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If you have sold or transferred all of your shares in Optare plc, please send this document and the accompanying Form of Proxy to the purchaser or transferee or to the stockbroker, bank or other agent through whom the sale or transfer was effected for onward transmission to the purchaser or transferee.

The Directors, whose names appear on page 3 of this document, and the Company accept responsibility, collectively and individually, for the information contained in this document. To the best of the knowledge and belief of the Directors and the Company (who have taken all reasonable care to ensure that such is the case), the information contained in this document is in accordance with the facts and does not omit anything likely to affect the import of such information.

Application will be made to the London Stock Exchange for the Placing Shares to be admitted to trading on AIM. It is expected that Admission of the Placing Shares will become effective and that dealings will commence on 22 September 2009. The Placing Shares will, on Admission, rank *pari passu* in all respects with and will rank in full for all dividends and other distributions declared, made or paid in respect of, the Existing Ordinary Shares after Admission.

OPTARE plc

(Incorporated and registered in England and Wales under the Companies Act 1985 with company number 06481690)

**Placing by Cenkos Securities plc of up to 122,857,142 new Ordinary Shares of 1p each
at a price of 7 pence per share**

and

Notice of General Meeting

Your attention is drawn to the letter from the Chairman of the Company which is set out on pages 6 to 9 of this document and which recommends you to vote in favour of the Resolutions to be proposed at the General Meeting referred to below.

Cenkos Securities plc, which is authorised and regulated in the United Kingdom by the Financial Services Authority, is acting as nominated adviser, broker and financial adviser to the Company in connection with the matters described in this document. Persons receiving this document should note that Cenkos Securities plc will not be responsible to anyone other than the Company for providing the protections afforded to customers of Cenkos Securities plc or for advising any other person on the arrangements described in this document. Cenkos Securities plc has not authorised the contents of, or any part of, this document and no liability whatsoever is accepted by Cenkos Securities plc for the accuracy of any information or opinions contained in this document or for the omission of any information. Cenkos Securities plc as nominated adviser and broker to the Company, owes certain responsibilities to the London Stock Exchange which are not owed to the Company or the Directors.

The Placing Shares will not be registered under the United States Securities Act of 1933 (as amended) or under the securities laws of any state of the United States of America or qualify for distribution under any of the relevant securities laws of Canada, Australia or Japan, nor has any prospectus in relation to the Placing Shares been lodged with, or registered by, the Australian Securities and Investments Commission or the Japanese Ministry of Finance. Accordingly, subject to certain exceptions, the Placing Shares may not be, directly or indirectly, offered, sold, taken up, delivered or transferred in or into the United States of America, Canada, Australia or Japan. Overseas Shareholders and any person (including, without limitation, custodians, nominees and trustees) who have a contractual or other legal obligation to forward this document to a jurisdiction outside the UK should seek appropriate advice before taking any action. This document does not constitute an offer, or its solicitation to subscribe for or buy any of the Ordinary Shares to any person in any jurisdiction to whom it is unlawful to make such offer or solicitation in such jurisdiction.

Notice of a General Meeting of Optare plc, to be held at the offices of Optare Group Limited, Manston Lane, Crossgates, Leeds, LS15 8SU at 10.30 a.m. on 21 September 2009, is set out at the end of this document. To be valid the accompanying Form of Proxy for use in connection with the meeting should be completed, signed and returned as soon as possible and, in any event, so as to reach the Company's registrars, Capita Registrars, The Registry, 34 Beckenham Road, Beckenham, Kent BR3 4TU by 10.30 a.m. on 17 September 2009 or 48 hours before any adjourned meeting. Completion and return of a Form of Proxy will not preclude Shareholders from attending and voting at the General Meeting should they so wish.

Copies of this document will be available free of charge to the public during normal business hours on any day (Saturdays, Sundays and public holidays excepted) at the offices of the Company at Lower Philips Road, Whitebirk Industrial Estate, Blackburn, Lancashire for a period of one month from the date of this document.

