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If you have sold or transferred all of your Hydrodec Shares, you should send this document, together with the accompanying form of proxy, to the stockbroker, bank or other agent through whom the sale or transfer was effected, for transmission to the purchaser or transferee. However, such documents should not be forwarded or transmitted into any jurisdiction in which such act would constitute a violation of the relevant laws of such jurisdiction.

Hydrodec Group plc

(Registered number 05188355)

Notice of General Meeting relating to the acquisition of Virotec International plc

Your attention is drawn to the letter from the Chairman of the Company which is set out on pages 7 to 10 of this document and which recommends you vote in favour of the Resolution which is to be proposed at the General Meeting of the Company.

The General Meeting of the Company is to be held at 80 Cannon Street, London, EC4 6HL on 6 June 2008 at 10.00 a.m. A form of proxy for use at the General Meeting, at which the Resolution will be considered, is enclosed. To be valid the form of proxy should be completed, signed and returned in accordance with the instructions printed thereon so as to be received by the Company's registrars, Capita Registrars, Hydrodec Group Plc, The Registry, 34 Beckenham Road, Beckenham, Kent BR3 4BR, as soon as possible, but in any event not later than forty-eight hours before the General Meeting. Completion and posting of the form of proxy will not prevent a Shareholder from attending and voting in person at the General Meeting.

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TIMETABLE

Latest time and date for receipt of form of proxy to be valid at the General Meeting	10.00 a.m. on 4 June 2008
General Meeting	10.00 a.m. on 6 June 2008

DEFINITIONS

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

“2006 Act”	the Companies Act 2006
“Acquisition”	the proposed acquisition of Virotec (other than the Excluded Shares) to be effected by means of the Scheme (or should the Company so elect, by means of an Offer)
“Act”	the Companies Act 1985, as amended
“AIM”	the market of that name operated by London Stock Exchange
“AIM Rules”	the London Stock Exchange’s AIM Rules for Companies as amended from time to time
“Announcement”	the announcement made by Hydrodec and the Virotec on 7 May 2008 by which the Hydrodec Independent Directors and Virotec Independent Directors announced that they had reached agreement on the terms of the recommended Acquisition which it is proposed will be effected by way of the Scheme
“AUD\$”	Australian Dollars, the lawful currency of Australia
“Australia”	the Commonwealth of Australia and its dependent territories
“Board” or “Directors”	the board of directors of the Company;
“Business Day”	a day (other than a Saturday or Sunday or a public holiday) on which banks are open for business in London
“Cash Consideration”	the cash consideration due to Scheme Shareholders under the Scheme, being 13 pence per Scheme Share up to a maximum amount of £2,600 for each Scheme Shareholder
“Company” or “Hydrodec”	Hydrodec Group plc
“Closing Price”	the closing middle-market quotation of a Hydrodec Share and, as appropriate, a Virotec Share as derived from the AIM Appendix to the Daily Official List of the London Stock Exchange
“Court”	the High Court of Justice in England and Wales
“Court Meeting”	the meeting of the Scheme Shareholders (other than the holders of the Excluded Shares) convened by order of the Court pursuant to section 896 of the 2006 Act, to consider and, if thought fit, to approve the Scheme with or without modification (including any adjournment or postponement thereof)
“Disposal”	the proposed disposal of the Operating Businesses to the Executive Directors, which is conditional upon the Scheme becoming Effective, the approval of the Virotec Shareholders at the Virotec General Meeting pursuant to Rule 15 of the AIM Rules and the passing of the Resolution
“Effective”	the Scheme having become effective in accordance with its terms or if the Acquisition is implemented by way of an Offer such Offer having been declared or become unconditional in all respects

