

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION.

It contains the Resolutions to be voted on at the General Meeting of the Company to be held at the offices of Dechert LLP, 160 Queen Victoria Street, London EC4V 4QQ at 12.00 p.m. on 6 April 2009. If you are in any doubt about what action you should take, you should consult your stockbroker, bank manager, solicitor or other independent financial adviser authorised under the Financial Services and Markets Act 2000 (as amended) immediately.

Copies of this document will be available free of charge for a period of one month at the Company's registered office, Technium II, Kings Road, Swansea Waterfront, Swansea, SA1 8PJ, during normal business hours.

If you have sold or otherwise transferred all of your Ordinary Shares, please forward this document and the accompanying Form of Proxy for use in relation to the General Meeting as soon as possible 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.

The Directors, whose names appear on page 5 of this document, accept responsibility, both collectively and individually, for the information contained in this document. To the best of the knowledge and belief of the Directors (who have taken all reasonable care to ensure that such is the case), the information contained in this document is in accordance with the facts and does not omit anything likely to affect the import of such information.

Application will be made to the London Stock Exchange plc for the Placing Shares to be admitted to trading on AIM. It is expected that Admission will become effective and that dealings in the Placing Shares will commence at 8.00 a.m. on 7 April 2009.

ENFIS GROUP PLC

(Incorporated and registered in England and Wales with registered no. 6133765)

Proposed Placing of 5,600,000 new Ordinary Shares at 36 pence per share and Notice of General Meeting

Your attention is drawn to the letter from the Chairman of the Company which recommends that you vote in favour of the Resolutions to be proposed at the General Meeting.

Notice of a General Meeting of Enfis Group plc to be held at the offices of Dechert LLP, 160 Queen Victoria Street, London EC4V 4QQ at 12.00 p.m on 6 April 2009 is set out at the end of this document. A Form of Proxy for use in connection with the General Meeting is also enclosed with this document. The Form of Proxy should be completed and returned to the Company's registrars, Capita Registrars Limited, The Proxy Department, PO Box 25, Beckenham, Kent, BR3 4BR in accordance with the instructions printed on it as soon as possible and, in any event, so as to be received no later than 12.00 p.m. on 4 April 2009. Completion and return of a Form of Proxy will not preclude Shareholders from attending and voting in person at the General Meeting should they so wish.

Noble & Company Limited, which is authorised and regulated in the United Kingdom by the FSA, is acting exclusively as nominated adviser and broker to the Company in relation to the Placing. The responsibilities of Noble & Company Limited as the Company's nominated adviser and broker under the AIM Rules are owed solely to the London Stock Exchange plc and are not owed to the Company or to any Director, Shareholder or any other person, in respect of his decision to acquire shares in the Company in reliance on any part of this document, or otherwise. Noble & Company Limited is not making any representation or warranty, express or implied, as to the contents of this document. Noble & Company Limited will not be offering advice and will not be responsible for providing customer protections to recipients of this document in respect of the Placing or any acquisition of shares in the Company.

The distribution of this document in jurisdictions other than the UK may be restricted by law and therefore persons into whose possession this document and/or the accompanying Form of Proxy comes should inform themselves about and observe such restrictions. Any failure to comply with such restrictions may constitute a violation of the securities laws of any such jurisdiction.

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PLACING STATISTICS

Total number of Existing Ordinary Shares	9,382,863
Placing Shares being placed on behalf of the Company*	5,600,000
Placing Shares as a percentage of the existing issued share capital*	59.68%
Placing Shares as a percentage of the Enlarged Share Capital*	37.38%
Total number of Ordinary Shares in issue following Admission*	14,982,863
Placing Price	36 pence
Market capitalisation following completion of the Placing at the Placing Price*	£5.39 million
Gross proceeds of the Placing	£2.02 million
Net proceeds of the Placing	£1.78 million

* Assuming full subscription of the Placing Shares

EXPECTED TIMETABLE

Last time and date for receipt of Forms of Proxy	12.00 p.m. on 4 April 2009
General Meeting	12.00 p.m. on 6 April 2009
Admission of the Placing Shares to AIM	8.00 a.m. on 7 April 2009
CREST stock accounts credited for Placing Shares	7 April 2009
Definitive share certificates for Placing Shares dispatched (if applicable)	14 April 2009

