



Incorporated and registered in England and Wales under the Companies Act 1985, with registered number 05102907

Notice of Annual General Meeting

Notice is hereby given that the fourth Annual General Meeting of Provexis plc (the "Company") will be held at the offices of Arbuthnot Securities Limited, Arbuthnot House, 20 Ropemaker Street, London, EC2Y 9AR at 10.00am on 2 October 2008 for the purpose of considering and, if thought fit, passing the following resolutions of which resolutions numbered 1 to 6 inclusive will be proposed as ordinary resolutions and the resolutions numbered 7 to 9 inclusive will be proposed as special resolutions.

Ordinary Business

1. That the annual financial statements for the year ended 31 March 2008 and the reports of the Directors and auditors thereon be received.
2. That BDO Stoy Hayward LLP be re-appointed as auditors of the Company to hold office from the conclusion of the Annual General Meeting until the conclusion of the next Annual General Meeting of the Company, and the Directors be authorised to agree the auditors' remuneration.
3. That Ian Ford, who is vacating office having been appointed a Director by the board, be re-elected as a Director.
4. That Dawson Buck who retires by rotation in accordance with the Articles of Association of the Company, be re-elected as a Director.
5. That Dr Neville Bain who retires by rotation in accordance with the Articles of Association of the Company, be re-elected as a Director.

Special Business

6. That the Directors be and they are hereby generally and unconditionally authorised to exercise all powers of the Company to allot relevant securities (within the meaning of section 80(2) of the Companies Act 1985) up to an aggregate nominal amount of £262,872.87, provided such power shall expire on the conclusion of the next Annual General Meeting of the Company to be held in 2009 or 15 months after the passing of this resolution, whichever first occurs (unless previously renewed, varied or revoked by the Company in general meeting) but 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 that offer or agreement as if the authority conferred by this resolution had not expired. This authority is in substitution for all subsisting authorities, to the extent unused.
7. That, subject to the passing of resolution 6, the Directors be and they are hereby generally empowered pursuant to section 95 of the Companies Act 1985 (the "Act") to allot equity securities (within the meaning of section 94(2) to section 94(3A) of the Act) wholly for cash pursuant to the authority conferred by resolution 6 as if section 89(1) of the Act did not apply to the allotment. This power is limited to the allotment of equity securities:
 - a) where such securities have been offered (whether by way of a rights issue, open offer or otherwise) to holders of ordinary shares in the capital of the Company made in proportion (as nearly as may be) to their existing holdings of ordinary shares but subject to the Directors having a right to make such exclusions or other arrangements in connection with the offering as they deem necessary or expedient:
 - i. to deal with equity securities representing fractional entitlements; and
 - ii. to deal with legal or practical problems under the laws of any territory or the requirements of any regulatory body or stock exchange; and
 - b) for cash otherwise than pursuant to paragraph (a) up to an aggregate nominal amount of £39,430.93, and shall expire on the conclusion of the next Annual General Meeting of the Company to be held in 2009 or 15 months after the passing of this resolution, whichever first occurs (unless previously renewed, varied or revoked by the Company in general meeting) but 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 that offer or agreement as if the authority conferred by this resolution had not expired. This power applies in relation to a sale of shares which is an allotment of equity securities by virtue of section 94 (3A) of the Act as if in the first paragraph of this resolution the words "pursuant to the authority conferred by resolution 6" were omitted.
8. That the Company be and is hereby generally and unconditionally authorised to make market purchases (within the meaning of section 163(3) of the Companies Act 1985) of ordinary shares of 0.1p each in the capital of the Company provided that:
 - a) the maximum number of ordinary shares that may be purchased is 39,430,930 (representing 5% of the Company's issued ordinary share capital);
 - b) the minimum price (exclusive of expenses) which may be paid for each ordinary share is 0.1p;
 - c) the maximum price (exclusive of expenses) which may be paid for each ordinary share is an amount equal to 105% of the average of the middle market quotations of an ordinary share of the Company taken 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;
 - d) the authority conferred by this resolution shall expire on the conclusion of the next Annual General Meeting of the Company to be held in 2009 or twelve months after the passing of this resolution, whichever first occurs (unless previously renewed, varied or revoked by the Company in general meeting); and
 - e) the Company may, before such expiry, enter into one or more contracts to purchase ordinary shares under which such purchases may be completed or executed wholly or partly after the expiry of this authority and may make a purchase of ordinary shares in pursuance of any such contract or contracts.

