recognised regulatory body or any stock exchange in, any territory; and

- (c) to the allotment (otherwise than pursuant to paragraphs (a) and (b) above) of equity securities up to an aggregate nominal amount of £90,070,

and shall expire at the earlier of the conclusion of the next annual general meeting of the Company to be held after the date of the passing of this resolution and 31 July 2011 save that the Company may before that expiry make an offer or agreement which would or might require equity securities to be allotted after that expiry and the directors may allot equity securities in pursuance of that offer or agreement as if the power conferred by this resolution had not expired.

For the purposes of this resolution, the expression “**equity securities**” and references to “**allotment of equity securities**” respectively have the meanings given to them in s560 of the Act.

By Order of the Board

Registered Office

115E Milton Park,
Oxford
OX14 4RZ

Susan Robertson
Company Secretary
25 February 2011

Notes:

- (a) Only those shareholders entered on the relevant register of members (the “**Register**”) for certificated or uncertificated shares of the Company (as the case may be) at 11:00 a.m. on 15 March 2011 (the “**Specified Time**”) will be entitled to attend or vote at the General Meeting in respect of the number of shares registered in their name at the time. Changes to entries on the Register after the Specified Time will be disregarded in determining the rights of any person to attend or vote at the meeting. Should the meeting be adjourned to a time not more than 48 hours after the Specified Time, that time will also apply for the purpose of determining the entitlement of members to attend and vote (and for the purpose of determining the number of votes they may cast) at the adjourned meeting. Should the meeting be adjourned for a longer period, then to be so entitled, members must be entered on the Register at the time which is 48 hours before the time fixed for the adjourned meeting or, if the Company gives notice of the adjourned meeting, at the time specified in the notice.
- (b) Any member may appoint a proxy to attend, speak and vote on his/her behalf. 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 of the member, but must attend the meeting in person. A proxy need not be a member. Proxy Forms should be lodged with the Company’s Registrar or submitted not later than 48 hours before the time for which the meeting is convened. Completion of the appropriate Proxy Form does not prevent a member from attending and voting in person if he/she is entitled to do so and so wishes.
- (c) As at 24 February 2011 (being the last working day prior to the publication of this notice), the Company’s issued share capital consisted of 63,819,224 Ordinary Shares, carrying one vote each. So, the total voting rights in the Company as at that date are 63,819,224.
- (d) Any corporation which is a member can appoint one or more corporate representatives who may exercise on its behalf all of its powers as a member provided that they do not do so in relation to the same shares.
- (e) Any member attending the meeting has the right to ask questions. The Company must cause to be answered any such question relating to the business being dealt with at the meeting but no answer needs to be given if to do so would interfere unduly with the preparation for the meeting or involve the disclosure of confidential information or if the answer has already been given on a website in the form of an answer to a question or, finally, if it is undesirable in the interests of the Company or the good order of the meeting that the question be answered.

FORM OF PROXY

OXFORD CATALYSTS GROUP PLC

(Incorporated and registered in England and Wales with registered number 5712187)

For use at the General Meeting to be convened for 17 March 2011

I/We (names in full)
(BLOCK CAPITALS)

of

being a member of Oxford Catalysts Group PLC (the “Company”) hereby appoint the Chairman of the meeting or (see Note 2) as my/our proxy to attend, speak and vote for me/us on my/our behalf, in respect of Ordinary Shares (see Note 3) at the General Meeting of the Company to be held at the offices of Mayer Brown International LLP, 201 Bishopsgate, London EC2M 3AF at 11:00 a.m. on 17 March 2011 (the “Meeting”) and at every adjournment thereof and I/we direct my/our proxy to vote as indicated below.

Please indicate here with an ‘X’ if this proxy is one of multiple appointments being made (see Note 3).

Please indicate with a cross in each appropriate box how you wish your votes to be cast on the resolution (see Note 4):

Ordinary Resolutions		For	Against	Withheld
Resolution 1	To increase the capital of the Company, as stated in the share capital clause, formerly within the Company’s memorandum of association, from £1,000,000 to £1,700,000.			
Resolution 2	Conditionally on Resolution 1, to grant the directors authority to allot shares in the Company up to an aggregate nominal amount of £562,731.			
Special Resolution				
Resolution 3	Conditionally on Resolutions 1 and 2, to empower the directors to disapply pre-emption rights on the issue of shares in the Company in the amounts set out in the Notice of General Meeting.			

Signed: Date:.....
(see Notes 5, 6 and 7)

Full name(s) in which shares are registered
(BLOCK CAPITALS)

Notes

- As a member of the Company you are entitled to appoint a proxy to exercise all or any of your rights to attend, speak and vote at a general meeting of the Company. You can only appoint a proxy using the procedures set out in these notes. Appointment of a proxy does not preclude you from attending the Meeting and voting in person. If you have appointed a proxy and attend the Meeting in person, your proxy appointment will automatically be terminated.
- A proxy does not need to be a member of the Company but must attend the meeting to represent you. To appoint a person other than the Chairman of the meeting as your proxy, insert their full name where indicated above. If you sign and return this proxy form with no name inserted in the box, the Chairman of the meeting will be deemed to be your proxy. Where you appoint as your proxy someone other than the Chairman, you are responsible for ensuring that they attend the meeting and are aware of your voting intentions.
- You may appoint more than one proxy provided each proxy is appointed to exercise rights attached to different shares. You may not appoint more than one proxy to exercise rights attached to any one share. To appoint more than one proxy, please contact Capita Registrars or photocopy this form. Please indicate the proxy holder’s name and the number of shares in relation to which they are authorised to act as your proxy (which, in aggregate, should not exceed the number of shares held by you). If you leave the number of Ordinary Shares blank you will be deemed to have appointed your proxy in relation to all Ordinary Shares held by you. Please also indicate if the proxy instruction is one of multiple instructions being given. All forms must be signed and should be returned in the same envelope.
- To direct your proxy how to vote on the resolutions mark the appropriate box with an ‘X’. To abstain from voting on a resolution, select the relevant vote “Withheld” box. A vote withheld is not a vote in law, which means that the vote will not be counted in the calculation of votes for or against the resolution. If no voting indication is given, your proxy will vote or abstain from voting at his or her discretion. Your proxy will vote (or abstain from voting) as he or she thinks fit in relation to any other matter which is put before the meeting.
- To be valid this form must be completed and returned (together with any authority under which this form is signed or a notarially certified copy of such authority) to Capita Registrars, PXS, 34 Beckenham Road, Beckenham, Kent BR3 4TU during normal business hours so as to arrive not later than 48 hours before the time of the General Meeting, or in the case of an adjournment thereof to be held more than 48 hours after the time fixed for the original meeting, not more than 48 hours before the time fixed for the adjourned meeting.
- In the case of a member which is a company, this proxy form must be executed under its common seal or signed on its behalf by an officer of the company or an attorney for the company. Any power of attorney or any other authority under which this proxy form is signed (or a duly certified copy of such power or authority) must be included with the proxy form.
- 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). The signature of one holder will suffice, but the names of all the joint holders should be stated.
- If you submit more than one valid proxy appointment, the appointment received last before the latest time for the receipt of proxies will take precedence.
- You may not use any electronic address provided in this proxy form to communicate with the Company for any purposes other than those expressly stated.

