

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION.

If you are in any doubt about the contents of this document you are recommended to seek advice from your solicitor, accountant, stockbroker, bank manager or other independent person authorised under the Financial Services and Markets Act 2000 who specialises in advising in connection with shares and other securities.

If you have sold or otherwise transferred all of your shares in DDD Group plc please send this document, together with the accompanying proxy form, to the purchaser or transferee or to the stockbroker, bank, or other agent through whom the sale or transfer was effected, for transmission to the purchaser or transferee. If you have sold or transferred only part of your holding of shares in DDD Group plc you should retain this document and consult the stockbroker, bank or other agent through whom the sale or transfer was effected.

This document should be read in conjunction with the annual report and audited accounts of DDD Group plc in respect of the year ended 31 December 2007.



DDD GROUP PLC

(Incorporated in England and Wales with Registered No. 4271085)

Notice of Annual General Meeting to be held on 28 July 2008

Notice of the annual general meeting to be held at 9 a.m. on 28 July 2008 at 3 More London Riverside, London SE1 2AQ, United Kingdom is set out on pages 5 to 7 of this document. A proxy form for use in relation to the annual general meeting is enclosed.

The action to be taken by shareholders is set out on page 3. Whether or not you propose to attend the annual general meeting, you are requested to complete and submit the enclosed proxy form in accordance with the instructions printed on it. To be valid, the proxy form must be deposited at the offices of the Company's registrars, Computershare Investor Services plc, P.O. Box 82, The Pavilions, Bridgwater Road, Bristol BS99 7NH, United Kingdom, no later than 48 hours before the time appointed for the annual general meeting. Completion and return of the proxy form will not preclude a shareholder from attending the annual general meeting and voting in person.

DDD Group plc

(Incorporated in England and Wales with Registered No. 4271085)

22 Melton Street, London NW1 2BW, United Kingdom

Telephone +44 (0) 207 487 5540

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Directors:

Paul Kristensen (Chairman)
Christopher Yewdall (Chief Executive Officer)
Dr Sanji Arisawa (Non Executive)
Nicholas Brigstocke (Non Executive)
Warren Littlefield (Non Executive)
Hans Roger Snook (Non Executive)

TO THE REGISTERED HOLDERS OF THE ORDINARY SHARES OF £0.10 EACH IN THE CAPITAL OF DDD GROUP PLC (Shareholders)

30 June 2008

DEAR SHAREHOLDER

Annual General Meeting 2008

I am writing to inform you that the Annual General Meeting (AGM) of DDD Group plc (Company) will be held at 9 a.m. on 28 July 2008 at 3 More London Riverside, London SE1 2AQ, United Kingdom. The formal notice of the AGM and the resolutions to be proposed are set out on pages 5 to 7. The business to be proposed and considered at the AGM is summarised below.

ORDINARY BUSINESS

Annual report and audited accounts (Resolution 1)

Shareholders will be asked to receive and adopt the annual report and audited accounts for the year ended 31 December 2007 (Annual Report).

Re-election of Directors (Resolutions 2 and 3)

All members of the Board are required to retire by rotation at least once every three years. Accordingly, Mr. Paul Kristensen and Dr. Sanji Arisawa will retire at the Meeting and, being eligible, shall offer themselves for re-election.

Brief biographical details of each of the Directors, including those standing for re-election, appear on page 8 of the Annual Report.

Auditors (Resolution 4)

The Company is required at each general meeting at which accounts are presented to appoint auditors to hold office until the next such meeting. Grant Thornton UK LLP have indicated their willingness to continue in office. Accordingly, Resolution 4 is for the re-appointment of Grant Thornton UK LLP as auditors of the Company.

SPECIAL BUSINESS

Re-organisation of the share capital (Resolution 5)

The par value of the Company's ordinary shares (Shares) is 10p, which is the minimum price at which such Shares can be issued. As the Shares are now, and have been for some time, trading at below this price, we are proposing to undertake a re-organisation of the Company's share capital. The proposal, which would be implemented by Resolution 5 if passed, would involve splitting each issued Share into one new ordinary share (New Share) of 1p and one deferred share (Deferred Share) of 9p and each unissued Share into 10 New Shares.

