



CONNAUGHT PLC

(Registered in England and Wales No: 3184319)

ANNUAL GENERAL MEETING

Explanation of the business to be considered at the Annual General Meeting

Notice of the Annual General Meeting to be held at 11.30 am at the offices of
PricewaterhouseCoopers LLP, 31 Great George Street, Bristol BS1 5QD
on 15 December 2009

Notes for shareholders in respect of the Annual General Meeting

This document is important and requires your immediate attention

If you are in any doubt as to what action you should take, you are recommended to seek your own financial advice from your stockbroker or other independent adviser authorised under the Financial Services and Markets Act 2000. If you have sold or transferred all your shares in Connaught plc, please forward this document, together with the accompanying documents, 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 transmission to the purchaser or transferee.



LETTER FROM THE CHAIRMAN OF CONNAUGHT

CONNAUGHT PLC

(registered in England and Wales with registered no. 3184319)
(the "Company")

Directors:

Mark Tincknell (*Chairman*)
Tim Ross (*Non-Executive Deputy Chairman*)
Mark Davies (*Chief Executive*)
Stephen Hill (*Group Finance Director*)
Robert Alcock (*Non-Executive Director*)
Caroline Price (*Non-Executive Director*)

Registered Office:

Connaught House
Grenadier Road
Exeter Business Park
Exeter
Devon
EX1 3QF

28 October 2009

Dear Shareholder

ANNUAL GENERAL MEETING 15 DECEMBER 2009

I enclose details of our forthcoming Annual General Meeting ("AGM" or the "Meeting"). I hope you will be able to join us on Tuesday, 15 December 2009.

The notice of the meeting and the proposed resolutions (the "Proposed Resolutions") are set out on page 4 of this letter.

The business of the meeting which will be put to the shareholders at the meeting is set out below:

Annual Report and Accounts (Resolution 1)

You will be asked to receive, consider and adopt the Annual Report and Accounts for the year ended 31 August 2009.

Approval of Final Dividend (Resolution 2)

You will be asked to approve the payment of the final dividend of 2.07p per ordinary share. The final dividend will be paid on 5 March 2010 to shareholders who are on the Register of Members on 5 February 2010. The shares will be quoted ex-dividend on 3 February 2010.

Re-appointment of Directors (Resolutions 3 and 4)

Pursuant to Article 93 of the Company's articles of association, at each AGM a third of the directors will step down and can offer themselves for re-election. Mark Tincknell and Caroline Price are seeking re-election at this forthcoming AGM. Following a performance evaluation of both the Board and individual directors, the Board is happy to recommend the re-appointment of these directors.

Re-appointment of Directors (Resolution 5)

As detailed on page 36 of the Directors' Report in the Annual Report and Accounts, having served on the Board for more than 9 years, Tim Ross seeks re-appointment annually. Accordingly he will step down and offer himself for re-election. The Board continues to value the contribution Tim provides and is happy to recommend his re-appointment.

Reappointment of auditors and authority to fix their remuneration (Resolution 6)

You will be asked to re-appoint PricewaterhouseCoopers LLP as Auditors of the Company until the next AGM and authorise the Audit Committee of the Board of Directors of the Company to fix their remuneration.

Remuneration Report (Resolution 7)

You will be invited to vote on the Directors' Remuneration Report for the financial year ended 31 August 2009, which can be found on pages 40 to 49 of the Annual Report and Accounts. Please note that the vote on this Resolution 7 is advisory only, and no aspect of an individual director's remuneration is conditional upon this resolution being carried.

Director's Authority to Allot (Resolution 8)

You will be asked to authorise the directors' to issue shares until the conclusion of the next AGM up to an aggregate nominal value of £925,198.74 equating to 46,259,937 shares. The nominal amount of relevant securities to which this authority will relate represents the aggregate of approximately one third of the issued share capital of the Company.

