

Iofina plc (Incorporated and registered in England and Wales with company number 05393357)

Form of Proxy

Form of proxy for use at the third annual general meeting of Iofina plc (the "Company") to be held at One London Wall, London on Wednesday 30 June 2010 at 10.30 a.m. ("AGM" or "Meeting").

I/W	e				
of					
app	g a member/members of the Company entitled to repoint the Chairman of the Meeting (<i>Note 1</i>)				
beha (the	alf at the AGM and at any adjournment thereof in re"Resolutions") and any other business (including the before the Meeting or any adjournment thereof.	elation to the	e resolutions s	pecified in the notice of	AGM dated 4 June 2010
I/W	e direct my/our proxy to vote as follows in respect of	of the Resolu	utions (Note 2)	:	
ORE	DINARY BUSINESS	FOR	AGAINST	VOTE WITHHELD (Note 2)	DISCRETIONARY (Note 2)
1.	To receive the report and accounts for the year ended 31 December 2009 (ordinary resolution)				
2.	To re-elect Jeffrey P. Ploen as a director (ordinary resolution)				
3.	To elect Forest D. Dorn as a director (ordinary resolution)				
4.	To re-appoint Grant Thornton UK LLP as auditors (ordinary resolution)				
5.	To authorise the directors to fix the remuneration of the auditors (ordinary resolution)				
SPE	CIAL BUSINESS				
6.	To authorise the directors to allot relevant securities (ordinary resolution)				
7.	To enable the directors to allot shares for cash without first offering them to existing shareholders (<i>special resolution</i>)				
8.	To authorise the Company to purchase its own shares (special resolution)				
9.	To adopt new articles of association (special resolution)				
(<i>Note</i> Nun	e 3) nber of shares:				
	This proxy appointment is one of a multiple proxy	appointmen	t (Note 4)		
Mer	nbers full name IN BLOCK CAPITALS:				
Sion	1		,	Dated	2010



Notes:

- 1. A member who is entitled to attend, speak and vote may appoint a proxy to attend, speak and vote instead of him. A member wishing to appoint someone other than the Chairman of the Meeting as his or her proxy (who need not be a member of the Company but must attend the AGM in order to represent his appointor) should insert that person's name in the space provided in substitution for the reference to "the Chairman of the Meeting" (and delete that reference) and initial the alteration.
- 2. Please indicate by inserting an "X" in the appropriate box how you wish your vote to be cast on the Resolutions. If you mark the box "vote withheld", it will mean that your proxy will abstain from voting and, accordingly, your vote will not be counted either for or against the relevant resolution. If you mark the box "discretionary" or fail to select any of the given options the proxy can vote as he or she chooses or can decide not to vote at all
- 3. If the proxy is being appointed for less than your full entitlement, please indicate above your signature the number of shares in relation to which that person is authorised to act as your proxy. If left blank, your proxy will be deemed to be authorised in respect of your full voting entitlement.
- A member may appoint more than one proxy provided each proxy is appointed to exercise rights attached to different shares (so a member must have more than one share to be able to appoint more than one proxy). A separate form of proxy must be deposited for each proxy appointed. Further copies of this form may be obtained from Capita Registrars on 0870 162 3100 (Calls cost 10p per minute plus network extras) or on +44 (0) 20 8639 2157 if calling from outside the UK, lines open from 8.30am to 5.30pm, or you may photocopy this form. If you appoint multiple proxies, please indicate above your signature, the number and class of shares in relation to which the person named on this form is authorised to act as your proxy. Please also indicate by ticking the box provided if the proxy instruction is one of multiple instructions being given. All forms must be signed and returned to Capita, the Company's registrars, together in the same envelope. Where multiple proxies are appointed, failure to specify the number of shares to which this proxy appointment relates or specifying a number which exceeds the number held by the member when totalled with the number specified on other proxy appointments by the same member, will render all the appointments invalid.
- 5. To be valid, this form of proxy together with any power of attorney or other authority under which it is signed or a notarially certified copy of such power or authority must be received by post or (during normal business hours) by hand at the offices of the Company's registrars, Capita Registrars, PXS, 34 Beckenham Road, Kent BR3 4TU by 10.30 a.m. on Monday 28th June 2010.
- 6. The appointment of a proxy will not preclude a member from attending the Meeting and voting in person but, if he or she does so, this proxy appointment will terminate automatically.
- 7. An individual member or his attorney must sign this form of proxy. If the member is a company, this form of proxy must be executed under the common seal or signed on its behalf by an officer or attorney of the company.
- 8. In the case of joint holders, the proxy appointment of the most senior holder will be accepted to the exclusion of any appointments by the other joint holders. For this purpose, seniority is determined by the order in which the names are stated in the register of members of the Company in respect of the joint holding.
- 9. A member wishing to change his or her proxy instructions should submit a new proxy appointment using the methods set out, and by the time limit specified, in note 5 above. Any change to proxy instructions received after that time will be disregarded Subject to note 4, if a member submits more than one valid proxy appointment, the appointment received last before the time limit in note 5 will take precedence.
- 10. A member wishing to revoke his or her proxy appointment should do so by sending a notice to that effect to the Company's registrars to the address set out in note 5. The revocation notice must be received by the Company's registrars by the time limit set out in note 5. Any revocation notice received after this time will not have effect.
- 11. CREST members who wish to appoint a proxy or proxies by utilising the proxy appointment service may do so for the Meeting (and any adjournment thereof) by following 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) should refer to their CREST sponsor or voting service provider, who will be able to take the appropriate action on their behalf.

