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If you have sold or transferred all of your registered holding of ordinary shares of 0.5 pence each in the capital of SPARK Ventures plc, please send this document, together with the accompanying Form of Proxy, to the purchaser or transferee, stockbroker, bank or other agent through whom the sale or transfer was effected. If you have sold or transferred part only of your holding please immediately contact your stockbroker, bank or other agent through whom the sale or transfer was effected.



SPARK Ventures plc
Notice of Annual General Meeting
25 September 2009

A letter from the Chairman of SPARK is set out in this document.

Notice of the Annual General Meeting of SPARK, to be held at the offices of Nabarro LLP, Lacon House, 84 Theobald's Road, London WC1X 8RW and convened for 10.00 a.m. on Friday 25 September 2009 is set out at the end of this document.

A Form of Proxy for use at the meeting is enclosed with this document and should (if appropriate) be completed and returned in accordance with the instructions thereon, as soon as possible but, in any event, so as to be received by the Company's Registrars, Capita Registrars, The Registry, 34 Beckenham Road, Beckenham, Kent BR3 4TU no later than 10.00 a.m. on Wednesday 23 September 2009 (or 48 hours before any adjournment of that meeting).

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EXPECTED TIMETABLE OF PRINCIPAL EVENTS

Latest time and date for receipt of Forms of Proxy10.00 a.m. on 23 September 2009
Annual General Meeting10.00 a.m. on 25 September 2009

Letter from the Chairman

SPARK Ventures plc

(Incorporated and registered in England and Wales with registered number: 3813450)

DIRECTORS:

Thomas Alfred Teichman (Executive Chairman)
Andrew Bruce Carruthers (Chief Executive)
Andrew David Norman Betton (Finance Director and Company Secretary)
Jayesh Ramesh Patel (Executive Director)
Charles Richard Berry (Non-Executive Director)
David Roger Potter (Non-Executive Director)
Michael Keith Whitaker (Non-Executive Director)

Registered and Head Office:

33 Glasshouse Street
London
W1B 5DG

27 August 2009

To SPARK Shareholders

DEAR SHAREHOLDER,

I am writing to give you details of certain special business to be considered at the Company's forthcoming Annual General Meeting to be held on Friday, 25 September 2009 at 10.00 a.m. at the offices of Nabarro LLP, Lacon House, 84 Theobald's Road, London WC1X 8RW.

RENEWAL OF AUTHORITY TO ALLOT SHARES

The Directors under the 1985 Act may only allot unissued shares if authorised to do so in general meeting. An ordinary resolution will be put to Shareholders at the Annual General Meeting to renew the Directors' authority to allot SPARK Shares in the capital of the Company up to a maximum nominal amount of £750,000 representing approximately 33.3 per cent. of the Company's issued ordinary share capital (excluding treasury shares) as at 27 August 2009 (the latest practicable date before publication of this letter) during the period up to the conclusion of the next annual general meeting of the Company in 2010.

In addition, the Association of British Insurers (ABI) has said that it will now consider as routine a resolution to authorise the allotment of a further one-third of share capital for use in connection with a rights issue. Your Board considers it appropriate to seek this additional allotment authority at this year's AGM in order to take advantage of the flexibility it offers. However, the Board has no present intention of exercising either authority.

As at the date of this letter the Company is holding 39,245,220 ordinary shares in treasury representing approximately 8.8 per cent. of the Company's issued ordinary share capital (excluding treasury shares).

DISAPPLICATION OF STATUTORY PRE-EMPTION RIGHTS

The Directors may only allot shares for cash to persons who are not already shareholders of the Company if authorised to do so by Shareholders in general meeting. Resolution 6, which will be proposed as a special resolution, will empower the Directors to allot ordinary shares in the capital of the Company for cash on a non-pre-emptive basis:

- in connection with a rights issue or other pro-rata offer to existing Shareholders; and
- (otherwise than in connection with a rights issue) up to a maximum nominal value of £112,500, representing approximately five per cent. of the issued ordinary share capital of the Company as at 27 August 2009 (the latest practicable date before publication of this letter).