The rights of the Deferred Shares are very limited—they do not carry voting rights and carry no rights to dividends and only have rights to return of capital after very substantial sums have first been paid to the holders of New Shares. As such, all the value in the issued shares is vested in the New

Shares and not the Deferred Shares. Only the New Shares will be listed, in place of the existing Shares, and application for the New Shares to be admitted to trading in place of the Shares with effect from the passing of Resolution 5 will be made to AIM. The terms of issue of the Deferred Shares enable the Company to acquire them for nominal consideration and for the Company to transfer such shares on behalf of the holders.

The practical effect of this change, if implemented, will be that each Shareholder will receive the same number of New Shares as they hold Shares, without any diminution in rights or value. The Deferred Shares can be purchased back from Shareholders for nominal consideration to facilitate tidying up the share capital in due course.

In addition to implementing the share split, Resolution 5 will if passed amend the Company's Articles of Association to set out the rights attached to the new classes of share, which are set out in full in the Resolution.

Authority to allot shares (Resolution 6)

The authority given to the Directors to allot further shares in the capital of the Company requires the prior authorisation of the shareholders in general meeting under section 80 Companies Act 1985. The passing of Resolution 6 will give the Directors authority to allot all the unissued ordinary share capital of the Company in an amount of £2,558,345.30, being 255,834,530 New Shares if Resolution 5 is passed and 25,583,453 Shares if Resolution 5 is not passed. This authority will expire immediately following the Annual General Meeting in 2009.

Disapplication of pre-emption rights (Resolution 7)

Under the Companies Act 1985, the Directors require authority from Shareholders to allot shares and other equity securities (including the grant of rights over shares or such securities) for cash without first offering them to existing Shareholders in proportion to their existing holdings. Resolution 7 will be proposed as a special resolution and will, if passed, disapply the statutory pre-emption rights for cash issues of the Company's ordinary shares in respect of the entire unissued ordinary share capital.

The Directors are looking for the flexibility that this resolution would provide to enable them to raise additional equity capital at minimum cost in difficult market conditions. It is intended that this authority would enable the current issued share capital to be increased through non-pre-emptive issues for cash by up to approximately 34 per cent (if Resolution 5 is passed) or by up to approximately 24 per cent (if Resolution 5 is not passed). Accordingly, if Resolutions 5, 6 and 7 are passed the disapplication will apply to

25,000,000 New Shares, and in addition, the Directors will be given authority to issue New Shares for cash pursuant to rights issues or open offers or share schemes. If Resolutions 6 and 7 but not 5 are passed, the disapplication will apply to all the authorised but unissued share capital of 25,583,453 Shares.

This authority, if given, will expire at the conclusion of the Annual General Meeting of the Company in 2009.

Amendments to the Articles of Association (Resolution 8)

Resolution 8 seeks shareholder approval for a number of amendments to the Company's Articles of Association, primarily to reflect the provisions of the Companies Act 2006 (2006 Act), by way of adoption of new Articles of Association (New Articles).

An explanation of the main changes between the proposed and existing Articles of Association is set out in the Appendix on page 4 of this document. Copies of the proposed New Articles, with a copy of the existing Memorandum and Articles of Association marked to show the changes being proposed in Resolution 8 will be available for inspection at the registered office of the Company during usual business hours on any weekday (Saturdays, Sundays and Bank Holidays excluded) until the date of the AGM and also on the date and at the place of the AGM from 8.30 a.m. until the conclusion of the AGM.

The remaining provisions of the 2006 Act are expected to come into force in October 2009. In addition, various regulations that relate to certain of these provisions have yet to be finalised. Consequently, it will be necessary for the Company to undertake a further review of its Articles of Association in due course in order to reflect these other provisions. As these further changes to the Articles of Association are expected to be reasonably substantial in number, it is anticipated that the Company will adopt a new set of Articles of Association at its Annual General Meeting in 2009/2010.

The Resolution provides for the New Articles to be adopted in one of two forms—with the changes to the share rights if Resolution 5 is passed, and without them if it is not.

Electronic communications (Resolution 9)

The 2006 Act introduced provisions dealing with, inter alia, Company communications to Shareholders and other provisions which facilitate communications in electronic form and by means of a website.