Notice of Annual General Meeting (continued)

9. That the Articles of Association of the Company be amended by deleting Article 105 and inserting the following new Article 105:

"105 Board power to authorise conflicts of directors' interests

- 105.1 The board may, in accordance with these articles, authorise a matter proposed to it which would, if not authorised, involve a breach by a director of his duty under section 175 of the Companies Act 2006 to avoid a situation in which he has, or can have, a direct or indirect interest that conflicts, or possibly may conflict, with the Company's interests.
- 105.2 A matter referred to in article 105.1 is proposed to the board by its being submitted:
- 105.1.1 in writing for consideration at a meeting of the board or for the authorisation of the board by resolution in writing; and
- 105.1.2 in accordance with the board's normal procedures or in such other manner as the board may approve.
- 105.3 A reference in these articles to a conflict of interest includes a conflict of interest and duty and a conflict of duties.
- 105.4 An authorisation referred in article 105.1 is effective only if:
- 105.4.1 it is given in accordance with the requirements of the Companies Act 2006;
- 105.4.2 in the case of an authorisation given at a meeting of the board:
- (a) any requirement as to quorum at the meeting at which the matter is considered is met without counting the director in question or any other director who has a direct or indirect interest in the matter being authorised (each such other director being an "Other Interested director"); and
- (b) the matter has been agreed to without the director in question or any Other Interested director voting or would have been agreed to if their votes had not been counted; and
- 105.4.3 in the case of an authorisation given by resolution in writing:
- (a) the resolution is signed in accordance with article 126 by all the directors; and
- (b) the number of directors that sign the resolution (disregarding the director in question and any Other Interested director) is not less than the number required to form a quorum.
- 105.5 The board may:
- 105.1 authorise a matter pursuant to article 105.1 on such terms and for such duration, or impose such limits or conditions on it, as it may decide; and
- 105.5.2 vary the terms or duration of such authorisation (including any limits or conditions imposed on it) or revoke it.
- 105.6 Any terms, limits or conditions imposed by the board in respect of its authorisation of a director's conflict of interest or possible conflict of interest, including (without limitation) an authorisation given pursuant to article 105.1, may provide (without limitation) that:
- 105.6.1 if the relevant director has (other than through his position as director) information in relation to the relevant matter in respect of which he owes a duty of confidentiality to another person, he is not obliged to disclose that information to the Company or to use or apply it in performing his duties as a director;
- 105.6.2 the director is to be excluded from discussions in relation to the relevant matter whether at a meeting of the board or any committee or sub-committee of the board or otherwise;
- 105.6.3 the director is not to be given any documents or other information in relation to the relevant matter; and
- 105.6.4 the director may or may not vote (or may or may not be counted in the quorum) at a meeting of the board or any committee or sub-committee of the board in relation to any resolution relating to the relevant matter.
- 105.7 A director does not infringe any duty he owes to the Company by virtue of Sections 171 to 177 of the Companies Act 2006 if he acts in accordance with such terms, limits and conditions (if any) as the board imposes in respect of its authorisation of the director's conflict of interest or possible conflict of interest, including (without limitation) an authorisation given pursuant to article 105.1.
- 105.8 A director is not required, by reason of being a director (or because of the fiduciary relationship established by reason of being a director), to account to the Company for any remuneration or other benefit which he derives from or in connection with a relationship involving a conflict of interest or possible conflict of interest which has been authorised by the board, including (without limitation) pursuant to article 105.1, or by the Company in general meeting (subject in each case to any terms, limits or conditions attaching to that authorisation).
- 105.9 If he has disclosed to the board the nature and extent of his interest to the extent required by the Companies Act 2006 a director is not required, by reason of being a director (or because of the fiduciary relationship established by reason of being a director), to account to the Company for any remuneration or other benefit which he derives from or in connection with:

- 105.9.1 being a party to, or otherwise interested in, any transaction or arrangement with:
 - (a) the Company or in which the Company is interested; or
 - (b) a body corporate promoted by the Company or in which the Company is otherwise interested; or,
- 105.9.2 acting (otherwise than as auditor) alone or through his organisation in a professional capacity for the Company (and he or that organisation is entitled to remuneration for professional services as if he were not a director); or
- 105.9.3 being a director or other officer of, or employed by, or otherwise interested in, a body corporate promoted by the Company or in which the Company is otherwise interested.
- 105.10 A director's receipt of any remuneration or other benefit referred to in article 105.8 or 105.9 does not constitute an infringement of his duty under section 176 of the Companies Act 2006.
- 105.11 A transaction or arrangement referred to in article 105.8 or 105.9 is not liable to be avoided on the ground of any remuneration, benefit or interest referred to in that article.
- 105.12 Except as provided by article 105.14 or by the terms of any authorisation given by the board, including (without limitation) pursuant to article 105.1, or by the Company in general meeting, a director must not vote at a meeting of the board or any committee or sub-committee of the board in respect of any contract, transaction, arrangement or proposal in which he has an interest (other than an interest in shares, debentures or other securities of or otherwise in or through the Company) which is to his knowledge a material interest.
- 105.13 A director must not be counted in the quorum at a meeting of the board or any committee or sub-committee of the board in relation to any resolution on which he is not entitled to vote.
- 105.14 Subject to the provisions of the Companies Acts a director may (in the absence of some material interest other than those indicated in the following paragraphs 105.14.1 to 105.14.8 vote (and be counted in the quorum)) on any resolution concerning any of the following matters:
 - 105.14.1 the giving of a guarantee, security or indemnity in respect of money lent, or obligations incurred, by him or by another person at the request of, or for the benefit of, the Company or a subsidiary;
 - 105.14.2 the giving of a guarantee, security or indemnity in respect of a debt or obligation of the Company or a subsidiary for which the director has assumed responsibility (wholly or partly) under a guarantee or indemnity or by the giving of security;
 - 105.14.3 any proposal concerning an offer of shares or debentures or other securities of or by the Company or a subsidiary for subscription or purchase or exchange in which offer he is or is to be interested as a participant in the underwriting or sub-underwriting of the offer;
 - 105.14.4 any proposal concerning another company in which he is interested, directly or indirectly and whether as an officer or shareholder or otherwise, if he (and persons connected with him) does not to his knowledge hold an interest in shares (as that term is used in Sections 820 to 825 of the Companies Act 2006) representing one per cent. or more of the issued shares of any class of the equity share capital of that company (or of any third company through which his interest is derived) or of the voting rights available to members of the relevant company (which interest is deemed for the purposes of this article to be a material interest);
 - 105.14.5 any proposal concerning the adoption, modification of or operation of a pension, superannuation or similar scheme or retirement, death or disability benefits scheme or an employees' share scheme under which he may benefit and which relates both to employees and directors of the Company or any of its subsidiaries and does not accord the director any privilege or benefit not generally accorded to the employees and directors to whom the scheme relates;
 - 105.14.6 any proposal under which he may benefit concerning the granting of an indemnity to a director or other officers of the Company pursuant to article 159;
 - 105.14.7 any proposal under which he may benefit concerning the purchase, funding or maintenance of insurance for any director or other officer of the Company against liability within article 159; and
 - 105.14.8 any proposal under which he may benefit concerning the provision to a director of funds to meet expenditure incurred or to be incurred by the director in defending proceedings or in connection with any application under any of the provisions mentioned in Section 234(6) of the Companies Act 2006 or otherwise enabling the director to avoid incurring that expenditure.
- 105.15 For the purposes of article 105.14:
 - 105.15.1 an interest of a person who is, for any purpose of the Companies Act, "connected with" (within the meaning of Section 252 of the Companies Act 2006 a director is to be treated as an interest of the director; and
 - 105.15.2 in relation to an alternate director, an interest of his appointor is to be treated as an interest of the alternate director without prejudice to any interest which the alternate director has otherwise.