The Directors will use this authority in circumstances where they consider it to be in the best interests of the Company to issue SPARK Shares for cash other than to existing Shareholders.

REDUCTION OF THE SHARE PREMIUM ACCOUNT

Subject to the approval of Shareholders at the Annual General Meeting and the confirmation of Court, the Company intends to reduce its share premium account.

Under the 1985 Act, and 2006 Act, a Company's ability to use its share premium account is very limited. However, with the approval of Shareholders by special resolution and the subsequent confirmation by the Court it is possible for the Company to reduce or cancel its share premium account and apply the sum which results from such reduction or cancellation to credit the Company's profit and loss account and, subject to the protection of creditors, thereby to create distributable reserves that can then be distributed to Shareholders in line with the Company's new investing policy approved by Shareholders on 7 August 2009 (subject to there being adequate distributable profits and cash resources available to do so). The sum of £26.5 million currently stands to the credit of the share premium account. As at 31 March 2009, the balance standing to the credit of the profit and loss account of the Company was £3.746 million. The cancellation of share premium account would, subject to creditor protection, therefore significantly increase the distributable reserves of the Company.

Letter from the Chairman continued

Accordingly, the Company proposes to seek Shareholders approval at the AGM (Resolution 7) to cancel the Company's share premium account. The Company will, upon obtaining such approval, seek the Court's confirmation of this cancellation of share premium account. The Court will wish to ensure that the interests of creditors are not adversely affected by the cancellation of share premium account. The issue of creditor protection is within the discretion of the Court, and the Company will provide such protection as the Court requires and it is advised is appropriate. It is presently anticipated that the interests of non-consenting creditors will be protected by an undertaking to maintain in a separate blocked trust bank account an appropriate sum for the protection of non-consenting creditors. This mechanism was adopted in the Company's previous capital reduction which became effective on 18 March 2009, in respect of which a separate blocked trust account of £2,699,000 remains in place.

If the Cancellation is not approved by Shareholders, the Company may be prevented from returning cash to Shareholders in the future.

PURCHASE OF OWN SHARES

The Company cannot purchase its own shares unless the purchase has been authorised by the Company in general meeting. At the Annual General Meeting, the Company intends to ask Shareholders to renew the authority to repurchase SPARK Shares, at a maximum price per SPARK Share, exclusive of expenses, of 105 per cent. of the average of the middle market quotations for the SPARK Shares as taken from the AIM Appendix of the London Stock Exchange Daily Official List for the five business days preceding the date of purchase. The minimum price per SPARK Share, exclusive of expenses for any purchase will be 0.5 pence, which is the nominal value of the SPARK Shares. The maximum number of SPARK Shares which may be purchased is 50,754,780, which is equivalent to approximately 11.3 per cent of the Company's issued share capital.

The Treasury Shares Regulations allow companies to hold shares acquired by way of market purchase in treasury, rather than having to cancel them. Pursuant to the Treasury Shares Regulations, the Company will consider holding any of its own shares that it purchases pursuant to the authority as treasury shares, which will give the Company the ability to reissue shares quickly and cost effectively, and will provide the Company with additional flexibility in the management of its capital base.

Resolution 8 proposes that the Company is empowered to make market purchases of its own shares subject to the provisions of the 1985 Act on the terms set out in the resolution and above. In line with its intention to return cash to Shareholders, the Board may consider effecting any share purchases by means of a share buy-back or tender offer to Shareholders. This power will only be exercised if and when, in the light of market conditions prevailing at the time, the Directors believe that such purchases would be for the benefit of Shareholders generally.

The effect of any such purchase will clearly depend on the price at which it is made. On 27 August 2009 the middle market quotation for SPARK Shares as derived from the AIM Appendix to the London Stock Exchange Daily Official List was 6.38 pence.