The passing of Resolution 9, which will be proposed as an ordinary resolution, will give the Company more flexibility to supply notices, documents or information in electronic form and by means of a website, subject to the 2006 Act. The passing of Resolution 9 will, in particular, allow the Company to take advantage of the deemed consent provisions in relation to the use of a website for the supply of notices, documents or other information introduced in Part 4 of

Schedule 5 to the 2006 Act. These changes will, inter alia, enable the Company to treat a shareholder as having consented to the supply of notices, documents or information by making them available on the Company's website where such shareholder has been asked individually by the Company to agree to the supply of notices, documents or other information in this manner and such shareholder has not responded to the Company's request within 28 days from when such request was sent.

Shareholders should note that, even if Resolution 9 is passed, the Company cannot begin to communicate with Shareholders by electronic means or through the use of a website unless and until Shareholders have given individual consent (or, in the case of the use of a website, do not respond within the 28 day period referred to above). A shareholder may, if he or she wishes, continue to receive all Company communications in hard copy form. Moreover, a shareholder may, in relation to a particular communication, request a hard copy form of that communication or, at any time, revoke his or her general agreement to be provided documentation in electronic form or by means of a website by delivering written notice of such revocation to the Company.

Action to be taken

You will find enclosed a proxy form for use in connection with the AGM. Whether or not you intend to be present at the AGM, you are requested to complete and return the proxy form in accordance with the instructions printed on it as soon as possible and, in any event, so as to be received by the Company's registrars, Computershare Investor Services plc, P.O. Box 82, The Pavilions, Bridgwater Road, Bristol BS99 7NH, United Kingdom, not later than 48 hours before the time appointed for the AGM. Completion and return of the proxy form will not preclude a shareholder from attending the AGM and voting in person.

Recommendation

The Directors consider that the proposals described in this letter are in the best interests of shareholders, as a whole, and unanimously recommend shareholders to vote in favour of all the resolutions to be proposed at the AGM, as they intend to do (other than in relation to their own appointments as Directors) in respect of their holdings of 4,861,270 ordinary shares, representing approximately 6.5% of the Company's issued ordinary share capital as at the date of this notice.

Yours sincerely



Chairman

APPENDIX

Share rights

The share rights will be amended as provided below if Resolution 5 is passed (version "A") and will remain the same if Resolution 5 is not passed (version "B"). The share rights will be amended as follows:

The following rights and restrictions shall be attached to the Deferred Shares:

As regards income

The holders of the Deferred Shares shall not be entitled to receive any dividend out of the profits of the Company available for distribution and resolved to be distributed in respect of any financial year or any other income or right to participate therein.

As regards capital

On a distribution of assets on a winding-up or other return of capital (otherwise than on conversion or redemption or purchase by the Company of any of its shares) the holders of the Deferred Shares shall be entitled to receive the amount paid up on their shares after there shall have been distributed (in cash or in specie) to the holders of the New Shares the amount of £100,000,000 in respect of each New Share held by them respectively. For this purpose distributions in currency other than sterling shall be treated as converted into sterling, and the value for any distribution in specie shall be ascertained in sterling, in each case in such manner as the Directors or the Company in general meeting may approve. The Deferred Shares shall not entitle the holders thereof to any further or other right of participation in the assets of the Company.

As regards voting and certificates

The holders of Deferred Shares shall not be entitled to receive notice of or to attend (either personally or by proxy) any general meeting of the Company or to vote (either personally or by proxy) on any resolution to be proposed thereat. No certificates need be issued in respect of the Deferred Shares.

Variation

The rights attached to the Deferred Shares shall not be deemed to be varied or abrogated by the creation or issue of any new shares ranking in priority to or pari passu with or subsequent to such shares. In addition neither the passing by the Company of any resolution for the cancellation of the Deferred Shares for no consideration by means of a reduction of capital requiring the confirmation of the Court nor the obtaining by the Company nor the making by the Court of any order confirming any such reduction of capital nor the becoming effective of any such order shall constitute a variation, modification or abrogation of the rights attaching to the Deferred Shares and accordingly the Deferred Shares may at any time be cancelled for no consideration by means of a reduction of capital effected in accordance with applicable legislation without sanction on the part of the holders of the Deferred Shares.

Transfer and cancellation

The terms of the issue of the Deferred Shares enable the Company to transfer such shares on behalf of the holders and cancel such shares by way of reduction of capital for no consideration.