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Notice of Annual General Meeting (continued)

- 105.16 If it is proposed to appoint two or more directors to offices or employment with the Company or with a company in which the Company is interested, or to fix or vary the terms of those appointments, the proposals may be divided and considered in relation to each director separately and in such case each of those directors (if not debarred from voting under the preceding provisions of this article 105) may vote (and be counted in the quorum) in respect of each resolution except that which relates to him.
- 105.17 If any question arises at any meeting as to the materiality of a director's interest (other than the chairman's interest) or as to the entitlement of any director (other than the chairman) to vote or be counted in a quorum, and such question is not resolved by his voluntarily agreeing to abstain from voting or being counted in the quorum, such question shall be referred to the chairman of the meeting. The chairman's ruling in relation to the director concerned shall be final and conclusive.
- 105.18 If any question arises at any meeting as to the materiality of the chairman's interest or as to the entitlement of the chairman to vote or be counted in a quorum, and such question is not resolved by his voluntarily agreeing to abstain from voting or being counted in the quorum, such question shall be decided by resolution of the directors or committee members present at the meeting (excluding the chairman), whose majority vote shall be final and conclusive."

By order of the Board

Ian Ford
Company Secretary
2 September 2008

Registered office
Thames Court
1 Victoria Street
Windsor
Berkshire SL4 1YB



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Notes concerning the Annual General Meeting

Entitlement to attend and vote

1. Pursuant to Regulation 41 of the Uncertificated Securities Regulations 2001, the Company specifies that only those members registered on the Company's register of members at:
 - 1.1 6.00 p.m. on 30 September 2008; or
 - 1.2 if this annual general meeting is adjourned, 48 hours before the time of any adjourned meeting,shall be entitled to attend and vote at the annual general meeting.

Appointment of proxies

2. If you are a member of the Company at the time set out in note 1 above, you are entitled to appoint a proxy to exercise all or any of your rights to attend, speak and vote at the annual general meeting and you should have received a proxy form with this notice of meeting. You can only appoint a proxy using the procedures set out in these notes and the notes to the proxy form.
3. A proxy does not need to be a member of the Company but must attend the annual general meeting to represent you. Details of how to appoint the Chairman of the annual general meeting or another person as your proxy using the proxy form are set out in the notes to the proxy form. If you wish your proxy to speak on your behalf at the annual general meeting you will need to appoint your own choice of proxy (not the Chairman) and give your instructions directly to them.
4. You may appoint more than one proxy provided each proxy is appointed to exercise rights attached to different shares. You may not appoint more than one proxy to exercise rights attached to any one share and the proxy last delivered (regardless of its date or the date of its execution) shall be treated as replacing and revoking the others as regards that share, if the Company is unable to determine which was last delivered, none of them shall be treated as valid in respect of that share.
5. A vote withheld is not a vote in law, which means that the vote will not be counted in the calculation of votes for or against the resolution. If you indicate on your proxy form that your proxy "may abstain from voting at his or her discretion" or no voting indication is given, your proxy will vote or abstain from voting at his or her discretion. Your proxy will vote (or abstain from voting) as he or she thinks fit in relation to any other matter which is put before the annual general meeting.

Proxy form

6. To appoint a proxy using the proxy form, the form must be:
 - 6.1 completed and signed;
 - 6.2 sent or delivered to Equiniti Limited at Aspect House, Spencer Road, Lancing, West Sussex, BN99 6ZL;
 - 6.3 received by Equiniti Limited no later than 10.00 a.m. on 30 September 2008 or if this annual general meeting is adjourned or a poll is taken subsequent to the date of this meeting not less than twenty-four hours before the time appointed for the taking of the poll or the adjourned meeting (excluding weekends and bank holidays); and
 - 6.4 in the case of a member which is a company, executed under its common seal or signed on its behalf by an officer of the company or an attorney for the company.
7. Any power of attorney or any other authority under which the proxy form is signed (or a duly certified copy of such power or authority) must accompany the proxy form.

