



THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION. If you are in any doubt as to any aspect of the proposals referred to in this document or as to the action you should take, you are recommended to seek your own advice immediately from a stockbroker, solicitor, accountant or other professional adviser authorised under the Financial Services and Markets Act 2000 (as amended) if you are in the United Kingdom, or from another appropriately authorised independent financial adviser in a territory outside the United Kingdom. Where in this document a summary is provided in respect of certain financial information, Shareholders should read the whole document and not rely solely on the summarised financial information.

If you have sold or otherwise transferred all of your Ordinary Shares, please forward this document, together with the enclosed Proxy Form, at once to the purchaser or transferee or to the stockbroker, bank or other agent through whom the sale or transfer was effected for delivery to the purchaser or transferee. Such documents should not however be forwarded or transmitted in or into any jurisdiction in which such act would constitute a violation of the relevant laws in such jurisdiction. If you have sold or transferred only part of your holding of Ordinary Shares, you should retain these documents and consult the stockbroker, bank or other agent through whom the sale or transfer was effected.

This document does not constitute an offer or invitation to any person to subscribe for or purchase any securities in Liontrust Asset Management Plc.

This document has been prepared for the purposes of complying with English law and regulation and information disclosed may not be the same as that which would have been prepared in accordance with the laws of jurisdictions outside England.

This document should be read in conjunction with the enclosed Proxy Form and the definitions set out in Part 2 of this document. The whole of this document should be read and, in particular, your attention is drawn to the letter from the Chairman of the Company set out in Part 1 of this document which contains the unanimous recommendation by the Directors to Shareholders to vote in favour of the Resolution to be proposed at the General Meeting.

Liontrust Asset Management PLC

(incorporated in England and Wales under number 2954692)

Proposed capital reduction

and

Notice of General Meeting

A notice convening the General Meeting of the Company to be held at 10 a.m. on 22 February 2017 in the Princess Ida Room, at The Savoy, Strand, London WC2R 0EU, is set out in Part 3 of this document.

Whether or not you propose to attend the General Meeting, please complete, sign and return the accompanying Proxy Form in accordance with the instructions printed on it as soon as possible. The Proxy Form must be received by the Company's registrars, Capita Asset Services, PXS, 34 Beckenham Road, Kent BR3 4TU, not less than 48 hours before the time of the holding of the General Meeting. As an alternative to completing the hard copy Proxy Form, Shareholders can appoint proxies electronically via www.capitashareportal.com so that it is received by Capita Asset Services by no later than 10 a.m. on 20 February 2017 (being 48 hours before the time appointed for the holding of the General Meeting). CREST members can also appoint proxies by using the CREST electronic proxy appointment service and transmitting a CREST Proxy Instruction in accordance with the procedures set out in the CREST Manual so that it is received by Capita Asset Services (under CREST participant RA10) by no later than 10 a.m. on 20 February 2017. The time of receipt will be taken to be the time from which Capita Asset Services is able to retrieve the message by enquiry to CREST in the manner prescribed by CREST. Completion and return of a Proxy Form or transmitting a CREST electronic Proxy Instruction will not prevent you from attending and voting at the General Meeting in person should you wish.

This document may contain forward-looking statements which are subject to assumptions, risks and uncertainties. Although the Company believes that the expectations reflected in these forward-looking statements are reasonable, there can be no assurance that these expectations will prove to have been correct. Because these statements involve risks and uncertainties, actual results may differ materially from those expressed or implied by those forward-looking statements. Each forward-looking statement is correct only as of the date of the particular statement. The Company does not undertake any obligation publicly to update or revise any forward-looking statement as a result of new information, future events or other information, although such forward-looking statements will be publicly updated if required by the Listing Rules, the Disclosure and Transparency Rules, the rules of the London Stock Exchange or by law.

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EXPECTED TIMETABLE OF PRINCIPAL EVENTS

2017

Last time and date for receipt of Proxy Form for the General Meeting	10 a.m. on 20 February
Last time and date for receipt of CREST Proxy Instructions	10 a.m. on 20 February
Last time and date for registration in the Register	10 a.m. on 20 February
General Meeting	10 a.m. on 22 February
Capital Reduction takes effect on or around	16 March

Notes

1. Reference to times are to London times unless otherwise stated.
2. The dates and times given in this document are based on the Company's current expectations and may be subject to change.
3. Any changes to the timetable set out above will be announced via a Regulatory Information Service.