DEFINITIONS

The following definitions apply throughout this document and in the accompanying Form of Proxy unless the context requires otherwise:

“Admission”	admission of the Placing Shares to trading on AIM becoming effective in accordance with the AIM Rules;
“AIM”	AIM, a market regulated by the London Stock Exchange;
“AIM Rules”	the rules for AIM companies and their nominated advisers published by the London Stock Exchange governing admission to and the operation of AIM (as amended from time to time);
“CAGR”	compound annual growth rate;
“Companies Act”	the Companies Act 1985 (as amended) or the Companies Act 2006 to the extent in force at the date of this document;
“Company”	Enfis Group plc, a company incorporated and registered in England and Wales with company number 6133765;
“CREST”	the United Kingdom paperless share settlement system of which Euroclear UK & Ireland Limited is the Operator (as defined in the Uncertificated Securities Regulations 2001 (SI 2001/3755));
“Directors”	the directors of the Company, whose names are set out on page 5 of this document;
“DPSP Plan”	the Enfis Group plc Deferred Payment Share Purchase Plan, adopted by the Company at its 2008 annual general meeting;
“Enlarged Share Capital”	the Company’s issued share capital immediately after the completion of the Placing;
“Existing Ordinary Shares”	the existing Ordinary Shares in issue at the date of this document, prior to the Placing;
“Form of Proxy”	the form of proxy enclosed with this document for use by Shareholders in connection with the General Meeting;
“FSA”	the UK Financial Services Authority;
“General Meeting”	the General Meeting of the Company to be held at the offices of Dechert LLP, 160 Queen Victoria Street, London EC4V 4QQ at 12.00 p.m on 6 April 2009, notice of which is set out at the end of this document;
“Group”	the Company and its subsidiaries from time to time;
“London Stock Exchange”	London Stock Exchange plc;
“Noble”	Noble & Company Limited;
“Ordinary Shares”	the ordinary shares of 10 pence each in the capital of the Company;
“Placing Agreement”	the conditional agreement dated 11 March 2009 between Noble and the Company, relating to the Placing;

“Placing Price”	36 pence per Placing Share;
“Placing”	the proposed placing by Noble, as agent for the Company, of the Placing Shares at the Placing Price on the terms of the Placing Agreement;
“Placing Shares”	5,600,000 new Ordinary Shares to be allotted on the terms of the Placing Agreement;
“Resolutions”	the resolutions to be proposed at the General Meeting, as set out in the notice of General Meeting at the end of this document;
“Shareholders”	holders of Ordinary Shares at the date of this document;
“Share Option Schemes”	the Enterprise Management Incentive Share Option Scheme and the Executive Share Option Scheme; and
“UK”	the United Kingdom of Great Britain and Northern Ireland.

PART 1

LETTER FROM THE CHAIRMAN



*(Incorporated and registered in England and Wales with registered no.6133765)
Registered office: Technium II, Kings Road, Swansea Waterfront, Swansea, SA1 8PJ*

Directors:

Simon John Gibson (*Non-Executive Chairman*)
Shaun Piers Oxenham (*Chief Executive Officer*)
Giles Alexander Davies (*Chief Financial Officer*)
Gareth Jones (*Chief Technical Officer*)
Andrew William Nelson (*Non-Executive Director*)
Owen Griffith Ronald Jones (*Non-Executive Director*)
John Corelli James Thynne (*Non-Executive Director*)

12 March 2009

To all Shareholders and, for information only, holders of options under the Share Option Schemes

Dear Shareholder,

Proposed Placing and notice of General Meeting

1 Introduction

The Directors announced today that Enfis Group plc intends, subject to certain conditions, to raise £2.02 million before expenses (approximately £1.78 million after expenses), by way of a share placing.

It is intended that proceeds from the proposed Placing will be used to fund additional working capital for the Company, including financing the additional investment which will be required to support the expanding operations of the Company in North America. Further details of the Placing are set out in section 5 of this letter. The Company has also today announced its preliminary results for the year ended 31 December 2008.

