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If you have sold or otherwise transferred all of your Existing Shares, please immediately forward this document, together with 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 delivery to the purchaser or transferee. If you have sold only part of your holding of Existing Shares, please contact your stockbroker, bank or other agent through whom the sale or transfer was effected immediately.

Application will be made to the London Stock Exchange for the New Ordinary Shares to be admitted to trading on AIM. It is expected that admission to AIM will become effective and dealings in the New Ordinary Shares will commence at 8.00 a.m. on 30 June 2009.

AIM is a market designed primarily for emerging or smaller companies to which a higher investment risk tends to be attached than to larger or more established companies. AIM securities are not admitted to the Official List of the UK Listing Authority. Neither the London Stock Exchange nor the UK Listing Authority has examined or approved the contents of this document.

Hydrodec Group plc

(Incorporated and registered in England and Wales under the Companies Act 1985 with registered no. 05188355)

**Notice of General Meeting
relating to a conditional Placing of 22,857,143 New Ordinary Shares
of 0.5 pence each at 14 pence per share
by
Numis Securities Limited**

This document should be read as a whole. Your attention is drawn to the letter from the Chairman of the Company, which is set out on pages 4 to 8 of this document and which recommends that you vote in favour of the Resolutions to be proposed at the General Meeting.

Numis Securities Limited, which is authorised and regulated in the United Kingdom by the Financial Services Authority, is acting exclusively for the Company in relation to the Placing and Admission and will not be responsible to any person other than the Company under the Financial Services and Markets Act 2000, the rules of the Financial Services Authority or otherwise for providing the protections afforded to its clients or for advising any other person in relation to the contents of this document, the Placing or any matter, transaction or arrangement referred to in this document. Numis Securities Limited is not making any representation or warranty, express or implied, as to the contents of this document.

The release, publication or distribution of this document in jurisdictions other than the United Kingdom may be restricted by law and therefore any persons into whose possession this document comes should inform themselves about and observe any applicable restrictions or requirements. No action has been taken by the Company or Numis that would permit possession or distribution of this document in any jurisdiction where action for that purpose is required. Any failure to comply with such restrictions or requirements may constitute a violation of the securities laws of any such jurisdiction.

The New Ordinary 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 and, absent registration or an exemption therefrom, may not be offered or sold in the United States. The New Ordinary Shares will not be registered under any of the relevant securities laws of Canada, Australia, Japan or the Republic of South Africa. Accordingly, unless otherwise determined by the Company and permitted by applicable law and regulations, the New Ordinary Shares may not be, directly or indirectly, offered, sold, taken up, delivered or transferred in or into the United States, Canada, Australia, Japan or the Republic of South Africa. Numis may arrange for the offer and sale of New Ordinary Shares under the Placing outside the United States in reliance upon Regulation S of the United States Securities Act of 1933 (as amended). Overseas Shareholders and any person (including, without limitation, 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.

Notice of a General Meeting of Hydrodec Group plc, to be held at the offices of Numis Securities Limited at The London Stock Exchange Building, Paternoster Square, London EC4M 7LT at 10.00 a.m. on 29 June 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 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 not later than 10.00 a.m. on 27 June 2009. Completion and return of Forms of Proxy will not preclude Shareholders from attending and voting at the General Meeting should they so wish.

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PLACING STATISTICS

Placing Price	14 pence
Number of Existing Shares	299,027,899
Number of Treasury Shares	56,673,333
Number of Issued Voting Shares as at the date of this document	242,354,566
Number of New Ordinary Shares being placed on behalf of the Company	22,857,143
Estimated net proceeds of the Placing receivable by the Company	£3.0 million
Enlarged Share Capital	321,885,042
Issued Voting Shares immediately following Admission	265,211,709
Number of New Ordinary Shares as a percentage of the Enlarged Share Capital	7.1 per cent.
Number of New Ordinary Shares as a percentage of the Issued Voting Shares immediately following Admission	8.6 per cent.