“Effective Date”	the date upon which the Acquisition becomes Effective
“Excluded Shares”	any Virotec Shares beneficially owned by any member of the Hydrodec Group at the Scheme Record Time
“Executive Directors”	Brian Sheeran and Bruno Bamonte who are both directors of Virotec and directors of the Company
“General Meeting”	the general meeting of the Company to be held on 6 June 2008
“Hydrodec Convertible Loan Notes”	£1 fixed rate unsecured convertible loan notes 2012 in the capital of Hydrodec issued under an instrument dated 5 November 2007
“Hydrodec Group”	Hydrodec, its subsidiaries and subsidiary undertakings
“Hydrodec Independent Directors”	each of John Gunn, Mark McNamara, John Dickson, John Cowan and Rodger Sargent, being directors of Hydrodec
“Hydrodec Shareholder”	a holder of Hydrodec Shares
“Hydrodec Shares”	ordinary shares of 0.5 pence each in the capital of Hydrodec
“holder”	a registered holder and includes any person(s) entitled by transmission
“Japan”	Japan, its cities, prefectures, territories and possessions
“London Stock Exchange”	London Stock Exchange plc
“Meetings”	the Court Meeting and the Virotec General Meeting
“Minute”	the minute (approved by the Court) confirming the Reduction in accordance with section 138 of the Act
“New Hydrodec Shares”	new ordinary shares of 0.5 pence each in the capital of Hydrodec to be issued under the Scheme
“Offer”	a takeover offer as that term is defined in section 974 of the 2006 Act
“Operating Businesses”	Mt Carrington Mines Pty Ltd, Virotec Technologies Pty Ltd, Virotec Global Solutions Pty Ltd, Virotec Italia srl, Virotec USA Inc, Virotec Aquasolve LLC, Virotec Europe Ltd and Sterling Environmental Solutions Ltd, and any other subsidiary of Virotec, other than Virotec Investments Pty Limited
“Order”	the order of the Court sanctioning the Scheme under section 899 of the 2006 Act and confirming the Reduction under section 137 of the Act
“pence” and “£”	the lawful currency of the United Kingdom
“Placing”	the placing of 10,000,000 Hydrodec Shares at a placing price of 50 pence per share to raise £5 million before expenses, announced by Hydrodec on 21 April 2008
“Reduction”	the proposed reduction of capital pursuant to section 137 of the Act, to be provided for under the Scheme
“Reserve Shares”	the 54.5 million Hydrodec Shares registered in the name of Virotec

“Restricted Overseas Person”	<ul style="list-style-type: none"> (i) a US Person, a person in the US or a person whom Hydrodec reasonably believes to be in or resident in the US; (ii) a person (including an individual, partnership, unincorporated syndicate, limited liability company, unincorporated organisation, trust, trustee, executor, administrator or other legal representative) in, or resident in, or any person whom Hydrodec reasonably believes to be in or resident in Canada or Japan (or any custodian, nominee or trustee for such person); and (iii) any person in any other jurisdiction (other than persons in the UK or Australia) whom Hydrodec is advised to treat as a restricted overseas person in order to observe the laws of such jurisdiction or to avoid the requirement to comply with any governmental or other consent or registration, filing or other formality which Hydrodec regards as unduly onerous
“Resolution”	the resolution set out in the notice of the General Meeting authorising the Directors to allot equity securities in relation to the Acquisition
“Scheme” or “Scheme of Arrangement”	the scheme of arrangement under sections 895 to 901 of the 2006 Act to be proposed by Virotec to the Virotec Shareholders in connection with the Acquisition, with or subject to any modification, addition or condition approved or imposed by the Court and agreed to by Virotec and Hydrodec
“Scheme Document”	the document to be addressed to Virotec Shareholders containing, <i>inter alia</i> , the Scheme and an explanatory statement in compliance with section 897 of the 2006 Act
“Scheme Hearing”	the Court hearing of the claim form to sanction the Scheme and of the claim form to confirm the Reduction in accordance with section 137 of the Act
“Scheme Record Time”	6.00 p.m. on the Business Day immediately prior to the date of the Scheme Hearing
“Scheme Shareholders”	the holders of Scheme Shares in the register of members of the Company at the Scheme Record Time
“Scheme Shares”	<p>the Virotec Shares:</p> <ul style="list-style-type: none"> (i) in issue at the date of the Scheme Document; (ii) (if any) issued after that date and before the Voting Record Time; and (iii) (if any) issued at or after the Voting Record Time but on or before the Scheme Record Time either on terms that the original or any subsequent holder thereof shall be bound by the Scheme or in respect of which the holder thereof shall have agreed in writing to be bound by the Scheme, <p>in each case excluding the Excluded Shares</p>