Repurchase

Notwithstanding any other provision of the Articles, the Company shall have the power and authority at any time to purchase all or any of the Deferred Shares for an aggregate consideration of £1.

Conflicts of interest

The Companies Act 2006 sets out directors' general duties which largely codify the existing law but with some changes. 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 of the relevant company contain a provision to this effect. The Companies Act 2006 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 of Association (**New Articles**) give the directors authority to approve such situations and 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. First, only directors who have no interest in the matter being considered will be able to take the relevant decision, and secondly, 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 if they think this is appropriate.

It is also proposed that the New Articles will contain 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 has previously been authorised by the Directors.

Age of Directors on appointment

The current Articles of Association incorporate the provisions of Section 293 Companies Act 1985 (Age Limit For Directors) which has now been repealed and accordingly these provisions are being deleted.

Convening extraordinary general meetings

The provisions in the current Articles of Association dealing with the notice period for convening general meetings is being amended to conform to new provisions in the Companies Act 2006. Under the New Articles an extraordinary general meeting to consider a special resolution can be convened on 14 days' notice whereas previously 21 days' notice was required.

Closing the register of members

The Companies Act 2006 repeals section 358 of the Companies Act 1985, which allows a company to close the register of members for any time or times not exceeding a total of 30 days per year, with the result that following the repeal of the relevant section the Company's register is open for inspection at all times. Accordingly, the relevant article in the current articles which provides that the register of members can be closed has been deleted.

The New Articles showing the changes to the current Articles of Association (as described above) are available for inspection, as noted on page 3 of this document.



DDD Group plc

(Incorporated in England and Wales with Registered No. 4271085)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the 6th annual general meeting of DDD Group plc (**Company**) will be held at 9 a.m. on 28 July 2008 at 3 More London Riverside, London SE1 2AQ, United Kingdom for the following purposes:

Ordinary Business:

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

- 1 To receive and adopt the annual report and audited accounts of the Company for the year ended 31 December 2007.
- 2 To re-elect Mr. Paul Kristensen, who retires by rotation in accordance with Article 92 of the Company's articles of association and who, being eligible, offers himself for re-election, as a Director of the Company.
- 3 To re-elect Dr. Sanji Arisawa, who retires by rotation in accordance with Article 92 of the Company's articles of association and who, being eligible, offers himself for re-election, as a Director of the Company.
- 4 To re-appoint Grant Thornton UK LLP as the Company's auditors and to authorise the board of Directors of the Company to fix their remuneration.

Special Business:

To consider and, if thought fit, to pass the following Resolution 5 as a special resolution:

- 5 THAT:
 - (a) each ordinary share of 10p each comprised in the authorised share capital of the Company and in issue at the time of the passing this Resolution be divided into one ordinary share of 1p and one deferred share (**Deferred Share**) of 9p, each having the rights attributable thereto in the Articles of Association (**Articles**) of the Company as amended by this resolution;
 - (b) each ordinary share of 10p each comprised in the authorised share capital of the Company and not in issue at the time of the passing this Resolution be divided into ten ordinary shares of 1p, having the rights attributable thereto in the Articles as amended by this resolution; and
 - (c) the Articles be amended by the addition of the following Article:

"5.3 The following rights and restrictions shall be attached to the Deferred Shares:

5.3.1 As regards income

The holders of the Deferred Shares shall not be entitled to receive any dividend out of the profits of the Company available for distribution and resolved

to be distributed in respect of any financial year or any other income or right to participate therein.

5.3.2 As regards capital

On a distribution of assets on a winding-up or other return of capital (otherwise than on conversion or redemption or purchase by the Company of any of its shares) the holders of the Deferred Shares shall be entitled to receive the amount paid up on their shares after there shall have been distributed (in cash or in specie) to the holders of the Ordinary Shares the amount of £100,000,000 in respect of each Ordinary Share held by them respectively. For this purpose distributions in currency other than sterling shall be treated as converted into sterling, and the value for any distribution in specie shall be ascertained in sterling, in each case in such manner as the Directors or the Company in general meeting may approve. The Deferred Shares shall not entitle the holders thereof to any further or other right of participation in the assets of the Company.

5.3.3 As regards voting

The holders of Deferred Shares shall not be entitled to receive notice of or to attend (either personally or by proxy) any general meeting of the Company or to vote (either personally or by proxy) on any resolution to be proposed thereat.

