

**THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION.** If you are in any doubt about its contents or the action you should take, you should consult your stockbroker, bank, solicitor, accountant, fund manager or other appropriate independent financial adviser. If you no longer hold shares in Premier Farnell plc, please pass this document and the enclosed form of proxy to the purchaser or transferee or to the agent which dealt with the sale or transfer for transmission to the new owner of the shares. The new owner may then amend the enclosed form of proxy or request a new form of proxy in his or her own name.

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## **Notice of Annual General Meeting**

to be held on  
17 June 2008 at 10.00 am  
at 25-28 Old Burlington Street, London W1S 3AN

**Premier Farnell plc**  
(registered in England and Wales no. 876412)

30 April 2008

Dear Shareholder

I am writing to give you details of the Annual General Meeting of Premier Farnell plc ("the Company") on 17 June 2008. The formal Notice of our Annual General Meeting starts on page 3.

### **The business we will consider at the Annual General Meeting**

The Annual General Meeting will cover standard matters that are dealt with at every Annual General Meeting (resolutions 1 to 8). Resolutions 9 to 13 are resolutions that shareholders passed last year and, in common with most major listed companies, are likely to be Annual General Meeting items every year. Resolution 14 is necessary to adopt new Articles of Association. The Notice contains an explanation of each item.

The Directors believe that all the proposals serve to promote the success of the Company. They recommend that you vote in favour of the proposed resolutions as the Directors themselves intend to do in respect of their own shareholdings in the Company.

### **How to vote**

You can vote by attending and voting at the Annual General Meeting or by appointing a proxy (see below). The map on the enclosed proxy form shows you where the Annual General Meeting will be held. If you are a new owner of shares in Premier Farnell plc and this Notice has been passed to you rather than received directly from the Company you must have registered your shareholding by 10.00 am on Sunday, 15 June 2008 to have the right to attend and vote at the Annual General Meeting.

A holder of cumulative convertible preference shares only is not entitled to attend or vote at the meeting. The total number of issued ordinary shares carrying one vote each and therefore the total voting rights in the Company were 364,682,685 at 15 April 2008 (the latest date on which the number of shares and voting rights could be calculated prior to sending out this notice).

## How to appoint a proxy

If you are entitled to come to the Annual General Meeting but cannot, you can appoint someone as your proxy to attend the Annual General Meeting and vote for you. A proxy does not need to be a shareholder. I can act as your proxy if you wish. Completing and returning the enclosed proxy form will not prevent you from attending the meeting and voting in person.

If you are using the enclosed proxy form please return it to the Company's Registrar, Computershare Investor Services PLC, The Pavillions, Bridgwater Road, Bristol BS99 6ZY, in the reply paid envelope enclosed, to arrive before 10.00 am on Sunday, 15 June 2008. Computershare must receive the proxy form before this time and date for the appointment to be effective. Postage to return the proxy form is pre-paid.

CREST members may appoint a proxy or proxies through the CREST electronic proxy appointment service.

There is more information on how to appoint a proxy in the notes to the notice of Annual General Meeting and on the enclosed proxy form. Please note that the right to appoint a proxy does not apply to nominated persons under Section 146 of the Companies Act 2006 ('the 2006 Act'). Please see the Notes on page 8 for more information.

## Further information and Annual General Meeting results

The register of interests of the Directors and their families in the share capital of the Company and the terms of appointment of the Company's Non-Executive Directors are available for inspection at the registered office of the Company and at its offices at 25-28 Old Burlington Street, London W1S 3AN.

A copy of the proposed new Articles of Association, recommended for adoption in Resolution 14 below, is also available for inspection:

- (1) at the Company's registered office and at the offices of Allen & Overy LLP, One Bishops Square, London E1 6AO, from the date of this letter until the close of the meeting; and
- (2) at the Company's offices at 25-28 Old Burlington Street, London, where the Annual General Meeting will be held, for at least 15 minutes before and during the meeting.

The register and all other documents available for inspection may be viewed during business hours on any weekday (except public holidays) from now until the end of the meeting.

The results of the voting at the Annual General Meeting, including details of the votes cast by proxy, will be available on the Company's website after the meeting.

Yours sincerely

A handwritten signature in black ink that reads "P. O. Gershon". The signature is written in a cursive style and is underlined with a single horizontal stroke.