The Company was admitted to trading on AIM in March 2007 with a strategy to continue to develop its solid state lighting products and in particular to target the architectural, entertainment and retail segments of the illumination market. The £3.9 million (net of expenses) which the Company raised on admission, and £538,388 (before expenses) which it raised in a subsequent placing, has to date been used largely to complete development of the product set, complete the outsource manufacturing processes and put in place a significant sales pipeline. Additional funds through the proposed Placing are now required by the Company to progress its strategy, particularly with regard to enabling the Company to target the North American market and provide working capital for future growth.

The Placing is conditional, *inter alia*, upon the Company obtaining approval from its Shareholders to increase its authorised share capital, grant authority to the Directors to allot the Placing Shares and to disapply pre-emption rights which would otherwise apply to the allotment of the Placing Shares. The Placing is also conditional on Admission.

The purpose of this document is to explain the background to and reasons for the Placing, to explain why the Directors consider the Placing to be in the best interests of the Company and its Shareholders and why the Directors unanimously recommend that you vote in favour of the Resolutions to be proposed at the General Meeting. A notice convening a General Meeting to be held at the offices of Dechert LLP, 160 Queen Victoria Street, London EC4V 4QQ at 12.00 p.m on 6 April 2009, at which the Directors will seek your approval for the Resolutions, is to be found at the end of this document.

2 Background to and reasons for the Placing

The Company was admitted to AIM in March 2007, raising £3.9 million of funds to develop its technology and expand its production. When the Company listed on AIM it was at an early stage in its development with manufacturing, sales and product delivery defined but unproven.

During the last 18 months the Company has shipped products to customers at significant volume, which has proven the capabilities of its outsourced manufacturing processes. In terms of expanding its presence in the market, the Company has launched two additional products, the UNO Plus and QUATTRO MINI. In addition, the Company has launched the Lighting Evolution Centre – a facility where customers can examine the Company's existing product range and discuss the adaptation of the Company's products to suit their needs.

The Company has also, since its admission to AIM, opened sales offices in North America and Shanghai and signed several volume supply contracts with customers. The Company is therefore well positioned to take advantage of an exciting opportunity in what continues to be a high-growth market.

The Placing is required to provide additional working capital to allow the Company to address any upside in current revenue forecasts that may occur, and to invest additional funding in the North American operation, to provide technical assistance to the sales office, which is intended to help accelerate revenue.

3 Current trading and prospects

Enfis is currently trading in line with market expectations. During the year ended 31 December 2008 the Company has delivered a 430 per cent. increase in revenue on the previous year, and a significant improvement in its gross margin. The markets that the Company targets are forecast to grow at approximately 45 per cent. CAGR over the next 2 years. The Company has maintained low levels of operational and financial gearing.

4 Results

The Company has today announced its preliminary results for the year to 31 December 2008 ("Results"). The Results are summarised below:

- Revenue up 430 per cent. to £1.6 million, in line with expectations (2007: £307,000)
- Gross profit of £605,000 (2007: £38,000)
- Year end cash of £641,000
- Reduced loss for the year of £1.3 million (2007: £1.9 million)
- Contracted approximately £800,000 of advance sales for 2009 and £2.2 million for 2010.

5 Details of the Placing

The Company announced today that it intends to raise approximately £2.02 million, £1.78 million net of expenses, through the issue of 5,600,000 new Ordinary Shares at the Placing Price pursuant to the Placing.

The Placing Price represents a discount of approximately 20 per cent. to the closing mid-market price of 45 pence per Ordinary Share as at 11 March 2009, the latest practicable date prior to the announcement of the Placing. The Placing Shares will, when issued, rank *pari passu* in all respects with the Existing Ordinary Shares, including the right to receive dividends and other distributions declared following Admission.

The Placing Shares will represent approximately 37.38 per cent. of the Enlarged Share Capital. The Placing is being made on a non pre-emptive basis as the time and costs associated with a pre-emptive offer are considered by the Directors to be excessive.