5.3.4 Variation

The rights attached to the Deferred Shares shall not be deemed to be varied or abrogated by the creation or issue of any new shares ranking in priority to or *pari passu* with or subsequent to such shares. In addition neither the passing by the Company of any resolution for the cancellation of the Deferred Shares for no consideration by means of a reduction of capital requiring the confirmation of the Court nor the obtaining by the Company nor the making by the Court of any order confirming any such reduction of capital nor the becoming effective of any such order shall constitute a variation, modification or abrogation of the rights attaching to the Deferred Shares and accordingly the Deferred Shares may at any time be cancelled for no consideration by means of a reduction of capital effected in accordance with applicable legislation without sanction on the part of the holders of the Deferred Shares.

5.3.5 Repurchase

Notwithstanding any other provision of these Articles, the Company shall have the power and authority at any time to purchase all or any of the Deferred Shares for an aggregate consideration of £1.

5.3.6 Transfer

The Company shall have irrevocable authority to appoint any person to execute on behalf of the holders of the Deferred Shares a transfer/cancellation of the Deferred Shares and/or an agreement to transfer/cancel the same, without making any payment to the holders of the Deferred Shares to such person or persons as the Company may determine as custodian thereof and, pending such transfer and/or cancellation and/or purchase, to retain the certificate(s) if any, for such shares.

5.3.7 Cancellation

The Company may, at its option and subject to compliance with the provisions of applicable legislation, at any time after the adoption of this Article, cancel such shares by way of reduction of capital for no consideration.

5.3.8 Certificates

Notwithstanding any other provision of these Articles, and unless specifically required by the provisions of applicable legislation, the Company shall not be required to issue any certificates or other documents of title in respect of the Deferred Shares."

To consider and, if thought fit, to pass the following Resolution 6 as an ordinary resolution:

- 6 THAT in substitution for all subsisting authorities to the extent unused the Directors be and they are hereby generally and unconditionally authorised in accordance with section 80 Companies Act 1985 to exercise all the powers of the Company to allot relevant securities (within the meaning of the said section 80) up to an aggregate nominal amount of £2,558,345.30, and provided that this authority shall expire at the conclusion of the next Annual General Meeting of the Company after the passing of this resolution, save that 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 notwithstanding such expiry the Directors may allot relevant securities in pursuance of such offer or agreement.

To consider and, if thought fit, to pass the following Resolutions 7 and 8 as special resolutions:

- 7 THAT, subject to and conditional upon the passing of Resolution 6 set out in the notice (**Notice**) convening the meeting to which this resolution is to be put, the Directors be and they are empowered, pursuant to section 95 Companies Act 1985 (**CA 1985**) to allot equity securities (within the meaning of section 94 CA 1985) for cash pursuant to the authority given by the said Resolution 6:

- (A) if Resolution 5 set out in the Notice is passed, as if section 89(1) CA 1985 did not apply to any such allotments, provided that this power shall be limited to the allotment of equity securities:
- (a) in connection with or the subject of an offer or invitation, including a rights issue or open or

equivalent offer, open for acceptance for a period fixed by the Directors, to holders of ordinary shares and such other equity securities of the Company as the Directors may determine on the register on a fixed record date in proportion (as nearly as may be) to their respective holdings of such securities or in accordance with the rights attached thereto (including equity securities which, in connection with such offer or invitation, are the subject of, or the arrangements for which provide for, such exclusions or other arrangements as the Directors may deem necessary or expedient to deal with fractional entitlements that would otherwise arise or with legal or practical problems under the laws of, or the requirements of any recognised regulatory body or any stock exchange in any territory or as regards shares held by any approved depository or otherwise howsoever);

- (b) pursuant to the terms of any share option scheme adopted by the Company; and
- (c) otherwise than pursuant to sub-paragraphs (a) and (b) above, up to an aggregate nominal amount of £250,000;

- (B) if Resolution 5 set out in the Notice is not passed, as if section 89(1) CA 1985 did not apply to any such allotments

and this authority in each case shall expire at the conclusion of the annual general meeting of the Company in 2009, except that the Company may before such expiry make offers or agreements which would or might require equity securities to be allotted after such expiry and notwithstanding such expiry the Directors may allot equity securities in pursuance of such offers or agreements and all authorities previously conferred under section 95 CA 1985 be and they are hereby revoked, provided that such revocation shall not have retrospective effect.