Resolution 1 – Annual Financial Statements

The Directors are obliged to lay the annual financial statements before the Company in general meeting.

Resolution 2 – Appointment of Auditors

The Company is required to appoint auditors at each Annual General Meeting at which accounts are laid. This resolution proposes the re-appointment of BDO Stoy Hayward LLP as auditors and authorises the Directors to agree their remuneration.

Resolution 3 – Appointment of Director

Under the provisions of the Company's Articles of Association any director appointed by the board shall be eligible for re-election. Ian Ford, being eligible, offers himself for re-appointment. Ian Ford was first appointed to the Board in 2007. Ian has held senior finance positions with Rubicon Group plc and SITEL Europe plc, playing key roles in the rapid growth of these groups, including extensive merger and acquisition activity. Ian qualified as a Chartered Accountant in 1991 and his early career was with PricewaterhouseCoopers.

Resolutions 4 And 5 – Retirement by Rotation

Under the provisions of the Company's Articles of Association, at every Annual General Meeting one-third of the Directors (or the number nearest to and less than one third) shall retire from office and it has been determined at the start of business on today's date, that Dawson Buck and Neville Bain shall retire by rotation and that, being eligible, they offer themselves for re-appointment.

Dawson Buck was first appointed to the Board in 2005. Dawson has over twenty years' senior international experience within the electronic security, property, retail and IT industries. Dawson was a founder and the CEO of Automated Loss Prevention Ltd, which he led from its inception to its sale to the Sensormatic Electronic Corporation Inc in 1992. Until 2005 Dawson was Deputy Chief Executive of ANGLE plc.



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Notes concerning the Annual General Meeting (continued)

Resolutions 4 And 5 – Retirement by Rotation (continued)

Dr Neville Bain was first appointed to the Board in 2004. Neville has worked internationally for most of his career and became the Deputy Group Chief Executive Officer and Financial Director of Cadbury Schweppes in 1990. He then spent six and a half years with Coats Viyella plc where he was Group Chief Executive. Neville's portfolio career of directorships commenced in 1998 and has included the posts of Chairman of Royal Mail Group plc and Chairman of Hogg Robinson plc. Neville has also been a Non-Executive Director of Safeway and he recently retired as a Non-Executive Director of Scottish & Newcastle plc. Neville is Chairman of the Institute of Directors and is a Non-Executive Director and Chairman of the Audit Committee of Biocon Limited, one of India's premier biotechnology companies.

Resolution 6 – Authority to Allot Shares

Under section 80 of the Companies Act 1985, the directors of a company may only allot unissued shares and other "relevant securities" if authorised to do so. This resolution, if passed, will give the Directors' flexibility to issue shares on short notice without the need to hold an EGM, and renews the section 80 authority given on 26 August 2008.

Resolution 6 is an ordinary resolution which will allow the Directors to allot new shares up to a nominal value of £262,872.87 which is equivalent to one third of the total issued ordinary share capital as at the date of this Notice. The Directors have no current intention of exercising this authority.

This authority will expire at the conclusion of the next Annual General Meeting or fifteen months from the date of the resolution, whichever is the earlier.

Resolution 7 – Disapplication of Pre-Emption Rights

If equity securities are to be allotted for cash, section 89(1) of the Companies Act 1985 (the "Act") requires that those equity securities are offered first to existing shareholders in proportion to the number held by them at the time of the offer and otherwise in compliance with the technical requirements of the Act. However, it may be in the interests of the Company for the Directors to allot shares other than to shareholders in proportion to their existing holdings or otherwise than strictly in compliance with those requirements.