Application will be made by the Company for the Placing Shares to be admitted to trading on AIM. Subject to completion of the Placing, it is expected that the Placing Shares will be admitted to trading on AIM and that dealings in the Placing Shares will commence at 8.00 a.m. on 7 April 2009.

The issue of the Placing Shares is conditional, *inter alia*, upon:

- a. the approval of the Resolutions at the General Meeting;
- b. the Placing Agreement becoming unconditional in all respects and not having been terminated in accordance with its terms; and
- c. Admission;

in each case by no later than 8.00 a.m. on 7 April 2009 (or such later time and date as the Company and Noble may agree, being not later than 20 April 2009).

Pursuant to the terms of the Placing Agreement, Noble has conditionally agreed to use its reasonable endeavours, as agent to the Company, to place the Placing Shares at the Placing Price with certain institutional and other investors. The above obligations are subject to certain conditions including those listed above.

In consideration of its services in connection with the Placing, the Company will pay to Noble an advisory fee of £60,000, a commission of 6 per cent. of the aggregate value at the Placing Price of the Placing Shares placed by Noble and a commission of 0.5 per cent. of the aggregate value at the Placing Price of the Placing Shares placed by Finance Wales plc and certain high net worth individuals, together with all reasonable expenses and any applicable value added tax.

The Placing Agreement contains warranties given by the Company with respect to its business and the Group and certain matters connected with the Placing. In addition, the Company has given certain indemnities to Noble in connection with the Placing and Noble's performance of services in relation to the Placing. Noble is entitled to terminate the Placing Agreement in specified circumstances.

6 The DPSP Plan

At its annual general meeting in 2008, the Company adopted the DPSP Plan by special resolution. The terms of the DPSP Plan permitted the Company to establish an employee benefit trust for the purpose of assisting with the incentivisation of the executive directors of the Company. Following consideration, the Directors wish to amend the rules of the DPSP Plan so that any employee of the Company could be a participant, as this would better enable the Company to incentivise key employees.

The Directors have accordingly proposed Resolution 4 for consideration at the General Meeting which, if passed, will amend the rules of the DPSP Plan. The amendment to be made is to amend the definition of Participants from the executive directors to any employee of the Company.

7 Working capital

The Directors are of the opinion that, having made due and careful enquiry and having regard to the proceeds of the Placing receivable by the Company, the working capital available to the Group will be sufficient for its present requirements, that is, for at least the next twelve months from the date of Admission.

8 Lock-in arrangements

Each of the Directors has undertaken to the Company and Noble that, except in certain limited circumstances, they will not dispose of any interest in the Ordinary Shares held by them as at the date of Admission for a period of 6 months from the date of Admission without the consent of Noble.

Furthermore, for a further period of 6 months the Directors have undertaken only to dispose of any Ordinary Shares through Noble, or the Company's broker from time to time.

9 Directors' Shareholdings

The beneficial and non-beneficial interests of the Directors in Ordinary Shares (not including unexercised options over the Ordinary Shares) on the date of this document and following the Placing are set out below:

<i>Name</i>	<i>Number of Ordinary Shares prior to the Placing</i>	<i>Percentage of the issued ordinary share capital prior to the Placing</i>	<i>Number of Ordinary Shares following the Placing</i>	<i>Percentage of issued ordinary share capital following the Placing</i>
Simon Gibson ¹	nil	nil	18,000	0.12%
Shaun Oxenham	40,368	0.43%	40,368	0.27%
Giles Davies	nil	nil	nil	nil
Gareth Jones	37,794	0.40%	37,794	0.25%
Drew Nelson	809,274	8.63%	944,274	6.30%
Ron Jones	nil	nil	45,000	0.30%
John Thynne	5,268	0.06%	5,268	0.04%
	<u>892,704</u>		<u>1,090,704</u>	

¹ Simon Gibson is a director of Wesley Clover Wales Limited, which holds 1,750,854 Ordinary Shares

The above table reflects the stated intentions of Drew Nelson, Ron Jones and Simon Gibson to subscribe for 135,000 Placing Shares, 45,000 Placing Shares and 18,000 Placing Shares respectively.