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DIRECTORS AND ADVISERS

Directors	John Fickling (<i>Executive Chairman</i>) Jim Sumner (<i>Chief Executive Officer</i>) Mike Dunn (<i>Chief Financial Officer</i>) David Stonehouse (<i>Non-executive Director</i>) David Maughan (<i>Non-executive Director</i>)
Company Secretary	Mike Dunn c/o Lower Philips Road Whitebirk Industrial Estate Blackburn Lancashire BB 1 5UD
Registered Office	Lower Philips Road Whitebirk Industrial Estate Blackburn Lancashire BB 1 5UD
Nominated Adviser and Broker	Cenkos Securities plc 6.7.8 Tokenhouse Yard London EC2R 7AS
Solicitors to the Company	Ward Hadaway Sandgate House 102 Quayside Newcastle upon Tyne NE1 3DX
Solicitors to Cenkos Securities	Lawrence Graham LLP 4 More London Riverside London SE1 2AU
Registrars	Capita Registrars Northern House Woodsome Park Fenay Bridge Huddersfield HD8 0GA

PLACING STATISTICS

Placing Price	7p
Placing Shares	122,857,142
Number of Existing Ordinary Shares	108,459,811
Maximum total proceeds of the Placing	approximately £8.6 million
Maximum proceeds receivable by the Company, net of expenses	approximately £8.06 million
Maximum number of Ordinary Shares in issue following Admission	231,316,953
Placing Shares as a maximum percentage of the existing issued share capital	113%

EXPECTED TIMETABLE OF PRINCIPAL EVENTS

This document posted to Shareholders (by first class post)	3 September 2009
Latest time and date for receipt of Form of Proxy	10.30 a.m. on 17 September 2009
General Meeting	10.30 a.m. on 21 September 2009
Admission and dealings in the Placing Shares expected to commence on AIM	8.00 a.m. on 22 September 2009
Where applicable, expected date for CREST accounts to be credited in respect of Placing Shares in uncertificated form	22 September 2009
Where applicable, expected date for posting of share certificates for Placing Shares	By 29 September 2009

If any of the details contained in the timetable above should change, the revised times and dates will be notified to Shareholders by means of an announcement through the Regulatory Information Service. All events listed in the above timetable following the General Meeting are conditional on the passing of the Resolutions contained in the Notice of General Meeting at the General Meeting.

DEFINITIONS

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

“Act”	the Companies Act 1985 (as amended), or, where applicable, the Companies Act 2006 (as amended)
“Admission”	admission of the Placing Shares to trading on AIM becoming effective in accordance with Rule 6 of the AIM Rules
“AIM”	the AIM Market operated by the London Stock Exchange
“AIM Rules”	the AIM rules for companies published by the London Stock Exchange from time to time
“Cenkos Securities”	Cenkos Securities plc
“CREST”	the relevant system (as defined in the Uncertificated Securities Regulations 2001 SI 2001:No.3755 (as amended)) in respect of which Euroclear UK & Ireland Limited is the operator (as defined in those regulations)
“Company” or “Optare”	Optare plc
“Board” or “Directors”	the directors of the Company whose names are set out on page 3 of this document
“Darwen”	Darwen Holdings plc, having subsequently changed its name to Optare plc
“Existing Ordinary Shares”	the Ordinary Shares in issue as at the date of this document
“Form of Proxy”	the Form of Proxy for use at the General Meeting, which accompanies this document
“General Meeting”	the general meeting of the Company to be held at the offices of Optare Group Limited, Manston Lane, Crossgates, Leeds, LS15 8SU at 10.30 a.m. on 21 September 2009
“Group”	the Company and its subsidiaries
“Notice of General Meeting”	the notice convening the General Meeting, which is set out at the end of this document
“Optare Group”	Optare Holdings Limited and its subsidiaries
“Ordinary Shares”	ordinary shares of 1p each in the capital of the Company
“Placing”	the conditional placing by Cenkos Securities of the Placing Shares on behalf of the Company at the Placing Price on the terms of the Placing Agreement
“Placing Price”	7p per Ordinary Share
“Placing Agreement”	the conditional agreement dated 3 September 2009 and made between Cenkos Securities and the Company in relation to the Placing, further details of which are set out in the letter from the Chairman of the Company included within this document
“Placing Shares”	up to 122,857,142 Ordinary Shares which are to be issued pursuant to the Placing
“Resolutions”	the resolutions set out in the Notice of General Meeting which is set out at the end of this document
“Shareholders”	holders of Ordinary Shares

Optare plc

(Registered and incorporated in England and Wales under the Companies Act 1985 with company number 06481690)

Directors:

John Fickling (*Executive Chairman*)
Jim Sumner (*Chief Executive Officer*)
Mike Dunn (*Chief Financial Officer*)
David Stonehouse (*Non-executive Director*)
David Maughan (*Non-executive Director*)