PART 1

LETTER FROM THE CHAIRMAN OF LIONTRUST ASSET MANAGEMENT PLC

(incorporated in England and Wales with registered number 2954692)

Directors

Registered Office: 2 Savoy Court
London
WC2R 0EZ

Adrian Collins (*Non-executive Chairman*)

John Ions (*Chief Executive*)

Vinay Abrol (*Chief Financial Officer and Chief Operating Officer*)

Michael Bishop (*Senior independent Director*)

Alastair Barbour (*Non-executive independent Director*)

George Yeandle (*Non-executive independent Director*)

24 January 2017

To Shareholders

Proposed Capital Reduction and Notice of General Meeting

Dear Shareholder,

1 Introduction and summary

Your board is proposing that the Company undertake a court approved reduction of capital.

I am therefore writing to you to:

- provide you with information about the background to and reasons for the Capital Reduction (including further details on the proposed terms relating thereto);
- explain why the Board considers the Capital Reduction to be in the best interests of the Company and its Shareholders as a whole and, accordingly, why they unanimously recommend that Shareholders vote in favour of the Resolution; and
- give notice of the General Meeting for the Shareholders to vote on the Resolution.

If the Resolution is passed at the General Meeting, subject to the satisfaction of the other conditions to the Capital Reduction, the Capital Reduction is expected to take effect on or around 16 March 2017.

2 Background to and reasons for the Capital Reduction

Following a significant change to the business in 2009, the Group suffered a number of years of financial losses which had the effect of significantly reducing its distributable reserves. As at 30 September 2016, the Company had a distributable reserves balance of £7,323,000.

Following a major restructure of the business, the Group has made significant progress, reducing losses and then returning the Group to profitability in 2014. During this period, the Group has engaged in various corporate acquisitions with shares being issued at a premium in consideration for the acquisitions. As a result of this, the share premium reserve has grown to its current size of £17,692,000.

By undertaking a Capital Reduction, the future profits of the Company earned after the date on which the Capital Reduction takes effect will be available for the Directors of the Company to use for the purposes of paying dividends and/or buying back Ordinary Shares (should circumstances in the future make it desirable to do so).

The Directors believe that the Company's dividend policy should be dictated by its cash resources, financial position and prospects of the Group as a whole. It should not be impeded by the size of the Company's accumulated profit and loss account, which is a technical accounting reserve, if it is otherwise appropriate to pay dividends.

The proposal aims to create distributable reserves for the Company cancelling the amount standing to the credit of the share premium account. The realised profits thereby created would be applied to increase the accumulated profit on the Company's profit and loss account. By reducing capital as such, profits earned by the Company subsequent to the date of the Capital Reduction and filed at Companies House are then available for the Board to use for dividend payment or buyback purposes mentioned above, as appropriate.

The proposal is conditional upon the passing of the Resolution set out in the notice of General Meeting, as well as Court approval being obtained. If the Resolution is not passed and/or the Court approval is not obtained, it may not be possible for the Company to use the Company's distributable reserves as it intends above.

Further details of the proposal are set out below.

3 Principal terms of and conditions to the Capital Reduction

Under the 2006 Act, companies are only permitted to make distributions to shareholders from distributable reserves. In the audited report and accounts of the Company for the year ended 31 March 2016, the Company had an accumulated profit on its profit and loss account of £9,330,000.

In order to increase the balance on the profit and loss account, it is proposed that the balance standing to the credit of the share premium account be cancelled.

This cancellation, if approved by the Court, will create realised profits that would be transferred to a special reserve, which will remain pending the protection or consent of creditors (or contingent creditors) of the Company in existence at the date of the Capital Reduction.

While the special reserve remains, any distributions made by the Company must be paid out of profits of the Company earned subsequent to the date of the Capital Reduction. The special reserve can also be eliminated if the relevant creditors are protected through other means (such as bank guarantees or blocked accounts). Subsequent losses of the Company can reduce the special reserve (such losses being applied to this reserve rather than the profit and loss account).