“Share Alternative”	the facility to be provided for in the Scheme whereby a Virotec Shareholder may elect, subject to certain limitations and conditions, to receive New Hydrodec Shares in lieu of the Cash Consideration to which they would otherwise be entitled pursuant to the Scheme
“subsidiary”	has the meaning given in section 736 of the Act
“subsidiary undertaking”	has the meaning given in section 258 of the Act
“The Greenhouse Fund”	The Greenhouse Fund Limited, an AIM listed company, incorporated in Jersey
“Technology”	the technology licensed to Hydrodec by an agreement between Commonwealth Scientific and Industrial Research Organisation and Hydrodec Development Corporation Pty Ltd dated 1 June 2004
“UK” or “United Kingdom”	the United Kingdom of Great Britain and Northern Ireland
“US” or “United States”	the United States of America, its territories and possessions, any state of the United States of America and the District of Columbia
“US Person”	as defined in Regulation S under the US Securities Act
“US Securities Act”	the US Securities Act of 1933, as amended, and the rules and regulations promulgated thereunder
“Virotec”	Virotec International plc, incorporated in England and Wales with registered number 05796515
“Virotec General Meeting”	the general meeting of Virotec to be convened in connection with the Acquisition and the Disposal, or any adjournment thereof
“Virotec Group” or “Group”	Virotec and its subsidiaries and subsidiary undertakings
“Virotec Independent Directors”	each of John Glynn and David McConchie, being directors of Virotec
“Virotec Resolutions”	the resolutions to be proposed to Virotec Shareholders to approve the Reduction and the Scheme and to approve the Disposal
“Virotec Shareholders”	the holders of Virotec Shares
“Virotec Shares”	ordinary shares of 1 pence each in the capital of Virotec
“Voting Record Time”	6.00 p.m. on the day prior to the day immediately before the Court Meeting and the Virotec General Meeting

All references in this document to time are to London time.

LETTER FROM THE CHAIRMAN

Hydrodec Group plc

(incorporated and registered in England and Wales
with registered number 05188355)

Directors:

John Gunn (*Non-executive Chairman*)
Brian Sheeran (*Non-executive deputy Chairman*)
Mark McNamara (*Executive chief operating officer*)
John Dickson (*Finance Director*)
Rodger Sargent (*Non-executive director*)
Bruno Bamonte (*Non-executive director*)
John Cowan (*Executive director*)

Registered office:

6th Floor
80 Cannon Street
London EC4N 6HL

13 May 2008

*To the Hydrodec Shareholders (and for information only, to holders of options under
the Company's share option scheme)*

Dear Shareholder

Acquisition of Virotec International plc

Introduction

The Company originally announced on 4 April 2008 its proposed offer to acquire the entire issued share capital of Virotec International plc (the "**Acquisition**"). On 7 May 2008 Hydrodec and Virotec announced that the Hydrodec Independent Directors and the Virotec Independent Directors had reached agreement on the terms of the recommended acquisition of the entire issued and to be issued share capital of Virotec and that the Acquisition is proposed to be effected by way of a scheme of arrangement under sections 895 to 901 of the Companies Act 2006 (the "**Scheme**").

Under the terms of the Acquisition Virotec Shareholders (other than Restricted Overseas Persons) will be entitled to receive:

For every Virotec Share held (up to a maximum of 20,000 Virotec Shares)	13 pence in cash (up to a maximum aggregate amount of £2,600)
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And thereafter,

for every 3.75 Virotec Shares held	1 New Hydrodec Share
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The consideration under the Scheme is structured so that the first 20,000 Virotec Shares held by each Virotec Shareholder is payable in cash. However, a Share Alternative is being made available to all Virotec Shareholders (other than Restricted Overseas Persons) who may elect, subject to certain limitations and conditions, to receive New Hydrodec Shares in lieu of the Cash Consideration to which they would otherwise be entitled pursuant to the Scheme.

Based on the Closing Price of 54.75 pence per Hydrodec Share on 6 May 2008 (being the last Business Day prior to the Announcement), the Acquisition (assuming that all Virotec Shareholders validly elect to receive the Share Alternative) values each Virotec Share at approximately 14.6 pence and the entire issued share capital of Virotec at approximately £38.57 million.

Virotec and Hydrodec have entered into an implementation agreement which sets out, *inter alia*, various matters in relation to the implementation of the Scheme (or, if applicable, the Offer) the conduct of Virotec's business prior to the Effective Date or the lapse or withdrawal of the Acquisition, and a non-solicit undertaking.

Hydrodec also has the right, upon Virotec receiving details of a competing proposal, to match or better the value of that competing proposal by 5.00 p.m. on the third Business Day after being advised of such proposal. If Hydrodec announces a revised offer (whether by way of scheme of arrangement or

otherwise) within such period, the Virotec Independent Directors have agreed that the Scheme or, if applicable, the Offer will continue to be the subject of a unanimous and unqualified recommendation by them.