EXPECTED TIMETABLE OF PRINCIPAL EVENTS

Latest time and date for receipt of Forms of Proxy	10.00 a.m. on 27 June 2009
General Meeting	10.00 a.m. on 29 June 2009
Admission and commencement of dealings in the New Ordinary Shares	8.00 a.m. on 30 June 2009
CREST accounts credited with New Ordinary Shares	30 June 2009
Despatch of definitive share certificates for New Ordinary Shares, if applicable	by 14 July 2009

DEFINITIONS

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

“Act”	the Companies Act 1985 (as amended)
“Admission”	the admission of the New Ordinary Shares to trading on AIM becoming effective in accordance with Rule 6 of the AIM Rules
“AIM”	AIM, a market operated by the London Stock Exchange
“AIM Rules”	the AIM Rules for Companies as published by the London Stock Exchange from time to time
“AU\$”	Australian dollars, the lawful currency of Australia
“Company” or “Hydrodec”	Hydrodec Group plc
“CREST”	the computerised settlement system (as defined in the CREST Regulations) operated by Euroclear which facilitates the transfer of title to shares in uncertificated form
“Directors” or “Board”	the directors of the Company whose names are set out on page 4 of this document
“Enlarged Share Capital”	the Ordinary Shares in issue immediately following Admission
“Euroclear”	Euroclear UK & Ireland Limited
“Existing Loan Notes”	the 13,425,000 £1 fixed rate unsecured convertible loan notes 2012 issued by Hydrodec under an instrument dated 5 November 2007
“Existing Shares”	the 299,027,899 Ordinary Shares in issue at the date of this document, all of which are admitted to trading on AIM
“Form of Proxy”	the form of proxy for use in connection with the General Meeting which accompanies this document
“General Meeting”	the General Meeting of the Company to be held at 10.00 a.m. on 29 June 2009
“Group”	the Company, its subsidiaries and its subsidiary undertakings
“Issued Voting Shares”	the Ordinary Shares in issue from time to time, after deduction of the Treasury Shares
“London Stock Exchange”	London Stock Exchange plc
“New Ordinary Shares”	the 22,857,143 new Ordinary Shares to be issued pursuant to the Placing
“Notice of General Meeting”	the notice convening the General Meeting which is set out on pages 9, 10 and 11 of this document
“Numis”	Numis Securities Limited

“Ordinary Shares”	ordinary shares of 0.5 pence each in the capital of the Company
“Placing”	the conditional placing by Numis of the New Ordinary Shares pursuant to the Placing Agreement
“Placing Agreement”	the conditional agreement dated 12 June 2009 between the Company and Numis relating to the Placing
“Placing Price”	14 pence per New Ordinary Share
“Resolutions”	the resolutions set out in the Notice of General Meeting
“Shareholders”	holders of Ordinary Shares
“Treasury Shares”	the 56,673,333 Existing Shares which are now held by a member of the Group and in respect of which votes may not be cast at a general meeting of the Company
“UK”	the United Kingdom of Great Britain and Northern Ireland
“US” or “United States”	the United States of America, its territories and possessions

PART I

LETTER FROM THE CHAIRMAN

Hydrodec Group plc

*(Incorporated and registered in England and Wales
under the Companies Act 1985 with registered no.05188355)*

Directors:

John Gunn (Chairman)
Mark McNamara (Chief Executive Officer)
John Dickson (Finance Director)
John Cowan (Chief Marketing Officer)
Rodger Sargent (Non-Executive Director)
Gillian Leates (Non-Executive Director)

Registered Office:

6th Floor
80 Cannon Street
London
EC4N 6HL

12 June 2009

To Shareholders and, for information only, participants in the Company's share option schemes and holders of the Existing Loan Notes.

Dear Shareholder,

Placing of New Ordinary Shares and Notice of General Meeting

1. Introduction and summary

The Company announced earlier today that it proposes to raise approximately £3.2 million (before expenses) by way of a conditional placing of 22,857,143 New Ordinary Shares at a price of 14 pence per share.

The New Ordinary Shares have been conditionally placed with institutional and other investors. Subject, *inter alia*, to the passing of the Resolutions at the General Meeting and Admission, dealings in the New Ordinary Shares on AIM are expected to commence on 30 June 2009.

The Placing is conditional, *inter alia*, upon the Shareholders passing the Resolutions at the General Meeting. The Directors intend to vote in favour of the Resolutions in respect of 5,637,500 Ordinary Shares, representing, in aggregate, approximately 2.3 per cent. of the Company's Issued Voting Shares as at the date of this document.

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.

2. Background to and reasons for the Placing

The unprecedented recent economic conditions adversely affected the Group's operations in 2008 and early 2009. In particular, the collapse in the global crude oil price impacted the Group during a crucial period, whilst it was generating first production from the Ohio plant and negotiating significant SUPERfine™ supply contracts. During the fourth quarter of 2008 and the first quarter of 2009, the

Board took the difficult strategic decision not to commit to long-term contracts at such historically low oil prices. The Directors continue to believe that this was the correct decision, as there has been significant improvement in both transformer and crude oil prices to date in 2009.