Disapplication of Pre-emption Rights (Resolution 9)

If directors wish to issue shares they have to abide by statutory pre-emption rights in the Companies Act 2006. This means that, subject to limited exceptions, directors have to offer any shares they want to issue to existing shareholders first. You will be asked to give the directors authority to disapply the statutory pre-emption rights where, inter alia, (i) the share issue relates to a pre-emptive issue including a "rights" issue (in which case all shareholders would be made an offer to participate anyway) or (ii) where allotment is limited to the allotment of equity securities having a maximum aggregate nominal value of £138,779.81 equating to 6,938,990 shares which is equivalent to 5% of the Company's issued ordinary share capital of 138,779,811 shares.

Amend Articles of Association (Resolution 10)

You will be asked to authorise the adoption of new Articles of Association, to reflect changes implemented by the Companies Act 2006. An explanation of the main changes between the proposed and existing articles of association are set out on pages 8 to 11 of this document.

Notice of General Meetings (Resolution 11)

The Shareholders' Rights Directive, which seeks to facilitate and encourage effective shareholder control in EU companies by enabling shareholders to exercise their voting rights and rights to information more easily, was implemented in the UK on 3 August 2009 by The Companies (Shareholders' Rights) Regulations 2009. One of the requirements of the Shareholders' Rights Directive is that all general meetings must be held on 21 days' notice unless shareholders agree to a shorter notice period. You will be asked to authorise the Directors of the Company to be able to call general meetings of the Company (other than annual general meetings) on not less than 14 days' notice. The authority will be effective until the Company's next AGM, when it is intended that a similar resolution will be proposed.

Forms of Proxy

You will find enclosed a form of proxy for the AGM. It covers each of the Proposed Resolutions to be presented at the meeting. If you do not intend to be present at the meeting, please complete, sign and return the form of proxy as soon as possible in accordance with the instructions thereon. The completion and return of the form of proxy will not prevent you from attending and voting at the AGM in person if you wish. A shareholder may 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 him.

Recommendation

The directors of the Company believe the proposals to be considered at the AGM are in the best interests of the Company and its members as a whole, and are most likely to promote the success of the Company for the benefit of its members as a whole. The directors unanimously recommend that you vote in favour of all the Proposed Resolutions as they intend to do in respect of their own beneficial holdings.

Mark Tincknell

Chairman

28 October 2009

NOTICE OF ANNUAL GENERAL MEETING

CONNAUGHT PLC

(registered in England and Wales with registered no. 3184319)
(the "Company")

Notice is hereby given that the Annual General Meeting of the Company will be held at the offices of PricewaterhouseCoopers LLP, 31 Great George Street, Bristol BS1 5QD on Tuesday 15 December 2009 at 11.30 am for the following purposes:

ORDINARY BUSINESS

To consider and, if thought appropriate, to pass the following resolutions (all as ordinary resolutions);

1. To receive, consider and adopt the Company's Accounts and the Reports of the Directors' and Auditors' for the year ended 31 August 2009.
2. To declare a final dividend of 2.07 pence per ordinary share.
3. To re-elect Mark Tincknell, who retires pursuant to Article 93 of the Company's articles of association and who, being eligible, offers himself for re-election as a director.
4. To re-elect Caroline Price who retires pursuant to Article 93 of the Company's articles of association and who, being eligible, offers herself for re-election as a director.
5. To re-elect Tim Ross who retires annually and who, being eligible, offers himself for re-election as a director.
6. To re-appoint PricewaterhouseCoopers LLP as Auditors of the Company and to authorise the Audit Committee to fix their remuneration.
7. To approve the Directors' Remuneration Report for the financial year ended 31 August 2009.

SPECIAL BUSINESS

To consider, and if thought appropriate, to pass the following resolutions;

As an ordinary resolution

8. To authorise the directors of the Company generally and unconditionally for the purposes of section 551 of the Companies Act 2006 to exercise all the powers of the Company to allot equity securities (within the meaning of section 560 of the Companies Act 2006) up to an aggregate nominal amount of £925,198.74 provided that this authority shall, unless renewed, varied or revoked by the Company in general meeting, expire on 15 December 2010 or, if earlier the date of the next AGM of the Company, provided that the Company may before such expiry make an offer or agreement which would or might require relevant securities to be allotted after such expiry, and the directors may allot relevant securities in pursuance of such offer or agreement as if the authority conferred by this resolution had not expired.