Under the terms of the Acquisition if all Virotec Shareholders elected to receive the Share Alternative then the Company would need to issue up to 68,271,528 new Hydrodec Shares. The Directors do not currently have the requisite authority from Hydrodec Shareholders to make an issue of equity securities of this size. The Board therefore requires the consent of Hydrodec Shareholders to allot such equity securities.

The New Hydrodec Shares will rank *pari passu* in all respects with the existing Hydrodec Shares. Subject to the Scheme becoming Effective the Company will apply for such shares to be admitted to trading on AIM.

Virotec currently has 4,860,000 options outstanding, the exercise prices of which range between 20 and 40 pence per share. All holders of options are to be offered a cash payment of 1 penny per share to which they would otherwise be entitled, under the options for the cancellation and surrender of such options. Full acceptance of this offer would require the payment by Hydrodec of the cash sum of £48,600.

Virotec also has a Short Term Incentive Plan (“STIP”) under the terms of which the Executive Directors are due to be allotted an aggregate of 5,041,264 Virotec Shares, and a Long Term Incentive Plan (“LTIP”) under which they are due to be allotted further Virotec Shares. The Executive Directors have agreed, subject to completion of the Scheme and the Disposal, to waive all their rights under the LTIP and STIP. They have each agreed to enter into a compromise agreement in relation to the consultancy agreements under which their services are provided in return for an aggregate cash payment of AUD\$108,333 and will enter into new consultancy arrangements on the Scheme becoming Effective for a six month period ending on 31 December 2008 under which Virotec will pay, in aggregate, £605,000 which will be payable over six months in equal monthly instalments.

Irrevocable undertakings to vote (or procure the vote) in favour of the Scheme at the Court Meeting (or, if requested by Hydrodec to execute an agreement consenting to and undertaking to the Court to be bound by the Scheme) and the Resolution to be proposed at the Virotec General Meeting have been received from the holders of, in aggregate, 116,910,450 Virotec Shares representing approximately 44.26 per cent. of the existing issued ordinary share capital of Virotec.

Further information on Virotec

The principal assets of Virotec are related to, and reliant upon, the success or otherwise of Hydrodec. Virotec owns 54.5 million shares (the “**Reserve Shares**”) in Hydrodec (which represent approximately 26.7 per cent. of Hydrodec’s existing issued share capital following completion of the Placing) and is entitled to receive a royalty of 5 per cent. on Hydrodec’s revenues derived from the use of the Technology. Virotec’s interest in Hydrodec results from the sale of Hydrodec Development Corporation Pty Ltd by a former subsidiary of Virotec to Hydrodec in return for the allotment of Hydrodec Shares and the royalty as part consideration. Virotec also owns 30,000,000 ordinary shares in the capital of The Greenhouse Fund.

The Acquisition will eliminate the cost of the royalty to the Hydrodec Group. This will have a substantial benefit on the future profit margins of Hydrodec, which in turn will benefit the existing Hydrodec Shareholders, as well as Virotec Shareholders that become holders of New Hydrodec Shares.

In December 2007, Virotec sold 5.5 million shares in Hydrodec to fund its near term requirements and the business is expected to require further funding to make its future secure. Furthermore, the major Virotec Shareholders have indicated that they would not support any further significant fundraisings in Virotec. As a result, the Directors of Virotec may need to make further sales of Hydrodec Shares, or other assets. The Acquisition will both remove this potential overhang in Hydrodec Shares and will broaden the shareholder base of the enlarged group.

Hydrodec intends to utilise the Reserve Shares to satisfy, in part, allotments of new Hydrodec Shares in respect of the exercise of options under the existing Hydrodec option scheme and the conversion of the Hydrodec Convertible Loan Notes.

It is expected that the Scheme Document, containing further details of the Acquisition and Disposal, will be dispatched on or around 13 May 2008 and that the Scheme will become effective on, or shortly after, 25 June 2008, subject, *inter alia*, to the satisfaction of the conditions set out in Appendix I to the Announcement and to be set out in the Scheme Document.

Disposal by Virotec

The Operating Businesses comprise environmental remediation services for the mining, agriculture and aquaculture industries, applications for the treatment of water and waste-water and services relating to the treatment of alumina refinery residue.