In order for a proxy appointment or instruction made by means of CREST to be valid, the appropriate CREST message (a "CREST Proxy Instruction") must be properly authenticated in accordance with Euroclear UK & Ireland Limited's ("Euroclear") specifications and must contain the information required for such instructions, as described in the CREST Manual. The message (regardless of whether it relates to the appointment of a proxy, the revocation of a proxy appointment or to 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 Registrars CREST ID RA10 by the last time(s) for receipt of proxy appointments specified in note 5 above. 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 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 Euroclear 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, to procure that his CREST sponsor or voting service provider takes) 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.



Iofina plc 82 St. John Street London EC1M 4JN

4 June 2010

Dear Shareholder

Notice of Annual General Meeting

1. Introduction

I am pleased to enclose details of the 2010 annual general meeting (the "**AGM**") of Iofina plc (the "**Company**") which will be held on 30 June 2010 at the offices of Osborne Clarke, One London Wall, London EC2Y 5EB at 10.30 a.m.

This is the fourth AGM that the Company has held and details of the matters for consideration at the AGM are set out below.

In addition to the ordinary business which the Company is required to attend to pursuant to its articles of association (the "Existing Articles"), the shareholders are also being asked to:

- (a) renew the authority of the directors of the Company (the "**Directors**") to allot shares;
- (b) enable the Directors to allot a limited number of shares for cash without first offering them to existing shareholders;
- (c) authorise the Company to purchase it own shares; and
- (d) to adopt revised articles of association to reflect the full implementation of the Companies Act 2006.

Resolutions 1 to 6 will be proposed as ordinary resolutions and resolutions 7 to 9 will be proposed as special resolutions.

2. Matters for consideration at the AGM

Ordinary Business

Resolution 1 To receive the report of the Directors and the accounts for the period ended 31 December 2009 together with the auditors' report

The Company is required by law to lay its annual accounts and reports before a general meeting of the Company, together with the Directors' report and auditor's report on the accounts and the Directors' report. At the AGM, the Directors will present these documents to the shareholders for the financial year ended 31 December 2009. A copy of the Directors' report and annual accounts, together with the auditors' report on the accounts and the Directors' report, is enclosed with this letter.

Resolution 2 Re-election of director

This resolution concerns the re-appointment of Jeffrey P. Ploen who is retiring at the meeting by rotation in accordance with article 85 of the Existing Articles.

Cofina

2010 Annual General Meeting

Resolution 3 Election of director

This resolution concerns the election of Forest Dorn as a director of the Company. Mr Dorn was appointed as an executive director by the board on 12 January 2010, and is required by the Existing Articles to offer himself for election at the forthcoming AGM, being the first such meeting following his appointment.

The biography of Forest Dorn is set out on page 12 of the report and accounts for the year ended 31 December 2009.