As directed by the 2006 Act, the proposal requires approval of the Shareholders and then subsequent confirmation of the Court. The Company will only be in a position to use the realised profits once confirmation from the Court has been acquired and the Court's order has been registered at Companies House. If the proposal is passed by the Shareholders, it is anticipated that proceedings to obtain confirmation from the Court will be undertaken as soon as possible. The final hearing where the Court will confirm the proposals is to take place on or around 15 March 2017.

The implementation of the Capital Reduction will not result in a change to the number of Ordinary Shares in issue.

The Capital Reduction *per se* will not involve any distribution or repayment of share premium by the Company and will not reduce the underlying net assets of the Company.

4 General Meeting

Implementation of the Capital Reduction requires the consent of the Shareholders voting in favour of the Resolution at the General Meeting. Accordingly, there is set out in Part 3 of this document a notice convening the General Meeting to be held at 10 a.m. on 22 February 2017 at The Savoy, Strand, London WC2R 0EU. This contains the Resolution to be proposed at the General Meeting, the passing of which will require not less than 75 per cent. of the votes cast voting in favour of the Resolution.

By way of summary, the Resolution proposes to cancel the amount standing to credit of the share premium account.

5 **Action to be taken**

You are invited to attend the General Meeting of the Company to be held at 10 a.m. on 22 February 2017 in the Princess Ida Room at The Savoy, Strand, London WC2R 0EU.

If you would like to vote on the Resolution but cannot attend the General Meeting in person, please fill in the Proxy Form accompanying this document and return it to Capita Asset Services as soon as possible. They must receive it by 10 a.m. on 20 February 2017.

As an alternative to completing the hard copy Proxy Form, you can appoint proxies electronically via www.capitashareportal.com to be received by Capita Asset Services by no later than 10 a.m. on 20 February 2017. CREST members can also appoint proxies by using the CREST electronic proxy appointment service and transmitting a CREST Proxy Instruction in accordance with the procedures set out in the CREST Manual so that it is received by Capita Asset Services (under CREST participant RA10) by no later than 10 a.m. on 20 February 2017. The time of receipt will be taken to be the time from which Capita Asset Services is able to retrieve the message by enquiry to CREST in the manner prescribed by CREST.

Appointment of a proxy will not prevent you from attending the General Meeting and voting in person should you wish to do so.

6 **Recommendation**

The Board considers the Capital Reduction and the Resolution to be in the best interests of the Company and the Shareholders as a whole. Accordingly, the Board unanimously recommends that the Shareholders vote in favour of such Resolution as they intend to do in respect of their beneficial holdings, amounting, in aggregate, to 2,087,856 Ordinary Shares. This represents approximately 4.6 per cent. of the issued share capital of the Company at the date of this document.

Yours sincerely,

Adrian Collins
Non-executive Chairman

PART 2

DEFINITIONS

The following definitions apply to words and phrases used in this document except where the context requires otherwise:

“2006 Act”	the Companies Act 2006, as amended;
“Board” or “Directors”	the Directors of the Company;
“business day”	a day other than a Saturday or Sunday on which banks generally are open for business in the City of London;
“Capita Asset Services”	Capita Asset Services (a trading division of Capita Registrars Limited), PXS, 34 Beckenham Road, Beckenham, Kent BR3 4TU, registrar to the Company;
“Capital Reduction”	the proposed reduction of the share premium account as more particularly described in this document;
“Company” or “Liontrust” or “Group”	Liontrust Asset Management Plc, a public company limited by shares incorporated under the laws of England and Wales with company registration number 2954692 and having its registered office at 2 Savoy Court, London WC2R 0EZ;
“Court”	the High Court of Justice in England and Wales;
“CREST”	the relevant system (as defined in the CREST Regulations), in respect of which Euroclear is the operator;
“CREST Manual”	the rules governing the operation of CREST, consisting of the CREST Reference Manual, CREST International Manual, CREST Central Counterparty Service Manual, CREST Rules, Registrars Service Standards, Settlement Discipline Rules, CCSS Operations Manual, Daily Timetable, CREST Application Procedures and CREST Glossary of Terms (all as defined in the CREST Glossary of Terms promulgated by Euroclear on 15 July 1996 and as subsequently amended);
“CREST member”	a person who has been admitted by Euroclear as a system-member (as defined in the CREST Regulations);
“CREST participant”	a person who is, in relation to CREST, a system participant (as defined in the CREST Regulations);
“CREST Proxy Instruction”	an appropriate and valid CREST message appointing a proxy by means of CREST;
“CREST Regulations”	the Uncertificated Securities Regulations 2001 (SI 2001/3755), as amended;
“CREST sponsor”	a CREST participant admitted to CREST as a CREST sponsor;
“Disclosure and Transparency Rules”	the Disclosure Rules and Transparency Rules made by the UK Listing Authority under Part VI of FSMA, as amended from time to time;
“Euroclear”	Euroclear UK & Ireland Limited, as the CREST operator (as defined in the CREST Regulations);
“FCA”	the Financial Conduct Authority of the United Kingdom, and any of its successor authorities;
“FSMA”	the Financial Services and Markets Act 2000, as amended;