Sir Peter Gershon  
Chairman

## Notice of Annual General Meeting 2008

NOTICE IS HEREBY GIVEN of the Annual General Meeting of Premier Farnell plc to be held at our offices at 25-28 Old Burlington Street, London W1S 3AN, on Tuesday, 17 June 2008 at 10.00 am to transact the following business:

Items 1 to 10 will be proposed as ordinary resolutions. For these resolutions to be passed more than 50% of the votes cast must be in favour.

### Directors' Report, Accounts and Auditors' Report

- 1 To receive the Directors' Report, the audited accounts and the Auditors' Report for the financial year ended 3 February 2008.

*The Directors present their Report, the Accounts and the Auditors' Report to shareholders at the Annual General Meeting.*

### Directors' Remuneration Report

- 2 To approve the Directors' Remuneration Report for the financial year ended 3 February 2008.

*Shareholders are asked to approve the Remuneration Report for the financial year to 3 February 2008 that appears in the Company's Annual Report and Accounts.*

### Dividend

- 3 To declare a final dividend of 5.2p for each ordinary share.

*Shareholders must approve the final dividend on the ordinary shares that will be paid on 25 June 2008 to all members registered on the register of members at the close of business on 30 May 2008. The final dividend recommended by the Directors and proposed in this Resolution is 5.2p per ordinary share.*

### Electing Directors appointed by the Board since the last Annual General Meeting

- 4 To elect Dennis Millard as a Director of Premier Farnell plc.

*Our Articles of Association require that any Director appointed by the Board must stand for election at the next Annual General Meeting. Dennis Millard, aged 59, was appointed as a Non-Executive Director on 1 September 2007. He now stands for election by the shareholders. Since 2006 Mr Millard has been a non-executive director of Smiths News plc and its Deputy Chairman. He is also a non-executive director of Debenhams plc, Xchanging plc and EAG Limited and was previously a non-executive director of Exel plc and ARC International plc. Mr Millard is a chartered accountant and, from 1996 to 2005, he was Group Finance Director of Cookson Group plc, the international materials science group.*

*The Board believes that Mr Millard's considerable business experience will be of benefit to the Company and that his financial expertise makes him very suitable to assume the chairmanship of the Audit Committee following the retirement from the Board of John Roques. Mr Millard joined the Board too late in the year to be included in the Board's performance evaluation process.*

- 5 To elect Paul Withers as a Director of Premier Farnell plc.

*Paul Withers, aged 51, was also appointed as a Director by the Board on 1 September 2007 and therefore now stands for election by the shareholders. Since 2006 Paul has been a non-executive director of Hyder Consulting plc and an advisor to a number of privately owned manufacturing companies. He holds a masters degree in mathematics and is a Chartered Mechanical Engineer and, from 2000 to 2006, was a main board director and Group Managing Director, Emerging Markets at BPB plc.*

*The Board believes that Mr Withers' significant experience of operating businesses in international markets will be of benefit to the Company. Mr Withers joined the Board too late in the year to be included in the Board's performance evaluation process.*

## Re-electing Directors who are retiring under our Articles of Association

In accordance with recommended practice, our Articles of Association say that no Director may hold office for more than three years without retiring and standing for re-election by the shareholders. The following Director is retiring and has confirmed that he will stand for re-election. His biographical details are set out below to enable shareholders to make an informed decision.

6 To re-elect Sir Peter Gershon as a Director of Premier Farnell plc.

*Sir Peter was appointed to the Board as a Non-Executive Director on 21 June 2004 and as Non-Executive Chairman on 1 March 2005. He is currently Chairman of General Healthcare Group Limited, Symbian Software Limited and Vertex Data Sciences Limited. He is also a member of the HM Treasury Board, the Advisory Board of the UK Defence Academy and the Court and Council of Imperial College. Sir Peter was formerly Chief Executive of the Office of Government Commerce, Managing Director of Marconi Electronic Systems and a member of the GEC plc Board.*

*Following a formal evaluation process during the year in respect of Sir Peter, his performance continues to be effective and he continues to demonstrate commitment to his role.*

## The Auditors

7 To reappoint PricewaterhouseCoopers LLP as Auditors of the Company, to hold office until the conclusion of the next general meeting at which accounts are laid before the Company.