The following options over the Ordinary Shares are held by the Directors pursuant to the Share Option Schemes:

<i>Name</i>	<i>Options at the exercise price of 0.1 pence</i>	<i>Options at the exercise price of £1.15¹</i>	<i>Options at the exercise price of 72 pence²</i>	<i>Total Options</i>
Simon Gibson	30,000	3,000	9,000	42,000
Shaun Oxenham	180,000	15,000	54,000	249,000
Giles Davies	nil	15,000	60,000	75,000
Gareth Jones	180,000	15,000	54,000	249,000
Drew Nelson	nil	3,000	9,000	12,000
Ron Jones	nil	3,000	9,000	12,000
John Thynne	30,000	3,000	9,000	42,000

1 25 per cent. of each Director's holding of these options cannot be exercised until 2 January 2010

2 25 per cent. of each Director's holding of these options cannot be exercised until 2 January 2010, and a further 25 per cent. cannot be exercised until 2 January 2011

The above share interests (both issued shares and options) held by the Directors at the date of this document represent 14.92 per cent. of the Company's current fully diluted issued share capital (shares and options in issue).

10 General Meeting and action to be taken

A notice convening the General Meeting to be held at the offices of Dechert LLP, 160 Queen Victoria Street, London EC4V 4QQ at 12.00 p.m. on 6 April 2009 is set out at the end of this document. The Resolutions to be proposed at that meeting are to empower the Directors to allot equity securities for cash and to do so otherwise than in accordance with the statutory pre-emption provisions, as set out in the Companies Act, in connection with the Placing and otherwise.

Resolution 1 proposes to increase the authorised share capital of the Company from £1,500,000 to £2,500,000 (an increase of 66 per cent.) by the creation of 10,000,000 new Ordinary Shares of 10 pence each, ranking *pari passu* in all respects with the Existing Ordinary Shares in the capital of the Company. This is being proposed in order to maintain the headroom required by the Share Option Schemes and to allow the Company the flexibility to make further share issues in the future, although no such share issues are currently contemplated or will be authorised pursuant to the Resolutions.

The authority proposed to be given to the Directors to allot further Ordinary Shares in the capital of the Company requires the prior authorisation of the Shareholders at a general meeting under Section 80 of the Companies Act. Following the passing of Resolution 2, the Directors will have authority to allot new Ordinary Shares in an aggregate nominal amount of up to £588,000. This authority will be in addition to any existing authorities which have been granted to the Directors.

Following the passing of Resolution 3 the Directors will have authority under section 95 of the Companies Act to allot, for cash, new Ordinary Shares in an aggregate nominal amount of up to £588,000 (being the total aggregate value of the Placing Shares plus five per cent., in line within the Company's usual practice and the authority granted at the Company's 2008 annual general meeting), without being required first to offer such securities to Shareholders in accordance with statutory pre-emption rights. This authority will be in addition to any existing authorities which have been granted to the Directors.

If Resolution 4 is passed, the DPSP Plan rules will be amended to enable any employee of the Company to be eligible to be a participant in the DPSP Plan.

A Form of Proxy for use by Shareholders in connection with the General Meeting is attached at the end of this document. Whether or not you propose to attend the General Meeting in person,

you are requested to complete the Form of Proxy in accordance with the instructions printed on it and to return it to the Company's registrars, Capita Registrars Limited, The Proxy Department, PO Box 25, Beckenham, Kent, BR3 4BR, as soon as possible and in any event so as to arrive no later than 12.00 p.m. on 4 April 2009. Completion and return of the Form of Proxy will not preclude you from attending the General Meeting and voting in person should you so wish.

11 Enterprise Investment Scheme ("EIS") and Venture Capital Trust ("VCT")

The Company has received confirmation from Her Majesty's Revenue & Customs that it is a qualifying company and that the Placing Shares are eligible shares under the EIS legislation, and that the Company is a qualifying holding under the VCT legislation.

The availability of tax reliefs under the EIS and VCT legislation will depend, *inter alia*, upon the investor and the Company satisfying certain qualifying conditions, some of which must be satisfied for a future period of not less than three years. The Company cannot guarantee that it will conduct its activities so as to maintain its status under the EIS and VCT legislation, although the Directors do intend to do so in so far as possible.