Resolutions 4 and 5 To re-appoint Grant Thornton UK LLP as auditors of the Company and to authorise the Directors to fix the remuneration of the auditors

Resolution 4 concerns the re-appointment of Grant Thornton UK LLP as auditors of the Company until the conclusion of the next general meeting of the Company at which accounts are laid, that is, the next Annual General Meeting.

Resolution 5 authorises the director to fix the auditors' remuneration.

Special Business

Resolution 6 Directors' authority to allot shares

Resolution 6 grants the Directors authority to allot shares in the capital of the Company and other relevant securities up to an aggregate nominal value of £350,645.75, representing approximately one-third of the nominal value of the issued ordinary share capital of the Company as at 3 June 2010, being the latest practicable date before publication of this notice. In addition, in accordance with guidelines issued by the Association of British Insurers, this resolution grants the Directors authority to allot further equity securities up to an aggregate nominal value of £350,645.75, representing approximately one-third of the nominal value of the issued ordinary share capital of the Company as at 3 June 2010, being the latest practicable date before publication of this notice. This additional authority may only be applied to fully pre-emptive rights issues.

The directors do not have any present intention of exercising the authorities conferred by this resolution but they consider it desirable that the specified amount of authorised but unissued share capital is available for issue so that they can more readily take advantage of possible opportunities in the future.

Unless revoked, varied or extended, this authority will expire at the conclusion of the next Annual General Meeting of the Company or the date falling 18 months from the passing of the resolution, whichever is the earlier.

Resolution 7 Directors' authority to issue share for cash

Resolution 7 authorises the Directors in certain circumstances to allot equity securities for cash other than in accordance with statutory pre-emption rights (which require a company to offer all allotments for cash first to existing shareholders in proportion to their holdings). The relevant circumstances are either where the allotment takes place in connection with a rights issue or the allotment is limited to a maximum nominal amount of £105,193.72, representing approximately 10% of the nominal value of the issued ordinary share capital of the Company as at 3 June 2010, being the latest practicable date before publication of this notice. Unless revoked, varied or extended, this authority will expire at the conclusion of the next AGM of the Company or 18 months after the passing of the resolution, whichever is the earlier.

The Company may hold any shares it buys back "in treasury" and then sell them at a later date for cash rather than simply cancelling them. Any such sales are required to be made on a pre-emptive, pro-rata basis to existing shareholders unless shareholders agree by special resolution to disapply such pre-emption rights. Accordingly, in addition to giving the directors power to allot unissued ordinary shares on a non pre-emptive basis, resolution 7 will also give directors power to sell ordinary shares held in treasury on a non- pre-emptive basis, subject always to the limitations noted above. The directors consider that the power proposed to be granted by resolution 7 is necessary to retain flexibility in relation to the management of the Company's share capital, although they do not have any intention at the present time of exercising such power.



Resolution 8

Authority to purchase shares (market purchases)

Resolution 8 authorises the Directors to make market purchases of up to 10,519,372 ordinary shares (representing approximately 10% of the Company's issued ordinary shares as at 3 June 2010, being the latest practicable date before publication of this notice). Shares so purchased may be cancelled or held as treasury shares as noted above. The authority will expire at the end of the next Annual General Meeting of the Company or 18 months from the passing of the resolution, whichever is the earlier. The Directors intend to seek renewal of this authority at subsequent Annual General Meetings.

The minimum price that can be paid for an ordinary share is 1p, being the nominal value of an ordinary share. The maximum price that can be paid is 5% over the average of the middle market prices for an ordinary share, derived from the Daily Official List of the London Stock Exchange, for the five business days immediately before the day on which the share is contracted to be purchased.

The Directors intend to exercise this right only when, in light of the market conditions prevailing at the time and taking into account all relevant factors (for example, the effect on earnings per share), they believe that such purchases are in the best interests of the Company and shareholders generally. The overall position of the Company will be taken into account before deciding upon this course of action. The decision as to whether any such shares bought back will be cancelled or held in treasury will be made by the directors on the same basis at the time of the purchase.

Resolution 9

Adoption of new articles of association

At the Annual General Meeting, a special resolution will be proposed in relation to the adoption of revised articles of association ("New Articles") following the full implementation of the Companies Act 2006 in October 2009. The principal changes are set out in the annex to this letter.