As a special resolution

9. To empower the directors, pursuant to section 570 of the Companies Act 2006 to allot equity securities (within the meaning of Section 560 of the Companies Act 2006) for cash pursuant to the authority conferred in Article 4 of the Articles and resolution 8 above or by way of a sale of treasury shares, as if section 561(1) of the Companies Act 2006 did not apply to such allotment, provided that this power shall be limited to the allotment of equity securities:
 - a. in connection with an offer of such securities by way of rights, open offer or other pre-emptive issue or offer to holders of equity securities in the Company where the new equity securities are offered in proportion to their respective holdings of such securities, but subject to such exclusions or other arrangements as the directors may deem necessary or expedient in relation to fractional

entitlements, treasury shares or any legal or practical problems under the laws of any territory, or the requirements of any regulatory body or stock exchange or any other matter;

- b. Other than pursuant to sub-paragraph (a) above up to an aggregate nominal amount of £138,779.81.

The power shall expire on the earlier of the conclusion of the next AGM of the Company and 15 December 2010, 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 hereby has expired. Words and expressions defined in or for the purposes of the Companies Act 2006 shall bear the same meaning in this resolution.

As a special resolution

10. To authorise the adoption of new Articles of Association produced to the meeting and initialled by the Chairman of the meeting for the purpose of identification be adopted as the Articles of Association of the Company in substitution for, and to the exclusion of, the existing Articles of Association.

As a special resolution

11. To authorise the directors to call a general meeting of the Company other than an annual general meeting, on not less than 14 clear days' notice.

By Order of The Board

Julia Cavanagh
Secretary

Registered Office:
Connaught House
Grenadier Road
Exeter Business Park
Exeter
Devon EX1 3QF

28 October 2009

Notes:

1. A form of proxy is enclosed. A member of the Company who is entitled to attend and vote at the meeting is entitled to appoint one or more proxies to attend and to vote in his or her place. A proxy need not be a member of the Company. When more than one proxy is appointed, each proxy must be appointed for different shares.
2. The form of proxy may be returned to the Registrars, Capita Registrars, Proxies Department, The Registry, 34 Beckenham Road, Kent BR3 4TU in hard copy form by post or courier or by hand. CREST members should use the CREST electronic proxy appointment service and should refer to note 9 below. In each case, the proxy appointment must be received not less than 48 hours before the time for the holding of the meeting or adjourned meeting together (except in the case of appointments made electronically) with any authority (or a notarially certified copy of such authority) under which it is signed.
3. In the case of joint holders, the signature of the first named on the Register of Members will be accepted to the exclusion of the directions or votes of the other joint holder(s).
4. In accordance with Section 325 of the Companies Act 2006 ("the 2006 Act"), the right to appoint proxies does not apply to persons nominated to receive information rights under Section 146 of the 2006 Act. Persons nominated to receive information rights under Section 146 of the 2006 Act who have been sent a copy of this notice of meeting are hereby informed, in accordance with Section 149(2) of the 2006 Act, that they may have a right under an agreement with the registered member by whom they were nominated to be appointed, or to have someone else appointed, as a proxy for this meeting. If they have no such right, or do not wish to exercise it, they may have a right under such an agreement to give instructions to the member as to the exercise of voting rights. Nominated persons should contact the registered member by whom they were nominated in respect of these arrangements.
5. A copy of the new Articles of Association proposed to be adopted pursuant to resolution 10 will be available for inspection at the registered office of the Company, during normal business hours on any weekday from the date of this Notice until the date of the AGM, and at the place of the AGM for 15 minutes prior to and during the AGM.

Copies of the executive directors' service contracts with the Company and letters of appointment between the Company and the non-executive directors will be available for inspection at the registered office of the Company, during normal business hours and at the place of the AGM for 15 minutes prior to and during the AGM.