Whilst the Board believes that the Group has, and will continue to, benefit from this decision, the Group has experienced working capital constraints as it has geared up for production in Canton, in particular by building up high levels of feed-stock. As a result, two new issues of equity were made, in November 2008 and February 2009, raising £3.9 million in aggregate (before expenses). These placings enabled the Company to take long-term decisions on pricing and *SUPERfine*TM supply.

The Placing is being carried out to enable the Company to pursue its expansion aspirations from a more sound capital base and is also expected to help facilitate the procurement of additional capital for new plants proposed to be built in the United States and Japan in response to strong product demand. The net proceeds of the Placing will be used, primarily, to fund the general ongoing working capital requirements of the Group and as seed capital for the proposed new plants. This seed capital will be used to secure the appropriate sites for the plants, the necessary approvals and to enable Hydrodec to pursue debt funding for these developments.

3. Operational and Trading Update

Canton, USA

The global price of crude oil and the transformer oil market both appear to have stabilised and started to recover after the lows of January and February this year. West Texas Intermediate (WTI) Crude is a key index used in establishing US transformer oil pricing and has increased by approximately 50 per cent. since the early 2009 lows. Feedstock prices have also stabilised and the average feedstock cost to Hydrodec has reduced by approximately 40 per cent. since February.

Since the financial year end of 31 December 2008, Hydrodec has announced two significant agreements. The Group entered into a three year agreement with Consolidated Edison Company of New York ("Con Edison") through which Hydrodec will receive all of Con Edison's used transformer oil. The agreement provides for approximately 450,000 gallons per annum to be received at the Ohio plant which will be re-refined into *SUPERfine*.

Hydrodec also concluded an agreement to receive all of Exelon's used transformer oil (approximately 650,000 gallons per year) and re-refine it into *SUPERfine*. The Chicago-based electric utility ComEd has agreed to purchase back this re-refined *SUPERfine*, effectively creating a closed-loop supply chain for transformer oil.

The Board considers that the forward sales of *SUPERfine* transformer oil are encouraging and the Canton plant is expected to achieve full operational capacity in 2009.

The Group has also secured committed feedstock supply in excess of 90 per cent of current available plant capacity and the Board continues to identify additional probable feedstock sources. The Board believes that demand and market conditions are continuing to improve and this has encouraged the Board to consider plans for a second US plant or an expansion of the Canton plant. These plans are expected to firm up in the second half of 2009 following an evaluation of potential logistical and financing arrangements.

Australia

The Australian plant has recently successfully completed its first full catalyst change since commissioning. The change was completed smoothly as planned and with minimal interruption to normal operations. This plant continues to run consistently and reliably. The Australian facility also continues to provide systems, process and product development support for all activities across the Group.

On 12 May 2009, the Company sold the non-core Condition Monitoring Business for a total consideration of AU\$800,000. AU\$600,000 was received immediately and AU\$200,000 is expected to be received on 11 July 2009.

Japan

Demonstration trials for the benefit of the Japanese Environment Ministry have been completed and witnessed by Japanese representatives in the Young, NSW plant. The Company awaits the results of the trial and Japanese government approval of Hydrodec's technology for commercial application in Japan. Negotiations with the prospective Japanese partner continue to progress.

4. Financial Position

The Group's turnover for the year ended 31 December 2008 increased by 205 per cent. to £3.8 million (2007: £1.9 million), with an overall net operating loss of £8.4 million (2007: £2.3 million). The operating loss includes £6.1 million (2007: £1.6 million) of non-cash items due primarily to the write-off of investments acquired as part of the scheme of arrangement to acquire Virotec International plc, options expensed during the year, as well as depreciation and amortization of the intangible assets acquired. The operating loss for the year ended 31 December 2008 before non-cash items was £2.3 million (2007: £0.7 million). Net assets as at 31 December 2008 were £26.3 million (2007: £20.8 million).

5. Details of the Placing

The Company proposes to raise approximately £3.2 million (before expenses) through the issue of the New Ordinary Shares at the Placing Price. The expenses of the Placing are estimated to be approximately £0.2 million. The Placing Price represents a discount of approximately 16 per cent. to the closing mid-market price of 16.75 pence per Existing Share on 11 June 2009, being the last dealing day prior to the announcement of the Placing. The New Ordinary Shares will represent approximately 7.1 per cent. of the Company's Enlarged Share Capital.