ADOPTION OF NEW ARTICLES OF ASSOCIATION

It is proposed in Resolution 9 to adopt new articles of association with effect from the earlier of 00.01a.m. on 30 November 2009 and the cancellation becoming effective (the "New Articles") primarily to take account of changes in English company law brought about by the remainder of the 2006 Act which comes into force from 1 October 2009. The New Articles incorporate amendments to reflect the remaining provisions of the 2006 Act.

Several of the changes reflected in the New Articles relate to the removal of references to the Companies Act 1985 and references to authorised share capital, unissued shares and related terms, as the concept of authorised share capital does not exist under the 2006 Act, together with the removal of authorisations no longer required by the 2006 Act to be contained in articles, (e.g. to reduce share capital or buy back shares). Other changes are the inclusion of a statement that the liability of the members is limited and the inclusion of a power to make provision for the benefit of employees on cessation of business, both of which would previously have been contained in the memorandum of association, adding a new provision regarding retention of minutes for at least 10 years and amending the provisions on redeemable shares to reflect the ability of the Board to determine their terms, conditions and manner of redemption, which previously had to be set out in the articles.

Provisions of the 2006 Act that have already come into force have been incorporated into the Company's articles of association at previous annual general meetings.

For a more detailed explanation of these and other amendments please refer to Appendix 2. The New Articles are available for inspection up and during the annual general meeting as noted on page 5 of this letter.

Letter from the Chairman continued

ANNUAL GENERAL MEETING

You will find set out at the end of this document a notice convening an Annual General Meeting of the Company to be held at the offices of Nabarro LLP, Lacon House, 84 Theobald's Road, London WC1X 8RW at 10.00 a.m. on 25 September 2009.

Shareholders will find enclosed with this document a Form of Proxy for use at the Annual General Meeting. Whether or not you intend to be present at the meeting, you are requested to appoint a proxy in accordance with the instructions set out on the Form of Proxy and ensure that such appointment is received by the Company's Registrars, Capita Registrars, as soon as possible but, in any event, no later than 10.00 a.m. on 23 September 2009 (or 48 hours before any adjournment of the AGM). The appointment of a proxy will not preclude you from attending the meeting and voting in person should you wish to do so.

ADDITIONAL INFORMATION

Copies of the following documents will be available for inspection free of charge at the offices of Nabarro LLP, Lacon House, 84 Theobald's Road, London WC1X 8RW and the registered office of the Company, at 33 Glasshouse Street, London W1B 5DG, during normal business hours on each weekday (public holidays excluded) and at the place of the AGM prior to and during the meeting:

- this document;
- copies of the executive directors' service contracts with the Company;
- copies of letters of appointment of non-executive directors; and
- a copy of the new articles of association proposed to be adopted by Resolution 9 and a copy of the existing articles of association marked to show the changes being proposed in Resolution 9.

RECOMMENDATION

Your Directors believe that the proposals referred to in this letter are fair and reasonable so far as Shareholders are concerned. Accordingly, your Directors unanimously recommend Shareholders to vote in favour of the Resolutions to be proposed at the Annual General Meeting.

The Directors intend to vote in favour of the Resolutions in respect of their beneficial shareholdings amounting to 44,308,091 SPARK Shares (representing approximately 10.79 per cent. of the existing issued share capital of SPARK).

Yours sincerely

Thomas Teichman

Appendix 1: Definitions

The following definitions apply throughout this document unless the context requires otherwise:

“1985 Act”	the Companies Act 1985, as amended
“2006 Act”	the Companies Act 2006, as amended
“AGM” or “Annual General Meeting”	the annual general meeting of the Company to be held at 10.00 a.m. on 25 September 2009
“Board” or “Directors”	the directors of SPARK as at the date of this document
“Cancellation”	the proposed cancellation of the share premium account as more particularly described in this document
“Current Articles”	the Company’s current articles of association
“Form of Proxy”	the form of proxy, accompanying this document, for use in connection with the AGM
“Group”	the Company and its subsidiaries
“London Stock Exchange”	London Stock Exchange Plc
“New Articles”	the new articles of association proposed to be adopted pursuant to Resolution 9
“Notice of AGM”	the notice of the Annual General Meeting which is set out at the end of this document
“Resolutions”	the resolutions to be proposed to Shareholders at the AGM
“Shareholders”	holders of SPARK Shares
“SPARK” or “the Company”	SPARK Ventures plc
“SPARK Shares”	ordinary shares of 0.5p each in the capital of SPARK
“Treasury Shares Regulations”	Companies (Acquisition of Own Shares) (Treasury Shares) Regulations 2003