6. The Company, pursuant to regulation 41 of The Uncertificated Securities Regulations 2001 (as amended), specifies that only those shareholders registered in the register of members of the Company as at 6.00 pm on 13 December 2009 shall be entitled to attend or vote at the AGM in respect of the number of shares registered in their name at that time. Changes to entries on the relevant register of securities after that time will be disregarded in determining the rights of any person to attend or vote at the AGM.
7. As at 28 October 2009 the Company's issued share capital consists of 138,779,811 ordinary shares, carrying one vote each. Therefore, the total voting rights in the Company as at 28 October 2009 were 138,779,811.
8. Shareholders should note that it is possible that, pursuant to requests made by shareholders of the Company under section 527 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 accounts (including the Auditor's Report and the conduct of the audit) that are to be laid before the AGM; or (ii) any circumstance connected with an auditor of the Company ceasing to hold office since the previous meeting at which annual accounts 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 auditors not later than the time when it makes the statement available on the website. The business which may be dealt with at the AGM includes any statement that the Company has been required under section 527 of the Companies Act 2006 to publish on a website.
9. CREST members who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service may do so for the General Meeting to be held on 15 December 2009 and any adjournment(s) thereof 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 voting 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.

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 instructions, as described in the CREST Manual. The message, regardless of whether it constitutes the appointment of a proxy or 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 Company's agent Capita Registrars by the latest time(s) for receipt of proxy appointments specified in the notice of meeting.

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 the Company'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.

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 messages. 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(s), to procure that his or her 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 service providers are referred, in particular, to those sections of the CREST Manual concerning practical limitations of the CREST system and timings.

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.

10. A copy of this notice, and other information required by section 311A of the Companies Act 2006, can be found at www.connaught.plc.uk/investors.

Connaught plc

(the "Company")

Explanatory note of principal changes to the Company's articles of association

October 2009 saw the final part of the staged implementation of the provisions of the Companies Act 2006 (the "2006 Act"). The Company is proposing to adopt new articles of association at the 2009 AGM that will reflect these changes and which will also incorporate changes required under the Shareholders' Rights Regulations 2009 that came into force in August 2009. This note provides an explanation of the principal changes between the Company's current articles of association and those being proposed at the AGM.

A. General Changes

Provisions in the current articles which replicate provisions contained in the 2006 Act are in the main to be removed in the new articles. This is in line with the approach advocated by the Government that statutory provisions should not be duplicated in a company's constitution.

Generally, clearer language has been brought into the new articles, which in some areas also conforms with the language used in the model articles for public companies produced by the Department for Business, Enterprise and Regulatory Reform.

B. Changes in the new articles to reflect certain provisions of the 2006 Act

1. Form of resolution

The current articles contain a provision that, where for any purpose an ordinary resolution is required, a special or extraordinary resolution is also effective and that, where an extraordinary resolution is required, a special resolution is also effective. This provision has been amended in the new articles as the concept of extraordinary resolutions has not been retained under the 2006 Act.

2. Variation of class rights

The current articles contain provisions regarding the variation of class rights. The proceedings and specific quorum requirements for a meeting convened to vary class rights are contained in the 2006 Act. The relevant provisions are not replicated in the new articles.

3. Convening annual general meetings and other general meetings

The provisions in the current articles dealing with the convening of general meetings and the length of notice required to convene general meetings differ in the new articles to conform to the new provisions in the 2006 Act. In particular a general meeting to consider a special resolution can be convened on 14 days' notice whereas previously 21 days' notice was required. However, please note that following the implementation of the Shareholders' Rights Regulations 2009 the Company (being a "traded company" under the 2006 Act) will still have to pass a special resolution of its members to be able to hold a general meeting (other than an AGM) on 14 days' notice. This authority will need to be renewed annually and it is expected that traded companies will propose such a resolution as a matter of course at every AGM.

4. Votes of members

Under the 2006 Act proxies are entitled to vote on a show of hands whereas under the current articles proxies are only entitled to vote on a poll. The time limits for the appointment or termination of a proxy appointment have been altered by the 2006 Act so that the articles cannot provide that they should be received more than 48 hours before the meeting or in the case of a poll taken more than 48 hours after the meeting, more than 24 hours before the time for the taking of a poll, with weekends and bank holidays being permitted to be excluded for this purpose.