A copy of the New Articles marked up to show the proposed changes are available for inspection, as noted on page 4 of this letter.

3. Action to be taken

Shareholders will find enclosed a Form of Proxy for the AGM.

Whether or not you intend to be present at the AGM, you are requested to complete and sign the Form of Proxy and then return it as soon as possible so as to be received by not later than 10.30 a.m. on 28 June 2010.

4. Recommendation

For the reasons set out above, your Directors consider the proposals to be considered at the AGM to be in the best interests of the Company and shareholders as a whole. Accordingly, your Directors unanimously recommend that shareholders vote in favour of the resolutions set out in the notice of AGM below as they intend to do in respect of their own beneficial and connected shareholdings, which amount to 19,920,000 ordinary shares representing approximately 18.9 per cent. of the issued share capital of the Company at the date of this letter.

Yours sincerely

Dr Chris Fay CBE
Non-executive Chairman



ANNEX

EXPLANATORY NOTES IN RELATION TO THE PRINCIPAL CHANGES TO THE COMPANY'S ARTICLES OF ASSOCIATION

1. 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 Companies Act 2006 significantly reduces the constitutional significance of a company's memorandum. The Companies Act 2006 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 Companies Act 2006 the objects clause and all other provisions which are contained in a company's memorandum, for existing companies at 1 October 2009, are deemed to be contained in the company's articles of association but the company can remove these provisions by special resolution.

Further the Companies Act 2006 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 Company is proposing to remove its objects clause together with all other provisions of its memorandum which, by virtue of the Companies Act 2006, were treated as forming part of the Company's articles of association with effect from 1 October 2009. Resolution 9(a) confirms the removal of these provisions for the Company. As the effect of this Resolution 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 shareholders.

2. Articles which duplicate statutory provisions

Provisions in the Existing Articles which replicate provisions contained in the Companies Act 2006 are in the main amended to bring them into line with the Companies Act 2006.

3. Authorised share capital and unissued shares

The Companies Act 2006 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 Companies Act 2006, save in respect of employee share schemes.

4. Redeemable shares

Under the Companies Act 1985, if a company wished to issue redeemable shares, it had to include in its articles the terms and manner of redemption. The Companies Act 2006 enables directors to determine such matters instead provided they are so authorised by the articles. The New Articles contain such an authorisation. The Company has no plans to issue redeemable shares but if it did so the directors would need shareholders' authority to issue new shares in the usual way.

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

Under the Companies Act 1985, 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 Existing Articles include these enabling provisions. Under the Companies Act 2006 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 certain of the relevant enabling provisions have been removed in the New Articles.



6. Suspension of registration of share transfers

The Existing Articles permit the directors to suspend the registration of transfers. Under the Companies Act 2006 share transfers must be registered as soon as practicable. The power in the Existing Articles to suspend the registration of transfers is inconsistent with this requirement. Accordingly, this power has been removed in the New Articles.

7. General

Generally the opportunity has been taken to bring clearer language into the New Articles and in some areas to conform the language of the New Articles with that used in the model articles for public companies produced by the Department for Business, Innovation and Skills.



This notice of meeting is important and requires your immediate attention.

If you are in any doubt as to the contents of this document and/or the action you should take, you are recommended to seek personal financial advice from your bank manager, stockbroker, solicitor, accountant or other independent financial adviser authorised under the Financial Services and Markets Act 2000.

If you have sold or transferred all of your shares in the Company, please send this document and all accompanying documents to the purchaser or transferee, or to the stockbroker, bank or other agent through or to whom the transfer was effected so that they can be passed on to the person who now owns the shares.

Iofina plc

(Incorporated and registered in England and Wales with company number 05393357)

Notice of Annual General Meeting

Notice is hereby given that the fourth annual general meeting (the "**AGM**") of Iofina plc (the "**Company**") will be held at the offices of Osborne Clarke, One London Wall, London EC2Y 5EB on 30 June 2010 at 10.30 a.m. for the following purposes:

Ordinary Business

To consider and, if thought fit, pass the following resolutions which will be proposed as ordinary resolutions:

1. Report and accounts for the period ended 31 December 2009

To receive the audited accounts of the Company for the year ended 31 December 2009, together with the directors' report and the auditor's report on those accounts.