Appendix 2: Summary of New Articles

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 currently contained in a company's memorandum, for existing companies at 1 October 2009, will be deemed to be contained in a 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, are to be treated as forming part of the Company's articles of association as of 1 October 2009. Paragraph 9.1 of Resolution 9 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 contain an express statement regarding the limited liability of the shareholders.

2. 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. The 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, except in respect of employee share schemes.

3. Redeemable shares

At present if a company wishes to issue redeemable shares, it must 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 presently 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.

4. Authority to purchase own shares and reduce share capital

Under the law currently in force a company requires specific enabling provisions in its articles to purchase its own 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 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 the relevant enabling provisions have been removed in the New Articles.

5. Provision for employees on cessation of business

The Companies Act 2006 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.

6. Use of seals

A company currently requires authority in its articles to have an official seal for use abroad. After 1 October 2009 such authority will no longer be required. Accordingly the relevant authorisation has been removed 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.

7. Suspension of registration of share transfers

The Current 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 Current Articles to suspend the registration of transfers is inconsistent with this requirement. Accordingly, this power has been removed in the New Articles.

8. 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.

Notice of Meeting continued

NOTICE is hereby given that the annual general meeting of SPARK Ventures plc ("the Company") will be held at the offices of Nabarro LLP, Lacon House, Theobald's Road, London WC1X 8RW, on Friday 25 September 2009 at 10.00 a.m., for the following purposes, namely:

ORDINARY BUSINESS

To consider and, if thought fit, pass the following resolutions as ordinary resolutions:

1. To receive, consider and adopt the Company's annual accounts for the year ended 31 March 2009;
2. To re-appoint Michael Whitaker as a director of the Company, who retires by rotation in accordance with the articles of association of the Company;
3. To re-appoint Deloitte LLP as auditors of the Company to hold office from the conclusion of this meeting until the conclusion of the next annual general meeting;
4. To authorise the Directors to agree the auditors' remuneration;

As special business, to consider and, if thought fit, to pass the following resolutions, as an ordinary resolution in the case of Resolution 5 and as special resolutions in the case of Resolutions 6, 7, 8 and 9.

SPECIAL BUSINESS

5. That the Directors be and they are hereby generally and unconditionally authorised in substitution for all existing authorities:

5.1 to exercise all the powers of the Company to allot relevant securities (as defined in section 80 of the Companies Act 1985 (the "1985 Act")) up to an aggregate nominal amount of £750,000; and

5.2 to exercise all the powers of the Company to allot equity securities (as defined in section 94 of the 1985 Act) up to an additional aggregate nominal amount of £750,000 provided that this authority may only be used in connection with a rights issue in favour of holders of ordinary shares and other persons entitled to participate therein where the equity securities respectively attributable to the interests of all those persons at such record dates as the Directors may determine are proportionate (as nearly as may be) to the respective numbers of equity securities held or deemed to be held by them or are otherwise allotted in accordance with the rights attaching to such equity securities subject to such exclusions or other arrangements as the Directors may consider necessary or expedient to deal with fractional entitlements or legal difficulties under the laws of any territory or the requirements of a regulatory body or stock exchange or by virtue of shares being represented by depositary receipts or any other matter whatsoever, provided that the authorities in paragraphs 5.1 and 5.2 shall expire at the conclusion of the next annual general meeting of the Company after the passing of this Resolution or if earlier on the date which is 15 months after the date of the annual general meeting, except that the Company may before such expiry make an offer or agreement which would or might require relevant securities or equity securities as the case may be to be allotted after such expiry and the Directors may allot relevant securities or equity securities in pursuance of any such offer or agreement as if the authority in question had not expired;