Resolution 7 is a special resolution which, if passed, would allow the Directors, pursuant to section 95 of the Act, to allot shares for cash without first offering them to shareholders in accordance with that Act. This power is limited to the allotments of equity securities for cash up to a maximum nominal amount of £39,430.93, which is equivalent to 5% of the total issued ordinary share capital of the Company as at the date of this Notice, and allotments of equity securities in connection with a rights issue or other offer to shareholders, subject to the Directors ability to make arrangements to deal with certain legal or practical problems arising in connection with such offer. This power will expire on the conclusion of the next Annual General Meeting or fifteen months from the date of the resolution, whichever is the earlier. This renews the power given on 26 August 2008.

Resolution 8 – Authority to Purchase Own Shares

The Companies Act 1985 permits a company to purchase its own shares provided the purchase has been authorised by the Company in general meeting. To provide the Directors with flexibility for the forthcoming year this authority is being sought at the Annual General Meeting.

Resolution 8 is a special resolution which, if passed, would give the Company the authority to purchase its own issued ordinary shares at a price of not less than 0.1p per share and not more than 105% above the average of the middle market quotations of the Company's shares as shown in the London Stock Exchange Daily Official List for the five dealing days before the purchase is made. The authority would be to purchase a maximum of 5% of the Company's issued share capital as at the date of this Notice and would expire at the end of the next Annual General Meeting or fifteen months from the date of the resolution, whichever is the earlier.

The Directors would not make purchases unless they believed that the purchase was generally in the best interests of the shareholders and unless (except in the case of purchases intended to satisfy obligations under share schemes) the expected effect of the purchase would be to increase earnings per share of the remaining shares. Any shares purchased pursuant to this authority may either be held as treasury shares or cancelled by the Company, depending on which course of action is considered by the Directors as being in the best interests of the shareholders at the time. The Directors have no present intention of making such purchases. This renews the power given on 24 July 2007.

Resolution 9 – Amendment of Articles of Association in Respect of Directors Conflict of Interest

The Companies Act 2006 sets out directors' general duties which largely codify the existing law. Under the Companies Act 2006, from 1 October 2008, a director must avoid a situation where he has, or can have, a direct or indirect interest that conflicts, or possibly may conflict, with the 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 Companies Act 2006 allows directors of public companies to authorise conflicts and potential conflicts, where appropriate, where the articles of association contain a provision to contain other provisions for dealing with directors' conflicts of interest to avoid a breach of duty. Resolution 9 is a special resolution which, if passed, would amend the Articles of Association of the Company to give the Directors authority to approve such situations and to include other provisions to allow conflicts of interest to be dealt with in a similar way to the current position.

There are safeguards which will apply when Directors decide whether to authorise a conflict or potential conflict. Only Directors who have no interest in the matter being considered will be able to take the relevant decision. In taking the decision the Directors must act in a way they consider, in good faith, will be most likely to promote the Company's success. The Directors will be able to impose limits or conditions when given authorisation if they think this is appropriate.

It is also proposed that the Articles of Association of the Company be amended to contain certain provisions relating to confidential information, attendance at board meetings and availability of board papers to protect a Director being in breach of duty if a conflict of interest or potential conflict of interest arises. These provisions will only apply where the position giving rise to the potential conflict of interest has previously been authorised by the Directors.

Form of proxy

For use at the Annual General Meeting to be held at the offices of Arbuthnot Securities Limited at Arbuthnot House, 20 Ropemaker Street, London EC2Y 9AR at 10 a.m. on 2 October 2008.

I/We

(name(s) in full – BLOCK LETTERS)

of.....

(full postal address – BLOCK LETTERS)

being (a) member(s) of Provexis plc (the "Company") in respect ofordinary shares of 0.1p each in the capital of the Company, hereby appoint the Chairman of the meeting or (see note 5)

as my/our proxy for me/us and on my/our behalf at the Annual General Meeting of the Company to be held at 10 a.m. on 2 October 2008 at the offices of Arbuthnot Securities Limited at Arbuthnot House, 20 Ropemaker Street, London EC2Y 9AR, or at any adjournment thereof. This form of proxy relates to the resolutions referred to below, a resolution to adjourn the meeting and any other business transacted at the meeting.