*PricewaterhouseCoopers LLP are seeking reappointment as Auditors of the Company. Their reappointment was recommended to the Board by the Audit Committee.*

## Paying the Auditors

8 To authorise the Board of Directors to fix the remuneration of PricewaterhouseCoopers LLP as Auditors of the Company.

*It is normal practice for a company's directors to be authorised to agree the auditors' fees.*

## Authority to allot shares

9 To authorise the Board of Directors to allot relevant securities of the Company (within the meaning of Section 80(2) of the Companies Act 1985) up to an aggregate nominal value of £6,578,490 in accordance with Article 7 of the Company's Articles of Association. This authority will expire at the conclusion of the next Annual General Meeting or, if earlier, on 4 August 2009, save that the Company may make an offer or agreement which would or might require relevant securities to be allotted after the expiry of this authority and the Board may allot relevant securities pursuant to such offer or agreement as if this authority had not expired. This resolution will cancel and replace the corresponding resolution passed at the last Annual General Meeting of the Company and any other previous unutilised authorities under Section 80 of the Companies Act 1985, but without prejudice to any allotment, offer or agreement made or entered into prior to the passing of this resolution.

*It is standard practice for most public companies to renew the Directors' authority to allot shares at each Annual General Meeting both to reaffirm the shareholders' approval and to reflect changes in issued share capital since the last such resolution was passed. In accordance with current best practice, the authority sought will, if granted, expire at the end of our next Annual General Meeting or, if earlier, on 4 August 2009 and is limited to a maximum of 131,569,800 ordinary shares in the capital of the Company, equal to one-third of the ordinary shares in issue as at 15 April 2008, the latest date it was practicable to do the calculation before sending out this Notice. The Directors have no current intention of exercising this authority. As at the date of this notice the Company holds no treasury shares.*

## Donations to EU political organisations

10 That each of the Company and each relevant subsidiary be and is hereby generally and unconditionally authorised for the purposes of Section 366 of the 2006 Act to make:

- a donations to political parties or independent election candidates;
- b donations to political organisations other than political parties;
- c political expenditure,

provided that the maximum sum which may be donated or expended, as appropriate, by the Company or each relevant subsidiary pursuant to the authority granted by this resolution shall not exceed £100,000 in relation to any Company or any relevant subsidiary, which may be comprised of one or more amounts in different currencies which shall be converted at such rate as may be determined by the Board, in its absolute discretion, to be appropriate,

and provided further that the authority granted by this resolution shall run until expiry of the Company's next following Annual General Meeting.

For the purposes of this resolution 10, a “relevant subsidiary” shall be any company which is the subsidiary of Premier Farnell plc at the time that this resolution is passed or at any time during the period from the date of the passing of this resolution until the expiry of the Company’s next following Annual General Meeting.

*It remains the Company’s policy not to make political donations or incur political expenditure. However, in order to prevent any inadvertent breach of the provisions of the 2006 Act which prohibit the making of political donations or incurring of political expenditure without authority, the Company is seeking approval for the making of any such donations or the incurring of such expenditure both for itself and its wholly owned subsidiaries. If granted, the approval will be on the terms as to maximum amount and duration set out in resolution 10.*

Items 11 to 14 will be proposed as special resolutions. For these resolutions to be passed at least 75% of the votes cast must be in favour.

## **Authority for Premier Farnell plc to disapply pre-emption rights**

11 To authorise the Board of Directors generally and unconditionally, pursuant to Section 95 of the Companies Act 1985 and subject to and in accordance with Article 8 of the Company’s Articles of Association, to allot equity securities (within the meaning of Section 94 of the Companies Act 1985) for cash, pursuant to the authority granted by resolution 9 passed at the Annual General Meeting of the Company on 12 June 2007 or, if passed, pursuant to the authority granted by resolution 9 set out in this Notice of Meeting, as if Section 89(1) of the Companies Act 1985 did not apply to such allotments, provided that:

- (a) this authority shall apply to the allotment of equity securities in connection with an offer or issue to or in favour of ordinary shareholders on the register on a date fixed by the Directors where the equity securities respectively attributable to the interests of all those shareholders are proportionate (as nearly as practicable) to the respective number of ordinary shares held by them on that date save that the Directors may make such exclusions or other arrangements as they consider expedient in relation to fractional entitlements, legal or practical problems under the laws in any territory or the requirements of any relevant regulatory body or stock exchange;
- (b) any allotment under this authority in circumstances other than as described in (a) above shall be limited to the allotment of equity securities having a nominal amount not exceeding in aggregate £911,706;
- (c) this authority will expire at the conclusion of the Company’s next Annual General Meeting or, if earlier, on 4 August 2009, save that the Company may make an offer or agreement which would or might require equity securities to be allotted after the expiry of this power and the Board of Directors may allot equity securities pursuant to such offer or agreement as if this power had not expired; and
- (d) this resolution will cancel and replace the corresponding resolution passed at the last Annual General Meeting of the Company and any other previous unutilised authorities under Section 95 of the Companies Act 1985, but without prejudice to any allotment, offer or agreement made or entered into prior to the passing of this resolution.

*If shares are allotted for cash, Section 89 of the Companies Act 1985 requires that those shares be offered first to existing shareholders in proportion to the number of shares they hold at the time of the offer. However, it may sometimes be in the interests of the Company for the Directors to allot some new shares for cash other than by way of a pre-emptive offer to existing shareholders. This resolution allows the Directors to do that in certain circumstances and subject to certain restrictions. The authority is limited to the issue of shares for cash in connection with a rights issue or, in other circumstances (except under employees’ share schemes), up to an aggregate maximum amount of 18,234,120 shares (representing approximately 5% of the Company’s issued share capital as at 15 April 2008, which is within the guidelines issued by investor protection committees). The authority will, if granted, extend to any treasury shares purchased by the Company and, in line with current best practice, will expire at the conclusion of our next Annual General Meeting or, if earlier, on 4 August 2009. The explanatory notes to the next resolution provide further information on treasury shares.*

## **Authority for Premier Farnell plc to buy-back its own ordinary shares and its own preference shares**

12 To authorise the Company generally and unconditionally to purchase ordinary shares of 5p each in the capital of the Company by way of market purchase (as defined in Section 163(3) of the Companies Act 1985) subject to the following conditions:

- (a) the maximum aggregate number of ordinary shares which may be purchased is 36,468,268;
- (b) the minimum price (exclusive of expenses) which may be paid for such shares is 5p and the maximum price (exclusive of expenses) shall not be more than the higher of 5% above the average of the middle market quotations for ordinary shares taken from the London Stock Exchange Daily Official List for the five business days immediately before the date the shares are purchased and the price stipulated by Article 5(1) of the Buy-back and Stabilisation Regulation 2003; and
- (c) this authority will expire at the conclusion of the Company’s next Annual General Meeting or, if earlier, on 4 August 2009, provided that any contract for the purchase of such ordinary shares which was concluded before the expiry of this authority may be executed wholly or partly after this authority expires.

13 To authorise the Company generally and unconditionally to purchase cumulative convertible redeemable preference shares of £1 each in the capital of the Company by way of market purchase (as defined in Section 163(3) of the Companies Act 1985) subject to the following conditions:

- (a) the maximum aggregate number of preference shares which may be purchased is 3,989,419;
- (b) the minimum price (exclusive of expenses) which may be paid for such shares is £1 and the maximum price (exclusive of expenses but inclusive of accrued dividend) shall be the market price, provided the market price does not exceed the higher of 5% above the average of the middle market quotations for preference shares (based on the Daily Official List of the London Stock Exchange) during the period of five business days immediately prior to the date the shares are purchased and the price stipulated by Article 5(1) of the Buy-back and Stabilisation Regulation; and
- (c) this authority will expire at the conclusion of the Company's next Annual General Meeting or, if earlier, on 4 August 2009, provided that any contract for the purchase of such preference shares which was concluded before the expiry of this authority may be executed wholly or partly after this authority expires.

*It is proposed that, in common with many other listed companies, the Company be given authority to make market purchases of its own shares. In the case of the ordinary shares, the number of shares the Company can buy is limited to a maximum of 10% of the ordinary shares, calculated by reference to the number of ordinary shares in issue at 15 April 2008, which is the latest date it was practicable to calculate this figure before sending out this Notice. The resolutions set out the lowest and the highest price we can pay for shares. The authorities expire at the end of the next Annual General Meeting or, if earlier, on 4 August 2009.*