2. **Re-election of director**

To re-elect Jeffrey P. Ploen as a director, who retires by rotation in accordance with the Company's articles of association.

3. Election of director

To elect Forest Dorn as a director who, having been appointed since the last Annual General Meeting, offers himself for re-election in accordance with the Company's articles of association.

4. **Re-appointment of auditors**

To re-appoint Grant Thornton UK LLP as auditors of the Company to hold office from the conclusion of this AGM until the conclusion of the next general meeting at which accounts are laid before the Company.

5. Auditors' remuneration

To authorise the directors to determine the remuneration of the auditors.

Special Business

To consider and, if thought fit, pass the following resolutions of which resolution 6 will be proposed as an ordinary resolution and resolutions 7 to 9 will be proposed as special resolutions:



6. **Directors' authority to allot shares**

That, in substitution for any equivalent authorities and powers granted to the directors prior to the passing of this resolution, the directors be and they are generally and unconditionally authorised pursuant to Section 551, Companies Act 2006 (the "Act"):

- (a) to exercise all powers of the Company to allot shares in the Company, and grant rights to subscribe for or to convert any security into shares of the Company (such shares, and rights to subscribe for or to convert any security into shares of the Company being "relevant securities") up to an aggregate nominal amount of £350,645.75 (such amount to be reduced by the nominal amount of any allotments or grants made under paragraph (b) below in excess of £350,645.75; and further
- (b) to allot equity securities (as defined in Section 560 of the Act) up to an aggregate nominal amount of £701,291.50 (such amount to be reduced by the nominal amount of any allotments or grants made under paragraph (a) above) in connection with an offer by way of rights issue:
 - (i) in favour of holders of ordinary shares in the capital of the Company, where the equity securities respectively attributable to the interests of all such holders are proportionate (as nearly as practicable) to the respective number of ordinary shares in the capital of the Company held by them; and
 - (ii) to holders of any other equity securities as required by the rights of those securities or as the directors otherwise consider necessary,

but subject to such exclusions or other arrangements as the directors may deem necessary or expedient to deal with treasury shares, fractional entitlements or legal, regulatory or practical problems arising under the laws or requirements of any overseas territory or by virtue of shares being represented by depository receipts or the requirements of any regulatory body or stock exchange or any other matter whatsoever,

provided that, unless previously revoked, varied or extended, this authority shall expire on the earlier of the date falling 18 months after the date of the passing of this resolution and the conclusion of the next Annual General Meeting of the Company, except that the Company may at any time 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 an offer or agreement as if this authority had not expired.

7. Directors' power to issue shares for cash

That the directors be and they are empowered pursuant to Section 570(1) of the Act to allot equity securities (as defined in Section 560(1) of the Act) of the Company wholly for cash pursuant to the authority of the directors under Section 551 of the Act conferred by resolution 6 above, and/or by way of a sale of treasury shares for cash (by virtue of Section 573 of the Act), in each case as if Section 561(1) of the Act did not apply to such allotment provided that:

- (a) the power conferred by this resolution shall be limited to:
 - (i) the allotment of equity securities and sale of treasury shares for cash in connection with an offer of, or invitation to apply for, equity securities (but in the case of the authority granted under paragraph (b) of resolution 6, by way of a rights issue only):
 - (A) in favour of holders of ordinary shares in the capital of the Company, where the equity securities respectively attributable to the interests of all such holders are proportionate (as nearly as practicable) to the respective number of ordinary shares in the capital of the Company held by them; and
 - (B) to holders of any other equity securities as required by the rights of those securities or as the directors otherwise consider necessary,



but subject to such exclusions or other arrangements as the directors may deem necessary or expedient to deal with treasury shares, fractional entitlements or legal, regulatory or practical problems arising under the laws or requirements of any overseas territory or by virtue of shares being represented by depository receipts or the requirements of any regulatory body or stock exchange or any other matter whatsoever; and

- (ii) in the case of the authority granted under paragraph (a) of resolution 6 and/or in the case of any sale of treasury shares for cash, the allotment, otherwise than pursuant to sub-paragraph (i) above, of equity securities or sale of treasury shares up to an aggregate nominal value equal to £105,193.72; and
- (b) unless previously revoked, varied or extended, this power shall expire on the earlier of the date falling 18 months after the date of the passing of this resolution and the conclusion of the next Annual General Meeting of the Company except that the Company may before the expiry of this power make an offer or agreement which would or might require equity securities to be allotted (and treasury shares to be sold) after such expiry and the directors may allot equity securities (and sell treasury shares) in pursuance of such an offer or agreement as if this power had not expired.