I/We instruct my/our proxy to vote as follows:

	For	Against
ORDINARY BUSINESS		
1. Receive the accounts of the Company for the year ended 31 March 2008 and the reports of the Directors and auditors thereon (ordinary resolution).		
2. Appoint BDO Stoy Hayward LLP as auditors of the Company and authorise the directors to agree their remuneration (ordinary resolution).		
3. Elect Ian Ford as Director (ordinary resolution).		
4. Elect Dawson Buck as Director (ordinary resolution).		
5. Elect Neville Bain as Director (ordinary resolution).		
SPECIAL BUSINESS		
6. Authority for the Directors to allot ordinary shares (ordinary resolution).		
7. Authority for the Directors to allot equity securities for cash otherwise than on a pre-emptive basis (special resolution).		
8. Authority for the Company to make market purchases (special resolution).		
9. Amendment of articles in respect of directors conflicts of interest (special resolution).		

Please indicate by a cross in the box how you wish your proxy to vote. Subject to any voting directions so given the proxy will exercise his discretion as to how to vote, or whether to abstain from voting on the above resolutions, on any resolution to adjourn the meeting and on any other business that may properly come before the meeting.

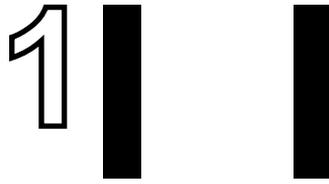
Dated 2008 Signature(s) or common seal.....

Notes:

1. To be valid, this form of proxy, together with any power of attorney or other written authority under which it is signed, (or notarially certified copy thereof or a copy certified in accordance with the Powers of Attorney Act 1971 of such power or written authority) must be completed, signed and deposited with Equiniti Limited, Aspect House, Spencer Road, Lancing, West Sussex BN99 6ZL so as to arrive at least 48 hours before the time of the meeting or any adjournment thereof.
2. In the event that a poll is demanded at the meeting, and such poll is taken more than 48 hours thereafter, this form of proxy may be returned to Equiniti Limited at the address in note 1 above so as to arrive not later than 24 hours before the time appointed for such poll. In the event that a poll is demanded at the meeting, and such poll is not taken forthwith but is taken less than 48 hours after the meeting this form of proxy may be delivered at the meeting to the chairman or to the secretary or to a director. In calculating the periods mentioned in this note 2 no account shall be taken of any part of the day which it is not a working day.
3. In the case of a corporation this form of proxy must be under its common seal or under the hand of an officer or other person so authorised.
4. In the case of joint holders, any one of them may sign. The vote of the senior joint holder who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the votes of the other joint holders and for this purpose seniority will be determined by the order in which the names stand in the register of members of the Company in respect of the relevant joint holding.
5. You may appoint one or more proxies of your choice. If you require any proxy, other than the chairman of the meeting, delete the words 'the chairman of the meeting', add the name of the proxy you wish to appoint and initial the alteration. The proxy need not be a member of the Company and is entitled to vote on any other business which may properly come before the meeting. If the proxy is being appointed in relation to less than your full voting entitlement, please enter next to the proxy holder's name the number of shares in relation to which he or she 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.
6. Any alteration to this form of proxy must be initialled.
7. Returning the completed form of proxy will not prevent the holder from attending and voting at the meeting in person, should he so wish.
8. Pursuant to regulation 41 of the Uncertificated Securities Regulation 2001, only persons entered on the register of members of the Company at 6.00 pm on 30 September 2008, or if the meeting is adjourned, 48 hours before the time of any adjourned meeting, shall be entitled to attend and vote at the meeting or adjourned meeting. Changes to entries on the register after this time shall be disregarded in determining the rights of persons to attend or vote (and the number of votes they may cast) at the meeting or adjourned meeting.



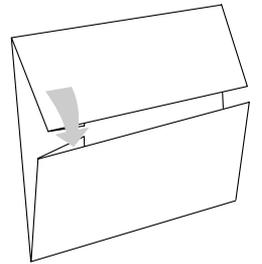
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SEA 10846



Equiniti
Aspect House
Spencer Road
Lancing
West Sussex
BN99 6ZL

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first fold



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