*These resolutions follow investor protection guidelines which are more restrictive than the Companies Act 1985. The Board will continue to monitor the capital requirements of the Company carefully and, although there are no plans to buy-back shares (ordinary or preference) at the moment, the Directors consider it prudent to be able to act at short notice if the circumstances warrant it. The Board will only make use of these authorities if it is satisfied that it would promote the success of the Company to do so and would result in an increase in earnings per share.*

*As at 15 April 2008 (the latest date practicable to do this calculation before sending out this Notice), options over a total number of 10,008,913 ordinary shares were outstanding and not exercised. That represents 2.74% of the issued ordinary share capital at that date. It would represent 3.05% of the Company's issued ordinary share capital if the authority to buy the Company's own shares had been used in full at that date.*

*If the Company buys back shares they will be cancelled or held as treasury shares. The Companies Act 1985 permits the Company to hold shares purchased as treasury shares rather than treat them as cancelled. Shares held in treasury may subsequently be cancelled, sold for cash or used to satisfy share options and share awards under an employees' share scheme. Once held in treasury, the Company is not entitled to exercise any rights, including the right to attend and vote at meetings in respect of the shares. Further, no dividend or distribution of the Company's assets may be made to the Company in respect of the treasury shares. The Board will only hold shares in treasury where it believes this course of action would promote the success of the Company.*

## **Adopt new Articles of Association**

14 That with effect from 1 October 2008 the Articles of Association produced to the meeting and signed by the Chairman for the purposes of identification be approved and adopted as the Articles of Association of the Company in substitution for, and to the exclusion of, the current Articles of Association of the Company.

*It is proposed to adopt new Articles of Association (the New Articles) with effect from 1 October 2008. The New Articles update the Company's current Articles of Association (the Current Articles) primarily to take account of changes in English company law brought about by certain provisions of the 2006 Act that will be in force by or on 1 October 2008. The principal changes introduced in the New Articles are set out below. Other changes, which are of a minor, technical or clarifying nature and also some more minor changes which merely reflect changes made by the 2006 Act, have not been noted.*

### **1 Articles which duplicate statutory provisions**

*Provisions in the Current Articles which replicate provisions contained in the 2006 Act are in the main amended to bring them into line with the 2006 Act. Certain examples of such provisions, including provisions as to the convening and notice of general meetings and proxies, are detailed below.*

### **2 Convening and notice of general meetings**

*It is proposed that the provisions in the Current Articles dealing with the convening of general meetings and the length of notice required to convene general meetings be amended to conform to the new provisions in the 2006 Act. In particular, a general meeting (other than an annual general meeting) to consider a special resolution can be convened on 14 days' notice whereas previously 21 days' notice was required.*

### 3 Quorum requirements

*The 2006 Act provides that in general terms the quorum for a general meeting be calculated by reference to the numbers of "qualifying persons" who are present at the meeting, which includes an individual who is a member of the Company, a person authorised under Section 323 of the 2006 Act to act as the representative of a corporation, and a person appointed as proxy of a member. As before, it is proposed that the quorum for a general meeting will be two but, in line with the 2006 Act, the New Articles make clear that there will be no double counting for qualifying persons who are representatives of the same corporation or proxies of the same member.*

### 4 Proxies

*Under the 2006 Act, proxies are entitled to speak at general meetings (under the Current Articles, they can do so only with the permission of the Chairman) and to vote on a show of hands (under the Current Articles they are only entitled to vote on a poll). The 2006 Act allows multiple proxies to be appointed provided that each proxy is appointed to exercise the rights attached to a different share or shares held by the shareholder. The New Articles reflect these new rules, as appropriate.*

### 5 Vacation of office of director

*The New Articles include updated wording which tightens up the circumstances in which a director must vacate office where the director has become physically or mentally ill. The changes apply a test of whether in the opinion of a medical practitioner the director is rendered incapable by his or her illness of acting as a director for more than three months or is personally prevented from exercising any powers or rights by a court order.*

### 6 Directors' interests

*The 2006 Act sets out directors' general duties. The provisions largely codify the existing law, but with some changes. Under the 2006 Act, from 1 October 2008, a director must avoid a situation where he or she 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 2006 Act allows directors of public companies to authorise conflicts and potential conflicts where the articles of association contain a provision to this effect. The 2006 Act also allows the articles of association to contain other provisions for dealing with directors' conflicts of interest to avoid a breach of duty. The New Articles 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. These include, first, only independent Directors (i.e. those who have no interest in the matter being considered) will be able to take the relevant decision, and second, 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 giving authorisation or subsequently if they think this is appropriate.*