Multiple proxies may be appointed provided that each proxy is appointed to exercise the rights attached to a different share held by the shareholder. Multiple corporate representatives may be appointed (but if they purport to exercise their rights in different ways, then the power is treated as not being exercised).

The new articles reflect all of these new provisions.

5. Conflicts of interest

The 2006 Act sets out directors' general duties which largely codify the existing law but with some changes. Under the 2006 Act, a director must avoid a situation where he has, or can have, a direct or indirect interest that conflicts, or possibly may conflict with a company's interests. The requirement is very broad and could apply, for example, if a director becomes a director of another company or a trustee of another organisation. The 2006 Act allows directors of public companies to authorise conflicts and potential conflicts, where appropriate, where the articles contain a provision to this effect. The 2006 Act also allows the articles to contain other provisions for dealing with directors' conflicts of interest to avoid a breach of duty.

The new articles grant the directors the power to authorise a director in relation to any matter proposed to the Board which, if not so authorised, would infringe the duty to avoid conflicts of interest set out in section 175 of the 2006 Act. Furthermore the new articles grant the directors the power to give any such authorisation upon such terms as they see fit and they may vary or terminate any such authorisation at any time.

6. Provision for employees on cessation of business

The 2006 Act provides that the powers of the directors of a company to make provision for a person employed or formerly employed by the company or any of its subsidiaries in connection with the cessation or transfer to any person of the whole or part of the undertaking of the company or that subsidiary, may only be exercised by the directors if they are so authorised by the company's articles or by the company in general meeting.

The new articles provide that the directors may exercise this power.

7. Governing Law

The governing law of the new articles is expressed to be English law.

8. Directors' indemnities and loans to fund expenditure

The 2006 Act has in some areas widened the scope of the powers of a company to indemnify directors and to fund expenditure incurred in connection with certain actions against directors. In particular, a company that is a trustee of an occupational pension scheme can now indemnify a director against liability incurred in connection with the company's activities as trustee of the scheme. In addition, the existing exemption allowing a company to provide money for the purpose of funding a director's defence in court proceedings now expressly covers regulatory proceedings and applies to associated companies.

The new articles contain provisions which reflect these changes.

9. Electronic and web communications

Provisions of the 2006 Act which came into force in January 2007 enable companies to communicate with members by electronic and/or website communications.

The new articles allow communications to members in electronic form and, in addition, they also permit the Company to take advantage of the new provisions relating to website communications. Before the Company can communicate with a member by means of website communication, the relevant member must be asked individually by the Company to agree that the Company may send or supply documents or information to him by means of a website, and the Company must either have received a positive response or have received no response within the period of 28 days beginning with the date on which the request was sent. The Company will notify the member (either in writing, or by other permitted means) when a relevant document or information is placed on the website and a member can always request a hard copy version of the document or information.

10. Distribution of assets otherwise than in cash

The current articles contain provisions dealing with the distribution of assets in kind in the event of the Company going into liquidation. These provisions are not replicated in the new articles on the grounds that a provision concerning the powers of liquidators is a matter for insolvency law rather than the articles and that the Insolvency Act 1986 confers powers on the liquidator which would enable it to do what is envisaged by the current articles.

11. Maximum age of directors

The new articles do not retain the provisions in the current articles requiring directors to retire when they reach the age of 70 as section 293 of the Companies Act 1985 has been repealed.

12. Investigations into interests in shares

The new articles reflect the new provisions under section 793 of the 2006 Act regarding information about interests in shares but still largely mirror the former position under section 212 of the Companies Act 1985 which has since been repealed.

13. The Company's objects

The provisions regulating the operations of the Company are currently set out in the Company's memorandum and articles of association. The Company's memorandum contains, among other things, the objects clause which sets out the scope of the activities the Company is authorised to undertake. This is drafted to give a wide scope.

The 2006 Act significantly reduces the constitutional significance of a company's memorandum. The 2006 Act provides that a memorandum will record only the names of subscribers and the number of shares each subscriber has agreed to take in the company. Under the 2006 Act the objects clause and all other provisions which are contained in a company's memorandum, for existing companies on 1 October 2009, are deemed to be contained in a company's articles but the company can remove these provisions by special resolution.