Pursuant to the terms of the Placing Agreement, Numis, as agent for the Company, has agreed to use reasonable endeavours to procure subscribers for the New Ordinary Shares at the Placing Price. In the event that any of the New Ordinary Shares are not subscribed under the Placing, Numis will subscribe as principal for such New Ordinary Shares at the Placing Price. 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 30 June 2009 (or such later date as the Company and Numis may agree, but in any event no later than 8.00 a.m. on 14 July 2009). The Placing Agreement contains provisions entitling Numis to terminate the Placing Agreement at any time prior to Admission in certain circumstances. If this right is exercised, the Placing will not proceed. The Placing is being fully underwritten by Numis. Under the terms of the Placing Numis are entitled to receive a commission equal to 4.5 per cent of the aggregate value of the New Ordinary Shares at the Placing Price in consideration of their services in relation to the Placing and Numis is entitled to pay out of such commission to each person taking up New Ordinary Shares in the Placing a commission equal to 1.5 per cent. of the New Ordinary Shares at the Placing Price subscribed for by such person.

Application will be made to the London Stock Exchange for the New Ordinary Shares to be admitted to trading on AIM. It is expected that Admission will become effective and that dealings in the New Ordinary Shares on AIM will commence at 8.00 a.m. on 30 June 2009.

The New Ordinary Shares will rank *pari passu* in all respects with the Existing Shares, including the right to receive all dividends and other distributions declared on or after the date on which they are issued. It is expected that CREST accounts will be credited with entitlements to New Ordinary Shares as soon as practicable after 8.00 a.m. on the day of Admission and that share certificates (where applicable) will be despatched by 14 July 2009.

6. Effect of the Placing on the Existing Loan Notes

The instrument constituting the Existing Loan Notes provides for certain adjustments to be made to the rights under the Existing Loan Notes following the occurrence of certain specified events.

More particularly, following any issue of Ordinary Shares or other instruments convertible into Ordinary Shares in the Company (other than an issue which is ten per cent. or less below the average closing trading price of an Ordinary Share over the five trading days immediately preceding the announcement of the issue of such securities or instrument) and for so long as any Existing Loan Notes remain capable of being converted, the Company's auditors are required to certify to the Company in writing the adjustments to the number and value of the Ordinary Shares into which any outstanding Existing Loan Notes would convert which they consider necessary so that, after such adjustment and conversion, each holder of Existing Loan Notes shall be placed in the same position in relation to capital (as nearly practicable) as would have been the case had no such issue of Ordinary Shares (or instruments convertible into Ordinary Shares) occurred.

Accordingly, as the Placing Price is more than ten per cent. below the average closing trading price of an Ordinary Share over the five trading days immediately prior to the announcement of the Placing, the Company will refer the matter to its auditors in order for them to determine if any adjustment should be made and, if so, what that adjustment should be.

7. General Meeting

Set out on pages 9, 10 and 11 of this document is a notice convening the General Meeting to be held on 29 June 2009 at 10.00 a.m. at the offices of Numis Securities Limited at The Stock Exchange Building, 10 Paternoster Square, London EC4M 7LT, at which the Resolutions will be proposed.

The Resolutions to be proposed at the General Meeting are as follows:

- Resolution 1 is an ordinary resolution which will authorise the Directors to allot the New Ordinary Shares in connection with the Placing and otherwise to allot relevant securities (as defined in section 80(2) of the Act) of the Company of up to £536,475 in nominal value (representing approximately one third of the Enlarged Share Capital). Save for the issue of the New Ordinary Shares, the Directors have no present intention of exercising this authority. Unless revoked, varied or extended, such authority shall expire on the date falling 15 months after the date of the resolution or the annual general meeting of the Company held in 2010, whichever is the earlier.
- Resolution 2 is a special resolution which disapplies Shareholders' statutory pre-emption rights in relation to the issue of the New Ordinary Shares and grants further authority to the Directors to allot equity securities (as defined in section 94(2) of the Act) of the Company for cash on a non-pre-emptive basis up to an aggregate nominal value of £80,471 (representing approximately 5 per cent. of the Enlarged Share Capital) and in certain other limited circumstances. Unless revoked, varied or extended, such authority shall expire on the date falling 15 months after the date of the resolution or the annual general meeting of the Company held in 2010, whichever is the earlier.