*It is proposed to include provisions relating to confidential information, attendance at board meetings and availability of board papers to protect a Director from 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 has previously been authorised by the Directors.*

### 7 Directors' indemnities

*The 2006 Act has in some areas widened the scope of the powers of a company to indemnify directors. In particular, a company can now indemnify a director of a company that is a trustee of an occupational pension scheme against liability incurred in connection with the company's activities as trustee of that scheme. This is reflected in the New Articles. The opportunity is also being taken to clarify that, subject to the 2006 Act, the Company may grant indemnities to directors of associated companies.*

### 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 to the language of the 2006 Act.*

By order of the Board

Steven Webb  
Secretary  
30 April 2008

Registered office  
Farnell House  
Forge Lane  
Leeds LS12 2NE

## Notes:

- 1 A member is entitled to appoint a proxy to exercise all or any of his or her rights to attend and to speak and vote instead of him or her at the meeting. A member may appoint more than one proxy in relation to a meeting provided that each proxy is appointed to exercise the rights attached to a different share or shares held by him or her. A proxy need not be a member of the Company.
- 2 The form of proxy and power of attorney or other authority, if any, under which it is signed or a notarially certified or office copy of such power or authority must be received by the Company's registrars, Computershare Investor Services PLC, The Pavillions, Bridgwater Road, Bristol BS99 6ZY, not later than 48 hours before the time appointed for the meeting. Completion and return of the form of proxy will not prevent you from attending and voting at the meeting instead of the proxy, if you wish. In the case of joint holders, any one of them may sign the form of proxy, but the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders, and for this purpose, seniority shall be determined by the order in which the names stand in the Register of Members.
- 3 As an alternative to completing and returning the printed form of proxy, you may submit your proxy electronically by accessing [www-uk.computershare.com/Investor/Proxy](http://www-uk.computershare.com/Investor/Proxy). For security purposes, members will need to provide their shareholder reference number (SRN) and personal identification number (PIN) to validate the submission of their proxy online. Members' individual SRN and PIN numbers are shown on the printed form of proxy. For further information, see the instructions printed on the proxy appointment.
- 4 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 sponsors or voting service provider(s), who will be able to take the appropriate action on their behalf. 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 the specifications of Euroclear UK and Ireland Limited ("Euroclear UK & Ireland") and must contain the information required for such instructions, as described in the CREST Manual. The message must be transmitted so as to be received by the Company's agent (ID 3RA50) 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 Application Host) from which the Company's agent is able to retrieve the message by enquiry to CREST in the manner prescribed by CREST. CREST members and, where applicable, their CREST sponsors and voting service providers should note that Euroclear UK & Ireland 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. 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 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 at 10:00 am on 15 June 2008 shall be entitled to attend and vote at the meeting in respect of the number of shares registered in their name at that time. Changes to entries in the register after that time will be disregarded in determining the right of any person to attend or vote at the meeting.
- 6 A person to whom this notice is sent who is a person nominated under Section 146 of the Companies Act 2006 to enjoy information rights (a "Nominated Person") may, under an agreement between him or her and the shareholder by whom he or she was nominated, have a right to be appointed (or to have someone else appointed) as a proxy for the Annual General Meeting. If a Nominated Person has no such proxy appointment right or does not wish to exercise it, he or she may, under any such agreement, have a right to give instructions to the shareholder as to the exercise of voting rights.
- 7 The statement of the rights of members in relation to the appointment of proxies in paragraphs 1, 2 and 3 above does not apply to a Nominated Person. The rights described in these paragraphs can only be exercised by registered members of the Company. If you are receiving this Notice as such a Nominated Person, you are reminded that your main contact in terms of your investment remains as it was (the registered shareholder, or perhaps custodian or broker, who administers the investment on your behalf). Therefore any changes or queries relating to your personal details and holding (including any administration of it) must continue to be directed to your existing contact at your investment manager or custodian. The Company cannot guarantee dealing with matters which are directed to it in error. The only exception to this is where the Company, in exercising one of its powers under the Companies Act 2006, writes to you directly for a response.
- 8 In order to facilitate voting by corporate representatives at the meeting, arrangements will be put in place at the meeting so that (i) 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 (ii) 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](http://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 (i) above.