Registered Office:

Lower Philips Road
Whitebirk Industrial Estate
Blackburn
Lancashire
BB1 5UD

To Shareholders and, for information only, to the holders of options over Ordinary Shares

3 September 2009

Dear Shareholder,

Placing by Cenkos Securities of up to 122,857,142 new Ordinary Shares of 1p each at a price of 7 pence per share and Notice of General Meeting

Introduction

The Board of Optare announced today that the Company has raised, subject to certain conditions, up to approximately £8.6 million (before expenses) by way of a share placing by Cenkos Securities, which is intended for completing development of the Company's range of "low carbon" buses and also for working capital and tooling to support further product cost reduction activity.

The Placing is conditional, *inter alia*, upon the passing of the Resolutions by Shareholders to increase the authorised share capital of the Company and to authorise the Directors to allot additional Ordinary Shares for cash on a non pre-emptive basis. Accordingly, the General Meeting is being convened for the purpose of considering the Resolutions to approve these authorities. Further details of the Resolutions are set out below.

The purpose of this document is to provide you with information about the background to and the reasons for the Placing, to explain why the Board considers the Placing to be in the best interests of the Company and its Shareholders as a whole and why the Directors recommend that you vote in favour of the Resolutions to be proposed at the General Meeting, notice of which is set out at the end of this document.

Background to and reasons for the Placing

Whilst the Board recognises that the past twelve months has been a difficult period for the Company, it has also been notable for the milestones that have been achieved following the integration of Darwen and the Optare Group. The integration of the two companies has created a business which is able to offer a wide range of single and double deck products to the market and which now has a customer base that includes the majority of UK bus operators. Since the two businesses have been integrated, the Group's operations have been restructured, significantly lowering the Group's cost base, and several new "low carbon" buses including the "zero emission" Solo Electric Vehicle ("Solo EV") have also been launched.

Recent changes have also strengthened the management team, including the appointment of Jim Sumner as Chief Executive Officer. With a strong track record in operations, management and business development, Jim's appointment has given the Company an immediate focus on leading the market in the application of "lean manufacturing" methods. This has already had a significant impact on operations with reductions in inventories through lower factory work in progress and lower quantities of components, achievement of a 50 per cent. reduction in assembly lead-times for buses, an improvement in build quality and a much reduced break-even point for the business.

Nonetheless, the Directors recognise that further investment is required to realise the full potential of the business. The Board intends to deploy the monies raised by the Placing in two key areas; product/market development and tooling.

Product/market development

It is anticipated that part of the Placing funds will be used to complete development of both Optare's "low carbon" range of buses and for the packaging of these technologies for the growing retrofit market. The Board expects that this investment will include final testing work for launch, in early 2010, of Optare's new "integrated" double deck bus which has been in development over the past nine months and is based on the Company's single deck chassis design. Monies raised pursuant to the Placing will also be deployed to promote the range of "low carbon" single and double deck products that Optare intends to offer to both the UK and export markets. The Directors continue to assess the options that are available to the Company in order to capitalise on the significant opportunities identified in its various markets. The options may include a joint venture or other association with a major overseas manufacturer.

It is anticipated that this investment will also include the building of a number of demonstrator vehicles in Q4 this year, which the Board believes will greatly assist with the Company's marketing and sales efforts.

Tooling

In order to improve cost competitiveness and the margin of Optare's range of vehicles, the Board believes that the content of materials sourced from low cost countries needs to be significantly increased. A parts rationalisation programme has already commenced in anticipation of this move to sourcing materials from such countries. However, in order to implement this transition fully, funds will be required to invest in engineering support, new tooling and supplier quality validation processes. The Board also expects that additional working capital will be needed during the transition from the current suppliers to new low cost country suppliers.

Further to the announcement made on 4 December 2008, and following the appointment of Jim Sumner, on completion of the Placing, it is intended that John Fickling will resume his role as non-executive Chairman.

Current trading and prospects

Conditions in the UK market for new bus sales remain very challenging and the Board expects the market, as a whole, to be down this year by between 25 to 30 per cent. as against 2008. Major operators who also own rail franchises are particularly suffering in the current downturn. The Board believes that Optare's broad product range is one of the Company's key strengths in the current market environment as it generates a higher proportion of retail business, which is proving more resilient than fleet customer business in the current UK market. This strength has also been re-inforced by the recent decision by the Board to create "Optare Direct" to focus on the retail sector. Through Optare Direct the Company now deals directly with customers rather than through a distributor and offers contract hire, rental and finance packages to meet the needs of this important retail sector.