In accordance with section 95(5) of the Act, the Directors believe that the proposed disapplication of pre-emption rights as detailed in Resolution 2 will be necessary in order to carry out the Placing and to give the Company the ability to issue a limited number of shares for cash to third parties in the future should that be considered desirable.

8. Action to be taken

A Form of Proxy for use at the General Meeting accompanies this document. The Form of Proxy should be completed 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 10.00 a.m. on 27 June 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.

9. 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 in respect of their beneficial holdings amounting, in aggregate, to 5,637,500 Existing Shares, representing approximately 2.3 per cent. of the Issued Voting Shares as at the date of this document.

Yours sincerely

John Gunn
Chairman

NOTICE OF GENERAL MEETING

Hydrodec Group plc

*(Incorporated and registered in England and Wales
under the Companies Act 1985 with registered no. 05188355)*

NOTICE IS HEREBY GIVEN THAT a General Meeting of Hydrodec Group plc (the "**Company**") will be held at the offices of Numis Securities Limited at The London Stock Exchange Building, 10 Paternoster Square, London EC4M 7LT at 10.00 a.m. on 29 June 2009. The business of the meeting will be to consider as special business and, if thought fit, to pass the following resolutions ("**Resolutions**") of which Resolution 1 will be proposed as an ordinary resolution of the Company and Resolution 2 will be proposed as a special resolution of the Company:

ORDINARY RESOLUTION

1. **THAT**, conditional upon the Placing Agreement (as such term is defined in the circular to shareholders of the Company dated 12 June 2009 (the "**Circular**")) becoming unconditional in all respects (save only for the passing of the Resolutions and Admission, as such terms are defined in the Circular) and it not being terminated in accordance with its terms and in substitution for any equivalent authority which may have been given to the directors prior to the date of the passing of this resolution, the directors be and they are hereby generally and unconditionally authorised pursuant to section 80 of the Companies Act 1985 (the "**Act**") to exercise all powers of the Company to allot relevant securities (as defined in section 80(2) of the Act) of the Company provided that this authority shall be limited to:

- (i) the allotment of up to 22,857,143 new ordinary shares of 0.5 pence each in the capital of the Company in connection with the Placing (as such term is defined in the Circular); and
- (ii) the allotment (other than pursuant to paragraph (i) above) of relevant securities of the Company up to an aggregate nominal amount of £536,475;

and unless previously renewed, revoked, varied or extended, this authority shall expire at the earlier of the date which is 15 months from the date of the passing of this resolution and the conclusion of the annual general meeting of the Company held in 2010 except that the Company may at any time before such expiry make an offer or agreement which would or might require relevant securities to be allotted after such expiry and the directors may allot relevant securities in pursuance of such an offer or agreement as if this authority had not expired.

SPECIAL RESOLUTION

2. **THAT**, conditional upon the passing of Resolution 1, the Placing Agreement (as such term is defined in the circular to shareholders of the Company dated 12 June 2009 (the "**Circular**")) becoming unconditional in all respects (save only for the passing of the Resolutions and Admission, as such terms are defined in the Circular) and it not being terminated in accordance with its terms and in substitution for any power which may have been given to the directors prior to the date of the passing of this resolution pursuant to section 95 of the Act, the directors be and they are empowered pursuant to section 95(1) of the Act to allot equity securities (as defined in section 94(2) of the Act) of the Company for cash pursuant to the authority of the directors under section 80 of the Act conferred by Resolution 1 and/or where such an allotment constitutes an allotment of equity securities by virtue of section 94(3A) of the Act, as if section 89(1) of the Act did not apply to such allotment provided that the power conferred by this resolution shall be limited to:

- (i) the allotment of 22,857,143 new ordinary shares of 0.5 pence each in the capital of the Company in connection with the Placing, as such term is defined in the Circular;

- (ii) the allotment, otherwise than pursuant to paragraph (i) above, of equity securities of the Company in connection with an issue or offer of equity securities to the holders of ordinary shares in the capital of the Company in proportion (as nearly as may be) to their respective holdings of such shares (excluding any shares held by the Company as treasury shares (as defined in section 162A(3) of the Act)) on the record date for such allotment or in accordance with the rights attached to such shares but subject to such exclusions or other arrangements as the directors may deem necessary or expedient in relation to fractional entitlements or as a result of legal or practical problems under the laws of, or the requirements of any regulatory body or any stock exchange, in any territory; and
- (iii) the allotment, otherwise than pursuant to paragraphs (i) and (ii) above, of equity securities of the Company up to an aggregate nominal value equal to £80,471;

and unless previously renewed, revoked, varied or extended this power shall expire on the earlier of the date which is 15 months from the date of the passing of this resolution and the conclusion of the annual general meeting of the Company held in 2010 except that the Company may before the expiry of this power make an offer or agreement which would or might require equity securities to be allotted after such expiry and the directors may allot equity securities in pursuance of such offer or agreement as if this power had not expired.