“General Meeting”	the general meeting of the Company, notice of which is set out in Part 3 of this document, and any adjournment thereof;
“Listing Rules”	the rules and regulations made by the UK Listing Authority pursuant to section 74 of FSMA, as amended from time to time;
“London Stock Exchange”	London Stock Exchange plc;
“Notice of General Meeting”	the notice of general meeting set out on page 9 in Part 3 of this document;
“Ordinary Shares”	ordinary shares of 1 pence each in the capital of the Company;
“Proxy Form”	the form of proxy enclosed with this document for use at the General Meeting;
“Register”	the register of members of the Company;
“Resolution”	the resolution set out in the Notice of General Meeting to be proposed at the General Meeting;
“Shareholders”	holder(s) of Ordinary Shares;
“UK Listing Authority”	the FSA acting in its capacity as the competent authority for the purposes of Part VI of FSMA; and
“United Kingdom”	the United Kingdom of Great Britain and Northern Ireland;

All times referred to in this document are to London time, unless otherwise stated.

PART 3

Liontrust Asset Management Plc

(incorporated in England and Wales with registered number 2954692)

NOTICE OF GENERAL MEETING

NOTICE IS HEREBY GIVEN that a **GENERAL MEETING** of Liontrust Asset Management Plc (the “**Company**”) will be held at 10 a.m. on 22 February 2017 in the Princess Ida Room at The Savoy, Strand, London WC2R 0EU, for the purposes of considering the following resolution which will be proposed as a special resolution.

SPECIAL RESOLUTION

THAT the share premium account of the Company be cancelled.

Dated: 24 January 2017

By order of the Board

Mark Jackson

Company Secretary

Registered Office: 2 Savoy Court, London WC2R 0EZ

Registered in England and Wales No. 2954692

NOTICE OF GENERAL MEETING

Notes

- 1 Members are entitled to appoint a proxy to exercise all or any of their rights to attend and to speak and vote on their behalf at the General Meeting. A shareholder may appoint more than one proxy in relation to the General Meeting provided that each proxy is appointed to exercise the rights attached to a different share or shares held by that shareholder. A proxy need not be a shareholder of the Company. A proxy form which may be used to make such appointment and give proxy instructions accompanies this notice. If you wish to appoint more than one proxy, please photocopy the Proxy Form and lodge all forms together at the address provided.
- 2 To be valid any proxy form or other instrument appointing a proxy must be received by post or (during normal business hours only) by hand at Capita Asset Services, PXS, 34 Beckenham Road, Beckenham, Kent BR3 4TU no later than 10 a.m. on 20 February 2017. It should be accompanied by the power of attorney or other authority (if any) under which it is signed or a duly certified copy of such power or authority.