6. That, subject to and conditional on the passing of Resolution 5 set out in the notice of meeting, the Directors be and they are hereby empowered, pursuant to section 95(1) of the 1985 Act, to allot equity securities (as defined in section 94 of the 1985 Act) for cash pursuant to the authority conferred by Resolution 5 or by way of a sale of treasury shares as if section 89(1) of the 1985 Act did not apply to any such allotment, provided that this power shall be limited to:

6.1 the allotment of equity securities in connection with a rights issue or other pro rata offer (but, in the case of the authority granted conferred by paragraph 5.2, by way of a rights issue only) in favour of holders of ordinary shares and other persons entitled to participate therein where the equity securities respectively attributable to the interests of all those persons at such record dates as the Directors may determine are proportionate (as nearly as may be) to the respective numbers of equity securities held or deemed to be held by them or are otherwise allotted in accordance with the rights attaching to such equity securities subject in each case to such exclusions or other arrangements as the Directors may consider necessary or expedient to deal with fractional entitlements or legal difficulties under the laws of any territory or the requirements of a regulatory body or stock exchange or by virtue of shares being represented by depositary receipts or any other matter whatsoever; and

6.2 the allotment (otherwise than pursuant to paragraph 6.1 above) of equity securities up to an aggregate nominal amount of £112,500,

and shall expire upon the expiry of the general authority conferred by Resolution 5 above, except that the Company may before such expiry make an offer or agreement which would or might require equity securities to be allotted and/or shares held by the Company in treasury to be sold or transferred after such expiry and the Directors may allot equity securities and/or sell or transfer shares held by the Company in treasury in pursuance of such offer or agreement as if the power conferred by this Resolution had not expired;

Notice of Meeting continued

7. THAT the amount standing to the credit of the share premium account of the Company be and is hereby cancelled;
8. THAT the Company be and is hereby generally and unconditionally authorised in accordance with section 166 of the 1985 Act to make market purchases (within the meaning of section 163 of the 1985 Act) of ordinary shares of 0.5 pence each in the capital of the Company ("Ordinary Shares") on such terms and in such manner as the Directors may from time to time determine, provided that:
 - 8.1 the maximum number of Ordinary Shares hereby authorised to be purchased in addition to those already held shall be 50,754,780;
 - 8.2 the minimum price which may be paid for an Ordinary Share is 0.5 pence (exclusive of expenses);
 - 8.3 the maximum price which may be paid for an Ordinary Share is an amount equal to 105 per cent. of the average of the middle market quotations for an Ordinary Share taken from the AIM Appendix to the London Stock Exchange Official List for the five business days immediately preceding the day on which the Ordinary Share is purchased or such other amount as may be specified by the London Stock Exchange from time to time;
 - 8.4 this authority expires at the conclusion of the next annual general meeting of the Company after the passing of the resolution or 15 months from the date of the passing of this Resolution whichever is earlier, unless such authority is renewed prior to such time; and
 - 8.5 the Company may make a contract to purchase Ordinary Shares under the authority hereby conferred prior to the expiry of such authority which will or may be executed wholly or partly after the expiration of such authority and may make a purchase of Ordinary Shares pursuant to any such contract; and
9. THAT, with effect from the earlier of 00.01 a.m. on 30 November 2009 and the cancellation (as that term is defined in the circular to shareholders dated 27 August 2009) becoming effective:
 - 9.1 the articles of association of the Company be amended by deleting all the provisions of the Company's memorandum of association which, by virtue of section 28 Companies Act 2006 are to be treated as provision of the Company's articles of association; and
 - 9.2 the 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.