8. Authority to purchase shares (market purchases)

That the Company be and is hereby unconditionally and generally authorised for the purposes of Section 701 of the Act to make market purchases (within the meaning of Section 693(4) of the Act) of its ordinary shares of 1p each ("**Ordinary Shares**") provided that:

- (a) the maximum number of Ordinary Shares authorised to be purchased is 10,519,372;
- (b) the minimum price which may be paid for any such Ordinary Share is 1p;
- (c) the maximum price which may be paid for an Ordinary Share shall be an amount equal to 105% of the average middle market quotations for an Ordinary Share as derived from the London Stock Exchange Daily Official List for the five business days immediately preceding the day on which the Ordinary Share is contracted to be purchased; and
- (d) this authority shall, unless previously renewed, revoked or varied, expire on the earlier of the date falling 18 months after the date of the passing of this resolution and the conclusion of the next Annual General Meeting, but the Company may enter into a contract for the purchase of Ordinary Shares before the expiry of this authority which would or might be completed (wholly or partly) after its expiry.

9. Adoption of new articles of association

That:

- (a) the articles of association of the Company be and they are amended by deleting to the fullest extent permitted by law all of the provisions of the Company's memorandum of association which, by virtue of the Act, are to be treated as provisions of the Company's articles of association; and
- (b) the draft articles of association produced to the meeting and initialled for the purposes of identification by the chairman of the meeting be and they are adopted by the Company in substitution for, and to the exclusion of, its existing articles of association.

Dated: 4 June 2010 By order of the Board:

Lance Baller Company Secretary

Registered office: 82 St. John Street

Cofina

2010 Annual General Meeting

London EC1M 4JN

Notes:

- 1. A member who is entitled to attend, speak and vote may appoint a proxy to attend, speak and vote instead of him. A proxy need not also be a member of the Company but must attend the AGM in order to represent his appointor. A member may appoint more than one proxy provided each proxy is appointed to exercise rights attached to different shares (so a member must have more than one share to be able to appoint more than one proxy). A form of proxy is enclosed. The notes to the form of proxy include instructions on how to appoint the Chairman of the AGM or another person as proxy and how to appoint a proxy electronically or by using the CREST proxy appointment service. To be effective the form must reach the Company's registrar, Capita Registrars at The Registry, 34 Beckenham Road, Beckenham, Kent BR3 4TU by 10.30 a.m. on 28 June 2010.
- 2. The following documents are available for inspection at the registered office of the Company during the usual business hours on any weekday (Saturday, Sunday or public holidays excluded) from the date of this notice until the conclusion of the AGM and will also be available for inspection at the place of the AGM from 10.15 a.m. on the day of the AGM until its conclusion:
 - (a) copies of the executive directors' service contracts with the Company and any of its subsidiary undertakings and letters of appointment of the non-executive directors; and
 - (b) a copy of the proposed new articles of association of the Company, and a copy of the existing articles of association marked to show the changes being proposed in resolution 9.
- 3. Pursuant to regulation 41 of the Uncertificated Securities Regulations 2001, the Company specifies that only those persons registered in the register of members of the Company at 6.00 p.m. on 28 June 2010 (or if the AGM is adjourned, 48 hours before the time fixed for the adjourned AGM) shall be entitled to attend and vote at the AGM in respect of the number of shares registered in their name at that time. Any changes to the register of members after such time shall be disregarded in determining the rights of any person to attend or vote at the AGM.
- 4. Please note that communications regarding the matters set out in this notice of Annual General Meeting will not be accepted in electronic form other than as specified in the enclosed form of proxy.
- 5. As at 3 June 2010 (being the last business day prior to the publication of this notice) the Company's issued share capital consists of 105,193,726 ordinary shares, carrying one vote each. Therefore, the total voting rights in the Company as at 3 June 2010 are 105,193,726.