Completion of the proxy form or the appointment of a proxy electronically via www.capitashareportal.com or through CREST (as described below) will not prevent a member from attending and voting in person.
- 3 The return of a completed proxy form, other such instrument or any CREST Proxy Instruction (as described in paragraph 9 below) will not prevent a shareholder attending the General Meeting and voting in person if he/she wishes to do so.
- 4 Any person to whom this notice is sent who is a person nominated under section 146 of Companies Act 2006 to enjoy information rights (a “**Nominated Person**”) may, under an agreement between him/her and the shareholder by whom he/she was nominated, have a right to be appointed (or to have someone else appointed) as a proxy for the General Meeting. If a Nominated Person has no such proxy appointment right or does not wish to exercise it, he/she may, under any such agreement, have a right to give instructions to the shareholder as to the exercise of voting rights.
- 5 The statement of the rights of Shareholders in relation to the appointment of proxies in paragraphs 1 and 2 above does not apply to Nominated Persons. The rights described in these paragraphs can only be exercised by Shareholders.
- 6 Pursuant to regulation 41 of the Uncertificated Securities Regulations 2001, entitlement to attend and vote at the General Meeting and the number of votes which may be cast will be determined by reference to the Register of Members of the Company at close of business on Monday 20 February 2017 (or, in the event of any adjournment, at close of business on the day that is two days before the day of the adjourned meeting). Changes to the Register after the relevant deadline shall be disregarded in determining the rights of any person to attend and vote at the meeting.
- 7 As at 23 January 2017 (being the last practicable date prior to the publication of this Notice) the Company’s issued share capital consisted of 45,471,555 Ordinary Shares, carrying one vote each. Therefore, the total voting rights in the Company as at 23 January 2017 were 45,471,555. As at 23 January 2017, the Company held no Ordinary Shares as treasury shares.
- 8 As an alternative to completing the proxy form, Shareholders can appoint proxies electronically via www.capitashareportal.com. For an electronic proxy appointment to be valid, the appointment must be received by the Company’s registrars, Capita Asset Services, no later than 10 a.m. on 20 February 2017.
- 9 CREST members who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service may do so by using the procedures described in the CREST Manual. CREST personal members or other CREST sponsored members, and those CREST members who have appointed a service provider(s), should refer to their CREST sponsor or voting service provider(s), who will be able to take the appropriate action on their behalf.

- 10 A CREST Proxy Instruction must be properly authenticated in accordance with Euroclear's specifications, and must contain the information required for such instruction, as described in the CREST Manual. The message, regardless of whether it constitutes the appointment of a proxy or is an amendment to the instruction given to a previously appointed proxy, must, in order to be valid, be transmitted so as to be received by Capita Asset Services (ID RA10)] by 10 a.m. on 20 February 2017. For this purpose, the time of receipt will be taken to be the time (as determined by the timestamp applied to the message by the CREST Applications Host) from which Capita Asset Services is able to retrieve the message by enquiry to CREST in the manner prescribed by CREST. After this time any change of instructions to proxies appointed through CREST should be communicated to the appointee through other means.
- 11 CREST members and, where applicable, their CREST sponsors, or voting service providers should note that Euroclear does not make available special procedures in CREST for any particular message. Normal system timings and limitations will, therefore, apply in relation to the input of CREST Proxy Instructions. It is the responsibility of the CREST member concerned to take (or, if the CREST member is a CREST personal member, or sponsored member, or has appointed a voting service provider, to procure that his CREST sponsor or voting service provider(s) take(s)) such action as shall be necessary to ensure that a message is transmitted by means of the CREST system by any particular time. In this connection, CREST members and, where applicable, their CREST sponsors or voting system providers are referred, in particular, to those sections of the CREST Manual concerning practical limitations of the CREST system and timings.
- 12 The Company may treat as invalid a CREST Proxy Instruction in the circumstances set out in Regulation 35(5)(a) of the Uncertificated Securities Regulations 2001.
- 13 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 such answer need be given if (a) to do so would interfere unduly with the preparation for the meeting or involve the disclosure of confidential information, (b) the answer has already been given on a website in the form of an answer to a question, or (c) it is undesirable in the interests of the Company or the good order of the meeting that the question be answered.
- 14 You may not use any electronic address provided in this notice of General Meeting for communicating with the Company for any purposes other than those expressly stated.

PROXY FORM

For use at the General Meeting to be held at 10 a.m. on Wednesday 22 February 2017 in the Princess Ida Room at The Savoy, Strand, London WC2R 0EU.

I/we* (block capitals)

of

in respect of ALL my/our shares

OR

insert number of shares if not all

being a member /members of Liontrust Asset Management Plc, hereby appoint the Chairman of the General Meeting** or

.....

as my/our proxy to attend, speak and vote for me/us on my/our behalf at the General Meeting to be held at 10 a.m. on Wednesday 22 February 2017 in the Princess Ida Room at The Savoy, Strand, London WC2R 0EU and at any adjournment thereof.