By order of the Board

Registered Office:

33 Glasshouse Street
London
W1B 5DG

Andrew Betton

Company Secretary
27 August 2009

Notes

NOTES

1. A member entitled to attend and vote at the meeting is entitled to appoint another person(s) (who need not be a member of the Company) to exercise all or any of his rights to attend, speak and vote at the meeting. A member can 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.
2. Your proxy could be the Chairman, another Director of the Company or another person who has agreed to attend to represent you. Your proxy will vote as you instruct and must attend the meeting for your vote to be counted. Details of how to appoint the Chairman or another person as your proxy using the proxy form are set out in the notes to the proxy form. Appointing a proxy does not preclude you from attending the meeting and voting in person. If you attend the meeting in person, your proxy appointment will automatically be terminated.
3. An appointment of proxy is provided with this notice and instructions for use are shown on the form. In order to be valid, a completed appointment of proxy must be returned to the Company by one of the following methods:
 - 3.1 in hard copy form by post, by courier or by hand to the Company's registrars, Capita Registrars, The Registry, 34 Beckenham Road, Beckenham, Kent BR3 4TU; or
 - 3.2 electronically via www.capitashareportal.com
 - 3.3 in the case of CREST members, by utilising the CREST electronic proxy appointment service in accordance with the procedures set out below,and in each case must be received by the Company not less than 48 hours before the time fixed for the meeting.
4. To change your proxy instructions you may return a new proxy appointment using the methods set out above. Where you have appointed a proxy using the hard copy proxy form and would like to change the instructions using another hard copy proxy form, please contact THE Company's registrars, Capita Registrars, by calling 0871 664 0321 (+44 (0)208 639 3399 of calling outside the United Kingdom) between 9.00 a.m. and 5.00 p.m. on any business day. The deadline for receipt of proxy appointments also applies in relation to amended instructions. Any attempt to terminate or amend a proxy appointment received after the relevant deadline will be disregarded. Where two or more valid separate appointments of proxy are received in respect of the same share in respect of the same meeting, the one which is last sent shall be treated as replacing and revoking the other or others.
 - 5.1 CREST members who wish to appoint a proxy or proxies by utilising the CREST electronic proxy appointment service may do so by utilising 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.
 - 5.2 In order for a proxy appointment 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's ("Euroclear") 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 issuer's agent (ID RA10) 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 issuer's agent is able to retrieve the message by enquiry to CREST in the manner prescribed by CREST.
 - 5.3 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.
 - 5.4 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(s), 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 service providers are referred, in particular, to those sections of the CREST Manual concerning practical limitations of the CREST system and timings.

Notes continued

6. The Company specifies, pursuant to Regulation 41 of the Uncertificated Securities Regulations 2001, that only those Shareholders registered in the register of members of the Company as at 6.00 p.m. on 23 September 2009 (or, if the meeting is adjourned, at 6.00 p.m. on the date which is two days prior to the adjourned meeting) shall be entitled to attend and vote at the meeting or adjourned meeting in respect of the number of shares registered in their respective names at that time. Changes to entries on the register after that time will be disregarded in determining the rights of any person to attend or vote at the meeting or adjourned meeting.
 7. In order to facilitate voting by corporate representatives at the meeting, arrangements will be put in place at the meeting so that:
 - 7.1 if a corporate shareholder has appointed the chairman of the meeting as its corporate representative to vote on a poll in accordance with the directions of all of the other corporate representatives for that shareholder 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
 - 7.2 if more than one corporate representative for the same corporate shareholder attends the meeting but the corporate shareholder 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.
- Corporate shareholders are referred to the guidance issued by the Institute of Chartered Secretaries and Administrators on proxies and corporate representatives (www.icsa.org.uk) for further details of this procedure. The guidance includes a sample form of appointment letter if the chairman is being appointed as described in paragraph 7.1 above.
8. The following documents are available for inspection at the registered office of the Company and at the offices of Nabarro LLP, Lacon House, 84 Theobald's Road, London WC1X 8RW during normal business hours on each weekday (public holidays excluded) and at the place of the annual general meeting for 15 minutes prior to and during the meeting:
 - 8.1 the notice of meeting;
 - 8.2 copies of the executive directors' service contracts with the Company;
 - 8.3 copies of letters of appointment of non-executive directors; and
 - 8.4 a copy of the new articles of association proposed to be adopted by Resolution 9, and a copy of the existing articles of association marked to show the changes being proposed in Resolution 9.