In light of the current market conditions the Board has taken significant cost reduction action to ensure that the Company trades profitably at EBITDA level in the current quarter (Q3, 2009) and is developing further plans to reduce break-even point in Q4 and Q1 2010, which the Board believes will be the bottom of the current recessionary cycle in the UK bus market.

For the half year to 30 June 2009 the Board expects to announce turnover of not less than £52 million, gross profit of not less than £3.7 million with a loss at EBITDA level of no greater than £1.8 million and a pre tax loss of no greater than £2.5 million before exceptional items. Net debt at 30 June 2009 stood at approximately £10.1 million.

As referred to in the Company's 2008 Annual Report and Accounts, the Company encountered a breach of certain of its covenants post the 2008 year end. Subject to the timely provision of certain financial information by the Company, the bank has agreed to waive all such breaches and therefore cannot demand repayment or put the term facilities on demand in relation to this breach before the facility renewal date, being 29 October 2009. There are no further test dates on this facility prior to the facility renewal date. The

Company continues to have a supportive relationship with its bank and as a result, the Directors are confident that they will be able to renew the Group's banking facilities on or before 29 October 2009 and expect that new more appropriate covenants will be set at this time.

Operators are still under pressure to achieve the fuel efficiency savings delivered by "low carbon" buses in order to qualify for fuel rebates. To support this, the government has announced a £30m "Green Bus Initiative" to help stimulate the market for "low carbon" buses over the next 2 years. The Directors believe that Optare will be well positioned to capitalise on opportunities that this government initiative will create in both the new bus and growing retrofit markets. The Board also believes that further opportunities will be created for the Company by the Disability Discrimination Act ("DDA") which will require the industry to replace an estimated 40 per cent. of the current vehicle park to meet the requirements of the DDA by 2015/16.

The Company is also working hard to compensate for the UK market downturn and the Directors are targeting key export markets such as the US and parts of continental Europe where recent promotion of the Solo EV has generated significant interest. The Board has also identified South Africa as a potential export market ahead of the World Cup in 2010. The Directors believe that availability of demonstrator vehicles, which will be funded from part of the proceeds of this Placing, will greatly assist in realising sales potential in these markets.

The Placing

The Company proposes to raise up to approximately £8.06 million (net of expenses) through the issue of the Placing Shares at the Placing Price, which represents a discount of approximately 12.5 per cent. to the closing middle market price of 8p per Existing Ordinary Share on 2 September 2009, being the last practicable date prior to the publication of this document. The maximum number of Placing Shares would represent approximately 53 per cent. of the Company's issued ordinary share capital immediately following Admission.

The Placing Agreement

Cenkos Securities has entered into the Placing Agreement with the Company whereby it has agreed to use its reasonable endeavours, as agent for the Company, to procure placees for 122,857,142 Placing Shares.

The Placing Agreement is conditional upon, *inter alia*, the Resolutions being duly passed at the General Meeting and Admission becoming effective on or before 8.00 a.m. on 22 September 2009 (or such later time and/or date as the Company and Cenkos Securities may agree, but in any event by no later than 8.00 a.m. on 6 October 2009).

The Placing Agreement contains warranties from the Company in favour of Cenkos Securities in relation to, *inter alia*, the accuracy of the information in this document and other matters relating to the Company and its business. In addition, the Company has agreed to indemnify Cenkos Securities in relation to certain liabilities it may incur in respect of the Placing. Cenkos Securities has the right to terminate the Placing Agreement in certain circumstances prior to Admission, in particular, in the event of a material breach of the warranties. The Placing Agreement also contains a best endeavours undertaking in relation to the renegotiation of the Company's loan facility with Bank of Scotland on appropriate terms prior to its review date of 29 October 2009.

Settlement and dealings

Application will be made to the London Stock Exchange for the Placing Shares to be admitted to trading on AIM. It is expected that such Admission will occur on 22 September 2009.

The Placing Shares will, when issued, rank *pari passu* in all respects with the Existing Ordinary Shares including the right to receive dividends and other distributions declared following Admission.

