

## Notes

### Entitlement to attend and vote

1. Pursuant to Regulation 41 of the Uncertificated Securities Regulations 2001, the Company specifies that only those members who are registered on the Company's register of members at 10.30 a.m. on 22 April 2008 are entitled to attend and vote at the meeting in respect of the number of shares registered in their name at the time.
2. A member entitled to attend and vote at the Annual General Meeting is entitled to appoint a proxy to attend and speak and vote instead of him or her. A proxy need not be a member of the Company. A member may appoint more than one proxy in relation to the Annual General Meeting provided that each proxy is appointed to exercise the rights attached to a different share or shares held by that member. A proxy form which may be used to make such appointment and give proxy instructions accompanies this notice. You can only appoint a proxy using the procedures set out in these notes and the notes to the proxy form. If you do not have a proxy form and believe that you should have one, please contact the Company's registrars, Capita Registrars, Proxies Department, 34 Beckenham Road, Beckenham, Kent BR3 4TU, or call 0871 664 0300; calls cost 10p per minute plus network extras. If you require additional forms, please contact Capita Registrars or you may photocopy the proxy form indicating on each copy the name of the proxy you wish to appoint and the number of shares in respect of which the proxy is appointed. All forms must be signed and should be returned to Capita Registrars in the same envelope.

### Nominated Persons

3. If you are not a member of the Company but you have been nominated by a member of the Company to enjoy information rights, you do not have a right to appoint any proxies under the procedures set out in the 'Appointment of Proxies' section at paragraphs 7 to 10 inclusive overleaf.
4. If you are a person who has been nominated under section 146 of the Companies Act 2006 to enjoy information rights (a 'Nominated Person'):
  - 4.1 You may have a right under an agreement between you and the member of the Company who has nominated you to have information rights (a 'Relevant Member') to be appointed or to have someone else appointed as a proxy for the Meeting;
  - 4.2 If you either do not have such a right or if you have such a right but do not wish to exercise it, you may have a right under an agreement between you and the Relevant Member to give instructions to the Relevant Member as to the exercise of voting rights; and
  - 4.3 Your main point of contact in terms of your investment in the Company remains the Relevant Member (or, perhaps, your custodian or broker) and you should continue to contact them (and not the Company) regarding any changes or queries relating to your personal details and your interest in the Company (including any administrative matters). The only exception to this is where the Company expressly requests a response from you.

### Corporate representatives

5. In order to facilitate voting by corporate representatives at the Meeting, arrangements will be put in place at the Meeting so that:
  - 5.1. if a corporate member has appointed the Chairman of the Meeting as its corporate representative with instructions to vote on a poll in accordance with the directions of all the other corporate representatives for that member at the Meeting, then, on a poll, those corporate representatives will give voting directions to the Chairman and the Chairman will vote (or withhold a vote) as corporate representative in accordance with those directions; and
  - 5.2. if more than one corporate representative for the same corporate member attends the Meeting but the corporate member has not appointed the Chairman of the Meeting as its corporate representative, a designated corporate representative will be nominated, from those corporate representatives who attend, who will vote on a poll and the other corporate representatives will give voting directions to that designated corporate representative.
6. Corporate members are referred to the guidance issued by the Institute of Chartered Secretaries and Administrators on proxies and corporate representatives – [www.icsa.org.uk](http://www.icsa.org.uk) – for further details of this procedure. The guidance includes a sample form of representation letter to appoint the Chairman as a corporate representative as described in paragraph 5.1 above.

## **Appointment of proxies**

7. To be effective, the form of proxy and, if applicable, the authority under which it is signed must reach the Company's registrars, Capita Registrars, Proxies Department, 34 Beckenham Road, Beckenham, Kent BR3 4TU no later than 10.30 a.m. on 22 April 2008. The notes on the proxy form explain how to direct your proxy to (a) vote on each resolution or (b) withhold their vote.
8. Alternatively, members may submit their proxies electronically by visiting the website of the Company's registrars at [www.capitaregistrars.com/shareholders](http://www.capitaregistrars.com/shareholders). In order to register your vote online you will need to enter your surname, Investor Code and postcode which are shown on page 1 of this letter. Further details are set out on page 11 of this letter.
9. The return of the form of proxy by post or registering your vote online, or the return of any CREST Proxy Instruction (as described below), will not prevent you from attending the Meeting and voting in person should you wish.
10. 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 you select the 'Discretionary' option or 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.

## **Appointment of proxies through CREST**

11. 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.
12. In order for a proxy appointment or instruction made using the CREST service to be valid, the appropriate CREST message (a 'CREST Proxy Instruction') must be properly authenticated in accordance with CRESTCo'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 the issuer's agent, Capita Registrars (CREST ID RA10), by 10.30 a.m. on 22 April 2008. 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 Application Host) from which the issuer's agent 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.
13. CREST members and, where applicable, their CREST sponsors or voting service providers should note that CRESTCo 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.
14. 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.

## **Issued shares and total voting rights**

15. As at 6 p.m. on 3 March 2008, the Company's issued share capital comprised 138,543,660 ordinary shares of 25p each. Each ordinary share carries the right to one vote at a general meeting of the Company and, therefore, the total number of voting rights in the Company as at 6 p.m. on 3 March 2008 is 138,543,660.

### **Website publication of audit concerns**

16. Shareholders should note that it is possible that, pursuant to requests made by shareholders of the Company under sections 527 to 531 of the Companies Act 2006, the Company may be required to publish on a website a statement setting out any matter relating to: (i) the audit of the Company's Financial Statements (including the auditor's report and the conduct of the audit) that are to be laid before the Annual General Meeting; or (ii) any circumstance connected with an auditor of the Company ceasing to hold office since the previous meeting at which annual Financial Statements and reports were laid in accordance with section 437 of the Companies Act 2006. The Company may not require the shareholders requesting any such website publication to pay its expenses in complying with sections 527 or 528 of the Companies Act 2006. Where the Company is required to place a statement on a website under section 527 of the Companies Act 2006, it must forward the statement to the Company's auditor not later than the time when it makes the statement available on the website. The business which may be dealt with at the Annual General Meeting includes any statement that the Company has been required under section 527 of the Companies Act 2006 to publish on a website.

### **Documents on display**

17. The register of directors' interests and those of their families in the share capital of the Company, copies of all directors' service contracts and the non-executive directors' letters of appointment will be available for inspection by the members at the registered office of the Company during normal business hours on weekdays from the date of this Notice until the date of the AGM and will also be available at the AGM for at least fifteen minutes prior to and until the conclusion of the AGM.