- 8 THAT the Articles of Association produced to the meeting marked "A", if Resolution 5 set out in the Notice convening the meeting to which this resolution is to be put is passed, or marked "B", if the said Resolution 5 is not passed, and in either case initialled by the Chairman of the meeting for the purpose of identification be adopted as the Articles of Association of the Company in substitution for, and to the exclusion of, the existing Articles of Association.
- 9 THAT the Company be authorised, subject to and in accordance with the provisions of Companies Act 2006 and the Articles (as from time to time amended or varied) to send, convey or supply all types of notices, document or information to the members by means of electronic equipment for the processing (including, without limitation, by means of digital compression), storage and transmission of data, using wires, radio optical technologies, or any other electromagnetic means, including by making such notices, documents or information available on a website.

Dated 30 June 2008
By order of the Board,

Cargil Management Services Limited
Company Secretary

Registered office:
22 Melton Street, London NW1 2BW, United Kingdom

Notes:

- 1 A member is entitled to appoint one or more proxies to exercise all or any of the member's rights to attend, speak and vote at the meeting. A proxy need not be a member of the Company. If a member appoints more than one proxy to attend the meeting, each proxy must be appointed to exercise the rights attached to a different share or shares held by the member. If a member wishes to appoint more than one proxy and so requires additional proxy forms, the member should contact the Company's registrars, Computershare Investor Services plc, P.O. Box 82, The Pavilions, Bridgwater Road, Bristol BS99 7NH, United Kingdom.
- 2 A proxy form is provided with this notice. Completion and return of the proxy form will not prevent a shareholder from attending the AGM and voting in person. To be effective, the proxy form and any power of attorney or other authority under which it is signed (or a notarially certified copy of such authority) must be deposited with the Company's registrars, Computershare Investor Services plc, P.O. Box 82, The Pavilions, Bridgwater Road, Bristol BS99 7NH, United Kingdom, not less than 48 hours before the time of the holding of the AGM or any adjournment thereof. Completion and posting of a proxy form will not preclude a shareholder from attending and voting at the meeting should they wish to do so.
- 3 In the case of joint holders, the vote of the senior who attends to vote, whether in person or by proxy, will be accepted to the exclusion of votes of the other joint holders. For this purpose, seniority is determined by the order in which the names stand in the register of members.
- 4 Pursuant to regulation 41(1) of the Uncertificated Securities Regulations 2001 (2001 No. 01/3755), the Company has specified that only those shareholders registered on the register of members of the Company 48 hours before the time fixed for the AGM shall be entitled to attend and vote at the AGM in respect of the number of shares registered in their name at that time and any subsequent changes to the register of members shall be disregarded in determining the rights of any person to attend and vote at the AGM.
- 5 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 with instructions 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) for further details of this procedure. The guidance includes a sample form of representation letter if the Chairman is being appointed as described in (i) above.
- 6 If the Chairman, as a result of any proxy appointments, is given discretion as to how the votes the subject of those proxies are cast and the voting rights in respect of those discretionary proxies, when added to the interests in the Company's securities already held by the Chairman, result in the Chairman holding such number of voting rights that he has a notifiable obligation under the Disclosure and Transparency Rules, the Chairman will make the necessary notifications to the Company and the Financial Services Authority. As a result, any member holding 3% or more of the voting rights in the Company who grants the Chairman a discretionary proxy in respect of some or all of those voting rights and so would otherwise have a notification obligation under the Disclosure and Transparency Rules, need not make a separate notification to the Company and the Financial Services Authority.
- 7 As at 27 June 2008, being the last business day prior to the printing of this Notice, the Company's issued capital consisted of 74,416,547 ordinary shares carrying one vote each. Therefore, the total voting rights in the Company as at 27 June 2008 are 74,416,547.
- 8 Copies of the service agreements and letters of appointment between the Company and its Directors and a copy of the proposed new Articles of Association of the Company, together with a copy of the existing Memorandum and Articles of Association marked to show the changes being proposed in Resolution 8 will be available for inspection at the registered office of the Company during usual business hours on any weekday (Saturdays, Sundays and Bank Holidays excluded) until the date of the AGM and also on the date and at the place of the AGM from 8:30am until the conclusion of the AGM.