Furthermore, the 2006 Act states that unless a company's articles provide otherwise, a company's objects are unrestricted. This abolishes the need for companies to have objects clauses. For this reason, the new articles do not retain the objects clause together with all other provisions of its memorandum which, by virtue of the 2006 Act, are treated as forming part of the Company's articles since 1 October 2009. As the effect of this change will be to remove the statement currently in the Company's memorandum of association regarding limited liability, the new articles also contain an express statement regarding the limited liability of the shareholders.

14. Authorised share capital and unissued shares

The 2006 Act abolishes the requirement for a company to have an authorised share capital and the new articles reflect this. Directors will still be limited as to the number of shares they can at any time allot because allotment authority continues to be required under the 2006 Act, save in respect of employee share schemes.

15. Redeemable shares

Previously, if a company wished to issue redeemable shares, it had to include in its articles the terms and manner of redemption. The 2006 Act enables directors to determine such matters instead provided they are so authorised by the articles. The new articles contain such an authorisation.

16. Authority to purchase own shares, consolidate and sub-divide shares, and reduce share capital

Previously, a company required specific enabling provisions in its articles to purchase its own shares, to consolidate or sub-divide its shares and to reduce its share capital or other undistributable reserves as well as shareholder authority to undertake the relevant action. The current articles include these enabling provisions. Under the 2006 Act a company will only require shareholder authority to do any of these things and it will no longer be necessary for articles to contain enabling provisions. Accordingly the relevant enabling provisions have not been replicated in the new articles.

17. Use of seals

After 1 October 2009 authority in a company's articles to have an official seal for use abroad is no longer required. Accordingly such authorisation has not been replicated in the new articles.

The new articles provide an alternative option for execution of documents (other than share certificates). Under the new articles, when the seal is affixed to a document it may be signed by one authorised person in the presence of a witness, whereas previously the requirement was for signature by either a director and the secretary or two directors or such other person or persons as the directors may approve.

18. Suspension of registration of share transfers

The current articles permit the directors to suspend the registration of transfers. Under the 2006 Act share transfers must be registered as soon as practicable. The power in the current articles to suspend the registration of transfers is inconsistent with this requirement. Accordingly, this power has not been replicated in the new articles.

19. Vacation of office by directors

The current articles specify the circumstances in which a director must vacate office. The new articles add to the relevant provisions by reflecting the approach taken on mental and physical incapacity in the model articles for public companies produced by the Department for Business, Enterprise and Regulatory Reform.

C. Changes to reflect the Shareholders' Rights Regulations 2009

1. Notice of general meeting

The new articles reflect the Shareholders' Rights Regulations 2009 concerning the details to be contained in the notice of a meeting and the fact that such information will be made available on a website. The new articles also introduce a requirement to determine a record date by reference to the register of members not more than 48 hours before the time for holding the meeting, not taking account of days which are not working days.

2. Adjourned meetings

The new articles state that if a meeting is adjourned because of lack of quorum the adjourned meeting must be held at least 10 clear days after the original meeting. This change reflects the amendments to the 2006 Act brought about by the Shareholders' Rights Regulations 2009.

3. Votes of members

The new articles clarify how a proxy who has been appointed by more than one member may vote on a show of hands. The new articles also make it clear that the Company is under no obligation to check whether or not proxies or corporate representatives have voted in accordance with any instructions. These changes again reflect the amendments to the 2006 Act brought about by the Shareholders' Rights Regulations 2009.

4. Proxy instrument and corporate representatives

The new articles reflect the requirements of the Shareholders' Rights Regulations 2009 that the appointment of a proxy must be notified to a company in writing and that the company must provide an electronic address for the receipt of proxies and any information or documents relating thereto. The new articles further clarify that if more than one person is authorised by a corporation, such corporate representatives of that corporation may exercise their powers on behalf of the corporation in a different manner in respect of different shares held by the corporation but not in respect of the same shares.