General Meeting

Set out at the end of this document is a notice convening the General Meeting to be held at the offices of Optare Group Limited, Manston Lane, Crossgates, Leeds, LS15 8SU at 10.30 a.m. on 21 September 2009 for the purposes of considering and, if thought fit, passing the Resolutions.

Resolution 1, which will be proposed as an ordinary resolution, is to increase the authorised share capital of the Company from £1,200,000 to £3,100,000 by the creation of an additional 190,000,000 Ordinary Shares.

Resolution 2, which will be proposed as an ordinary resolution and which is subject to the passing of Resolution 1 and Admission is to authorise the Directors to allot the Placing Shares in connection with the Placing and other relevant securities up to £771,056.51 in nominal value provided that such authority shall expire on the conclusion of the next annual general meeting of the Company. This resolution is necessary as the number of Placing Shares exceeds the number of Ordinary Shares for which current allotment authorisation exists.

Resolution 3, which will be proposed as a special resolution and which is subject to the passing of Resolution 2 and Admission disapplies Shareholders' statutory pre-emption rights (which require a company to offer all allotments for cash first to existing shareholders in proportion to their holdings) in relation to the issue of the Placing Shares and grants further authority to allot equity securities for cash on a non-pre-emptive basis up to an aggregate nominal amount of £370,107.12 (representing approximately 16 per cent. of the nominal value of the issued ordinary share capital of the Company following the issue of the Placing Shares) provided that such authority shall expire on the conclusion of the next annual general meeting of the Company.

Action to be taken

A Form of Proxy for use at the General Meeting accompanies this document. The Form of Proxy should be completed and signed in accordance with the instructions thereon and returned to the Company's registrars, Capita Registrars, The Registry, 34 Beckenham Road, Beckenham, Kent, BR3 4TU as soon as possible, but in any event so as to be received by no later than 10.30 a.m. on 17 September 2009. The completion and return of a Form of Proxy will not preclude Shareholders from attending the General Meeting and voting in person should they so wish.

Directors' Recommendation

The Directors consider the Placing to be in the best interests of the Company and its Shareholders as a whole and accordingly unanimously recommend Shareholders to vote in favour of the Resolutions to be proposed at the General Meeting as they intend to do so in respect of their own beneficial holdings amounting, in aggregate, to 3,640,368 Existing Ordinary Shares, representing approximately 3.36 per cent. of the existing issued share capital of the Company.

Yours faithfully

John Fickling
Chairman

NOTICE OF GENERAL MEETING

Optare plc

(Registered and incorporated in England and Wales under the Companies Act 1985 with company number 06481690)

Notice is hereby given that a general meeting (the “**General Meeting**” or the “**Meeting**”) of Optare plc (the “**Company**”) will be held at the offices of Optare Group Limited, Manston Lane, Crossgates, Leeds, LS15 8SU on 21 September 2009 at 10.30 a.m. for the purpose of considering and, if thought fit, passing the following resolutions, of which resolutions 1 and 2 will be proposed as ordinary resolutions and resolution 3 will be proposed as a special resolution.

Ordinary resolutions:

1. That the Company’s authorised share capital be increased from £1,200,000 divided into 120,000,000 Ordinary Shares of 1p each (“Ordinary Shares”) to £3,100,000 by the creation of an additional 190,000,000 new Ordinary Shares.
2. That conditional on Resolution 1 being passed as an Ordinary Resolution of the Company and on Admission (as defined in the Circular from the Company to Shareholders dated 3 September 2009 of which this Notice of General Meeting forms part (“the Circular)), the Directors be generally and unconditionally authorised in accordance with Section 80 of the Companies Act 1985 (as amended) to exercise all the powers of the Company to allot:
 - 2.1. up to 122,857,142 new Ordinary Shares in the Placing (as defined in the Circular) at any time (unless and to the extent previously renewed, revoked or varied by the Company in general meeting) up to 8.00am on 6 October 2009; and, in addition,
 - 2.2. relevant securities (as defined in Section 80(2) of the Companies Act 1985 (as amended)) on such terms and in such manner as they shall think fit up to an aggregate nominal value equal to £771,056.51 at any time (unless and to the extent previously renewed, revoked or varied by the Company in general meeting) during the period from the date hereof until the conclusion of the Company’s annual general meeting held in 2010 provided that the Directors may make an offer or enter into an agreement which would or might require relevant securities to be allotted after the expiry of such authority and the Directors may allot relevant securities after such expiry under this authority in pursuance of any such offer or agreement as if this authority had not expired. The authority hereby given by this paragraph 2.2 may at any time (subject to the provisions of Section 80 of the Companies Act 1985 (as amended)) be renewed, revoked or varied by ordinary resolution of the Company in general meeting.

