

## Explanation of Resolutions

### **Resolutions 4, 5 & 6: Directors standing for election or re-election at the 2008 Annual General Meeting**

1. Mr M G Firth is retiring by rotation in accordance with the Articles of Association and is offering himself for re-election. Mr Firth was appointed to the Board in December 2002. He is Senior Independent Director, Chairman of the Remuneration Committee and a member of the Audit and Nominations Committees. He is also a non-executive director of Network Rail Limited and Gartmore European Investment Trust plc and has formerly been a non-executive director of Somerfield plc and First Technology PLC. Mr Firth was previously Head of Corporate Banking at HSBC Bank plc.
2. Mr P C F Hickson was appointed to the Board as Chairman on 10 December 2007 and, in accordance with the Articles of Association, offers himself for election. Mr Hickson is a member of the Remuneration Committee and is Chairman of the Nominations Committee. Mr Hickson is also currently Chairman of Anglian Water Group Ltd and Senior Independent Director of London & Continental Railways Ltd. Until the end of 2007 he was also a director of Telent plc. Mr Hickson is a Chartered Accountant and served as Group Finance Director of PowerGen plc from 1996 to 2002. Other previous roles include non-executive director of Scottish Power plc from 2006 to 2007 and RAC plc from 1994 to 2002.
3. Mr N G Howes was appointed to the Board on 10 December 2007 and, in accordance with the Articles of Association, offers himself for election. Mr Howes is a member of the Audit, Remuneration and Nominations Committees and will become Chairman of the Audit Committee after the AGM. Mr Howes is currently a non-executive director of ScS Upholstery plc, where he is Senior Independent Director. Mr Howes is a Chartered Accountant and served as an Audit and Advisory partner at Arthur Andersen from 1984 to 2002 and then at Deloitte from 2002 to 2004. Previous roles include non-executive director of Wraith plc.