By Order of the Board
John Dickson
Company Secretary

Registered Office
6th Floor
80 Cannon Street
London EC4N 6HL

12 June 2009

NOTES:

1. A member of the Company entitled to attend, speak and vote at this meeting is entitled to appoint one or more proxies to attend, speak and vote in that member's place. A member may appoint more than one proxy in relation to this meeting provided that each proxy is appointed to exercise rights attached to a different share or shares held by that member. A proxy need not also be a member. Completion and return of a Form of Proxy (or any CREST Proxy Instruction, as described in notes 6 to 8) will not preclude a member from attending and voting at the meeting should the member so decide. A pre-paid form of proxy accompanies this notice. If you wish to appoint multiple proxies please photocopy the Form of Proxy, fill in each copy in respect of different shares and send the multiple forms together to the Company's registrars, Capita Registrars in accordance with note 2 below. Alternatively you may appoint multiple proxies by CREST Proxy Instruction in accordance with note 5 below.
2. To be valid, the enclosed Form of Proxy and the Power of Attorney or other authority (if any) under which it is signed (or a copy certified notarially, or in some other manner approved by the Board) must be completed and returned so as to reach the Company's registrars, Capita Registrars, The Registry, 34 Beckenham Road, Beckenham, Kent BR3 4TU by 10.00 a.m. on 27 June 2009 (or, if the meeting is adjourned, not less than 48 hours before the time fixed for the holding of the adjourned meeting).
3. In the event that a poll is demanded at the meeting, and such poll is to be taken more than 48 hours thereafter, the enclosed Form of Proxy (together with any documents of authority required by note 2) may be returned to the Company's registrars, Capita Registrars at the address in note 2 above so as to arrive not later than 24 hours before the time appointed for such poll. In the event that a poll is demanded at the meeting, and such poll is not taken at the meeting, but is taken less than 48 hours after the meeting, the enclosed Form of Proxy (together with any documents of authority required by note 2) may be delivered at the meeting to the chairman of the meeting or to the secretary or any director of the Company.
4. Pursuant to Regulation 41 of the Uncertificated Securities Regulations 2001, to be entitled to attend and vote at the General Meeting (and for the purpose of determining the number of votes a member may cast), members must be entered on the Register of Members of the Company by 6.00 p.m. on 27 June 2009.
5. In the case of joint holders, the signature of only one of the joint holders is required on the form of proxy, but the vote of the senior (by order in the register of members) who tenders a vote will be accepted to the exclusion of the others.

6. CREST members who wish to appoint a proxy or proxies by utilising the CREST electronic proxy appointment service may do so for this meeting and any adjournment(s) thereof by utilising the procedures described in the CREST Manual. CREST Personal Members or other CREST sponsored members, and those CREST members who have appointed a voting service provider(s), should refer to their CREST sponsor or voting service provider(s), who will be able to take the appropriate action on their behalf.
7. In order for a proxy appointment made by means of CREST to be valid, the appropriate CREST message (a "CREST Proxy Instruction") must be properly authenticated in accordance with Euroclear UK & Ireland Limited's ("Euroclear") specifications 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 RA10) by the latest time for proxy appointments set out in note 2 above. For this purpose, the time of receipt will be taken to be the time (as determined by the timestamp applied to the message by the CREST Applications Host) from which the Company's agent is able to retrieve the message by enquiry to CREST in the manner prescribed by CREST.
8. CREST members and, where applicable, their CREST sponsors or voting service providers should note that Euroclear does not make available special procedures in CREST for any particular messages. Normal system timings and limitations will therefore apply in relation to the input of CREST Proxy Instructions. It is the responsibility of the CREST member concerned to take (or, if the CREST member is a CREST personal member or sponsored member or has appointed a voting service provider(s), to procure that his CREST sponsor or voting service provider(s) take(s)) such action as shall be necessary to ensure that a message is transmitted by means of the CREST system by any particular time. In this connection, CREST members and, where applicable, their CREST sponsors or voting service providers are referred, in particular, to those sections of the CREST Manual concerning practical limitations of the CREST system and timings. 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.
9. 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) 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.