These businesses have to date been consistently loss making and cash consuming. The Operating Businesses reported combined operating losses of AUD\$6.43 million (£3.05 million) and AUD\$11.75 million (£5.54 million) and combined turnover of AUD\$1.47 million (£0.70 million) and AUD\$3.52 million (£1.66 million) respectively in the six months ended 31 December 2006 and the year ended 31 December 2007. The total liabilities and the total assets of the Operating Businesses were approximately AUD\$5.3 million (£2.5 million) and AUD\$7.9 million (£3.7 million) respectively, as at 31 December 2007. Whilst Virotec has recently announced a significant contract to supply solid waste treatment services to Nyrstar Hobart Pty Ltd which is expected to generate up to AUD\$3.5 million (£1.65 million) in revenue in 2008, there is no certainty that the Virotec Group will record a profit for the current year or in the near future.

The Board has informed Virotec that it intends to focus all of the enlarged Hydrodec Group's resources on the development of Hydrodec as a major international oil services company. Consequently, Virotec is proposing to sell and the Executive Directors are proposing to acquire the Operating Businesses, subject to the Scheme becoming Effective, Hydrodec Shareholders passing the Resolution at the General Meeting and Virotec Shareholder consent being obtained in respect of the Disposal at the Virotec General Meeting pursuant to Rule 15 of the AIM Rules.

The consideration for the Disposal will be the sum of AUD\$1 payable to Virotec in cash and the assumption of the liabilities of the Operating Businesses.

Subject to the Scheme becoming Effective, the Resolution being duly passed at the General Meeting and the consent of Virotec Shareholders being obtained at the Virotec General Meeting, it is proposed that Virotec will dispose of the Operating Businesses (which will include the associated liabilities of the Operating Businesses which totalled approximately AUD\$5.3 million (£2.5 million) as at 31 December 2007) to Virotec Holdings Limited, a company which is controlled by Brian Sheeran and Bruno Bamonte, two executive directors of Virotec and currently non-executive Directors of the Company. Brian Sheeran and Bruno Bamonte have agreed to step down from the Board upon the Scheme becoming Effective on the terms set out above.

Following the Disposal Virotec's principal assets will be the Reserve Shares, the royalty referred to above and the shareholding in The Greenhouse Fund. The disposal of the Operating Businesses enables the Hydrodec Group to concentrate on its core business.

The Company entered into an agreement with Virotec Holdings Limited, a company controlled by the Executive Directors in relation to the Disposal, subject to the conditions referred to above, on 7 May 2008 and under the terms of that agreement the purchaser has given certain warranties to Virotec and an indemnity to Virotec and the Company. The obligations of the purchaser have been guaranteed by the Executive Directors.

Further information on the Scheme

It is intended that the Acquisition will be effected by means of a court-sanctioned scheme of arrangement between Virotec and the Scheme Shareholders under sections 895 to 901 of the 2006 Act. The Scheme is subject to the conditions and certain further terms referred to in Appendix I to the Announcement and to be set out in the Scheme Document. In particular, to become Effective, the Scheme requires the approval of holders of Scheme Shares by the passing of a resolution at the Court Meeting. That resolution must be approved by a majority in number of the Scheme Shareholders present, entitled to vote and voting at the Court Meeting (or at any adjournment thereof), either in person or by proxy, representing not less than 75 per cent. in value of all Scheme Shares which are voted at the Court Meeting (or at any adjournment thereof). The holders of the Excluded Voting Shares will not be able to vote at this meeting, but will separately consent to and undertake to be bound by the Scheme in respect of their interests in Virotec Shares.

Implementation of the Scheme will also require the passing of certain resolutions to facilitate the Acquisition at the Virotec General Meeting, which will be held immediately after the Court Meeting.

Following the Meetings, the Scheme must be sanctioned and the Reduction confirmed by the Court, and will only become effective on delivery to the Registrar of Companies of a copy of the Order and the Order and the Minute being registered by the Registrar of Companies.

Upon the Scheme becoming Effective, it will be binding on all Virotec Shareholders, irrespective of whether or not they attended or voted at the Court Meeting or the General Meeting.

The Acquisition is also conditional upon approval of the Disposal by Virotec Shareholders at the General Meeting and the passing of the Resolution at the General Meeting.