I /we require my/our proxy to vote in particular as follows:

Please mark 'X' to indicate how you wish to vote

	<i>For</i>	<i>Against</i>	<i>Vote Withheld***</i>
TO CANCEL THE SHARE PREMIUM ACCOUNT			

Signature.....

Dated this.....day of.....2017

In the absence of instructions, the proxy is authorised to vote (or abstain from voting) at his or her discretion on the specified resolution. The proxy is also authorised to vote (or abstain from voting) at his or her discretion on any business which may properly come before the meeting.

(To be valid, this Proxy Form must be signed and dated)
This Proxy Form must be lodged by 10 a.m. on 20 February 2017.

**FORM OF PROXY
NOTES**

- 1 *Please complete in block capitals with your full name and address.
- 2 **If you wish to appoint a proxy other than the Chairman of the General Meeting, please delete the words “the Chairman of the General Meeting or” and insert the full name and address of your chosen proxy in block capitals on the line provided and initial alterations. If you sign and return this proxy form with no name inserted on the line, the chairman of the meeting will be deemed to be your proxy. Where you appoint as your proxy someone other than the chairman of the meeting, it is your responsibility to ensure that that person attends the meeting and is aware of your voting intentions. If you wish your proxy to make any comments on your behalf, you will need to appoint someone other than the chairman of the meeting and give that person your directions.
- 3 As a member of the Company you are entitled to appoint a proxy to exercise all or any of your rights to attend and to speak and vote at a meeting of the Company. A proxy does not need to be a member of the Company. You may appoint more than one proxy in relation to a meeting provided that each proxy is appointed to exercise the rights attached to a different share or shares held by you. If you wish to appoint more than one proxy, please photocopy the Proxy Form and lodge all forms together at the address provided, deleting the word “ALL” and specifying (on each form) the number of shares in respect of which that proxy is appointed.
- 4 If you want your proxy to vote in a certain way on the Resolution specified please place a mark in the relevant box. If you fail to select any of the given options your proxy can vote as he or she chooses or can decide not to vote at all. The proxy can also do this on any other business (including a motion to adjourn the General Meeting or to amend a resolution) which may properly come before the General Meeting.
- 5 ***The “Vote Withheld” option is provided to enable you to abstain on a resolution. However it should be noted that a “Vote Withheld” is not a vote in law and will not be counted in the calculation of the proportion of the votes “For” and “Against” the Resolution.
- 6 To be valid, this Proxy Form must be received by post or (during normal business hours only) by hand at Capita Asset Services, PXS, 34 Beckenham Road, Beckenham, Kent, BR3 4TU, NOT LATER THAN 10 a.m. on 20 February 2017 (or in the case of any adjournment, not later than 48 hours before the time fixed for the holding of the adjourned meeting), together with the power of attorney or other authority (if any) under which it is signed or a duly certified copy such power or authority. The completion and return of this Proxy Form will not, however, preclude you from attending and voting at the General Meeting if you so wish.
- 7 If you submit more than one valid proxy appointment in respect of the same share for the purposes of the same meeting, the appointment last delivered or received shall prevail in conferring authority on the person named in it to attend the meeting and speak and vote.
- 8 Any alterations to this Proxy Form should be initialled.
- 9 In the case of joint holders, the signature of the first named on the register of members will be accepted, but the names of all joint holders should be given.
- 10 This form must be signed and dated by the member or his or her attorney duly authorised in writing. In the case of a corporation, this Proxy Form should be either given under its common seal or signed on its behalf by an officer or attorney duly authorised.
- 11 You may not use any electronic address provided in this proxy form or in any accompanying document for delivering this proxy form or communicating with the Company for any purposes other than those expressly stated.
- 12 If posting from within the UK, please return your signed proxy form to the Registrar in a sealed envelope addressed to FREEPOST CAPITA PXS (please note that delivery using this service can take up to 5 working days). If posting from outside the UK, please return your signed proxy form to the Registrar in a sealed envelope, with the appropriate postage affixed, addressed to Capita Asset Services, PXS, 34 Beckenham Road, Beckenham, BR3 4TU, United Kingdom.