The authorities in this Resolution 2, once unconditional, shall be in substitution for any previous authorities under Section 80 of the Companies Act 1985 (as amended) which are hereby revoked.

Special resolution:

3. That conditional on Resolution 2 being duly passed as an Ordinary Resolution of the Company and on Admission (as defined in the Circular) the Directors be given power pursuant to Section 95 of the Companies Act 1985 (as amended) to allot:
 - 3.1. up to 122,857,142 new Ordinary Shares in the Placing (as defined in the Circular) for cash pursuant to the Section 80 authority in paragraph 2.1 of Resolution 2 above as if Section 89(1) of the Act did not apply to any such allotment such power to expire at 8.00am on 6 October 2009 or, if earlier, the revocation of the Section 80 authority in paragraph 2.1 of Resolution 2; and
 - 3.2. equity securities (as defined in Section 94 of the Companies Act 1985 (as amended)) for cash pursuant to the Section 80 authority in paragraph 2.2 of Resolution 2 above as if section 89(1) of the Act did not apply to any such allotment, such power to expire at the conclusion of the Company’s annual general meeting held in 2010 or, if earlier, the revocation of the Section 80 authority in paragraph 2.2 of Resolution 2 above, provided that before such expiry the Directors may make an offer or enter into an agreement which would or might require equity securities to

be allotted after the expiry of such power and the Directors may allot equity securities after such expiry under this power in pursuance of any such offer or agreement as if this power had not expired. The power in this paragraph 3.2 is limited to:

- 3.2.1. the allotment of equity securities for cash in connection with a rights issue to holders of ordinary shares of 1p each in the capital of the Company where the equity securities respectively attributable to the interests of such holders are proportionate (as nearly as may be practicable) to the respective numbers of ordinary shares of 1p each in the capital of the Company held by them but subject to such exclusions or other arrangements as the Directors of the Company may deem necessary or expedient to deal with any fractional entitlements or any legal or practical problems under the laws of, or the requirements of, any regulatory body or any recognised stock exchange in any territory; and
- 3.2.2. the allotment (other than pursuant to paragraph 3.2.1 of this Special Resolution) of equity securities up to a maximum aggregate nominal value equal to £370,107.12.

This power applies in relation to any sale of shares which is an allotment of equity securities by virtue of section 94(3A) of the Companies Act 1985 (as amended) as if in the first paragraph of paragraph 3.2 the words “pursuant to the Section 80 authority in paragraph 2.2 of Resolution 2 above” were omitted.

Dated: 3 September 2009

By order of the Board

Registered office:

Lower Philips Road
Whitebirk Industrial Estate
Blackburn
Lancashire
BB1 5UD

Mike Dunn
Company Secretary

Notes:

1. A member who is entitled to attend, speak and vote at the Meeting may appoint a proxy to attend, speak and vote instead of him. A proxy need not be a member of the Company but must attend the meeting in order to represent you. A member may appoint more than one proxy provided each proxy is appointed to exercise rights attached to different Ordinary Shares (so a member must have more than one share to be able to appoint more than one proxy). A Form of Proxy accompanies this document. The notes to the Form of Proxy include instructions on how to appoint the Chairman of the Meeting or another person as a proxy. To be valid the Form of Proxy must reach the Company's registrar, Capita Registrars, 34 Beckenham Road, Beckenham, Kent BR3 4TU by 10.30 a.m. on 17 September 2009 or by 48 hours before any adjourned meeting.
2. The Company pursuant to Regulation 41 of the Uncertificated Securities Regulations 2001, specifies that only those Shareholders registered in the register of members of the Company at 6:00 p.m. on 19 September 2009 (or, if the Meeting is adjourned, 2 working days before the time fixed for the adjourned Meeting) shall be entitled to attend and vote at the Meeting in respect of the number of shares registered in their name at that time. In each case, 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 Meeting.
3. Please note that communications regarding the matters set out in this Notice of General Meeting will not be accepted in electronic form, other than as specified in the accompanying Form of Proxy.