Further details of the Scheme, including the timetable for its implementation, will be set out in the Scheme Document which is expected to be posted to Virotec Shareholders on or around 13 May 2008, and will be available at Virotec's website www.virotec.com, shortly thereafter.

Delisting and re-registration

Hydrodec intends to apply for cancellation of the admission of the Virotec Shares to trading on AIM and to re-register Virotec as a private company, under the relevant provisions of the 2006 Act.

If the Acquisition is effected by way of an Offer and such Offer becomes or is declared unconditional in all respects and sufficient acceptances are received, Hydrodec intends to exercise its rights to acquire compulsorily the remaining Virotec Shares in respect of which the Offer has not been accepted.

Shareholder authority

The Company will need authority to issue up to 68,271,528 New Hydrodec Shares in connection with the Acquisition. At the Company's General Meeting on 5 November 2007, Hydrodec Shareholders passed a resolution granting the Directors authority to allot Ordinary Shares up to a maximum nominal value of £470,000. This is insufficient to allow the Acquisition to proceed. At the General Meeting, therefore, the Company is proposing to authorise the Directors to allot up to 68,271,528 New Hydrodec Shares in connection with the Acquisition. This authority will expire immediately following the Annual General Meeting of the Company in 2009.

Action to be taken

A form of proxy is enclosed in respect of the General Meeting. Whether or not you intend to attend the General Meeting, you are asked to complete and return the form of proxy in accordance with the instructions printed thereon so as to be received by the Company's registrars, Capita Registrars, not later than forty-eight hours before the General Meeting.

Completion and return of the form of proxy will not preclude you from attending the General Meeting and voting in person, if you so wish.

Recommendation

The Hydrodec Independent Directors consider the proposals put to the Hydrodec Shareholders as described in this letter to be in the best interests of the Company and Hydrodec Shareholders as a whole.

Accordingly, the Hydrodec Independent Directors unanimously recommend that you vote in favour of the Resolution. The Hydrodec Independent Directors intend to vote in favour of the Resolution in respect of their own beneficial shareholdings (direct and indirect), amounting to 5,637,500 Ordinary Shares (representing approximately 2.77 per cent. of the Company's ordinary issued share capital).

Yours faithfully

John Gunn
(Chairman)

Hydrodec Group plc

(the “Company”)

(Incorporated in England and Wales with registered number 05188355)

Notice of General Meeting

Notice is hereby given that a General Meeting of shareholders of Hydrodec Group plc (the “Company”) will be held at 80 Cannon Street, London EC4N 6HL on 6 June 2008 at 10.00 a.m. to consider and, if thought fit, to pass the following resolution as an ordinary resolution:

RESOLUTION

1. **THAT** in addition to all other such authorities the Directors be and they are hereby generally and unconditionally authorised in accordance with section 80 of the Companies Act 1985 to exercise all the powers of the Company to allot up to an aggregate of 68,271,528 new ordinary shares of 0.5 pence each in the capital of the Company in relation to the proposed Acquisition as referred to in the Company’s circular to shareholders of even date provided that this authority shall expire at the conclusion of the Annual General Meeting of the Company to be held in 2009, 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.

By Order of the Board

R D Sargent
Secretary

Registered Office

6th Floor
80 Cannon Street
London EC4N 6HL

13 May 2008

Notes:

- 1 A member entitled to attend and vote at the Meeting may appoint one or more proxies to attend, speak and vote instead of him. A proxy need not be a member of the Company.
- 2 A form of proxy is provided with this notice. Completion and return of such a proxy will not prevent a member from attending the Meeting and voting in person.
- 3 To be effective, the form of proxy 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, Capita Registrars, Hydrodec Group Plc, The Registry, 34 Beckenham Road, Beckenham, Kent BR3 4BR, not less than 48 hours before the time of the holding of the Meeting or any adjournment thereof.
- 4 Pursuant to regulation 41(1) of the Uncertificated Securities Regulations 2001 (2001 No. 3755), the Company has specified that only those members registered on the register of members of the Company at 10.00 a.m. on 4 June 2008 or, in the event that the Meeting is adjourned, on the register of members 48 hours before the time of any adjourned meeting, shall be entitled to attend and vote at the Meeting in respect of the number of Ordinary Shares registered in their name at that time. Changes to the register of members after 10.00 a.m. on 4 June 2008 or, in the event that the meeting is adjourned, 48 hours before the time of any adjourned meeting, shall be disregarded in determining the right of any person to attend and vote at the Meeting.