This document does not constitute tax advice. Investors should consult appropriate professional advisers.

12 Recommendation

The Directors consider the terms of the Placing and the amendment to the terms of the DPSP Plan to be in the best interests of the Company and accordingly recommend that you vote in favour of the Resolutions at the General Meeting as they intend to do in respect of their own holdings of Ordinary Shares, representing 892,704 Ordinary Shares, being 9.51 per cent. of the current issued ordinary share capital of the Company.

Yours faithfully,

Simon Gibson
Chairman

PART 2

NOTICE OF GENERAL MEETING



(Incorporated and registered in England and Wales with registered no.6133765)

NOTICE IS HEREBY GIVEN that a General Meeting of Enfis Group plc (the “**Company**”) will be held at the offices of Dechert LLP, 160 Queen Victoria Street, London EC4V 4QQ at 12.00 p.m. on 6 April 2009 for the purpose of considering and, if thought fit, passing the following resolutions as ordinary and special resolutions as indicated:

ORDINARY RESOLUTIONS

1. THAT the authorised share capital of the Company be and is hereby increased from £1,500,000 to £2,500,000 by the creation of 10,000,000 ordinary shares of 10 pence each, having the same rights in all respects as the existing ordinary shares in the capital of the Company.
2. THAT, in addition to any existing authority, the Directors be and they are hereby generally and unconditionally authorised for the purposes of section 80 of the Companies Act 1985 (as amended) (the “Act”) to allot and make offers and agreements to allot relevant securities as defined in section 80(2) of the Act up to an aggregate nominal amount of £588,000, provided that this authority shall expire at the conclusion of the next annual general meeting of the Company after the date of the passing of this resolution or 15 months after the date of the passing of this resolution (if earlier) unless renewed or extended prior to such time except that the Company may before the expiry of such period make an offer or agreement which would or might require relevant securities to be allotted after the expiry of such period and the Directors may allot relevant securities in pursuance of such offer or agreement as if the authority conferred hereby had not expired. This authority is in addition to any existing like authority, which shall remain in effect in accordance with the terms on which it was granted.

SPECIAL RESOLUTIONS

3. THAT, in addition to any existing authority and subject to the passing of resolution 2 above, the Directors be and they are hereby empowered pursuant to section 95 of the Act to allot equity securities (as defined in section 94 of the Act) for cash as if section 89(1) of the Act did not apply to any such allotment provided that the power conferred by this resolution shall be limited to the allotment of equity securities up to an aggregate nominal amount of £588,000 and shall expire at the conclusion of the next annual general meeting of the Company after the date of passing of this resolution or 15 months after the date of passing of this resolution (if earlier) unless renewed or extended prior to such time except that the Company may, before the expiry of any power contained in this resolution, 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 the power conferred hereby had not expired. This authority is in addition to any existing like authority, which shall remain in effect in accordance with the terms on which it was granted.
4. THAT the approved terms of the Enfis Group plc Deferred Payment Share Purchase Plan be and hereby are amended as follows: the definition of “Participants” shall be amended to “any employee of the Company from time to time”.

Dated: 12 March 2009

By Order of the board
Giles Davies
Secretary

Registered Office:
Technium II
Kings Road
Swansea Waterfront
Swansea
SA1 8PJ

Notes

- (1) A member entitled to attend and vote at the meeting convened by this notice is entitled to appoint one or more proxies to attend and, on a poll, to vote instead. A proxy need not be a member of the Company.
- (2) A shareholder may appoint more than one proxy in relation to the meeting provided that each proxy is appointed to exercise the rights attached to a different share or shares held by him. Please indicate the proxy holder's name and the number of shares in relation to which they are authorised to act as your proxy (which, in aggregate, should not exceed the number of shares held by you). Please also indicate if the proxy instruction is one of multiple instructions being given. All forms must be signed and should be returned together in the same envelope. A failure to specify the number of shares each proxy appointment relates to or specifying a number in excess of those held by you may result in the appointment being invalid.
- (3) A form of proxy is enclosed and, to be valid, must be lodged at the offices of the Company's registrars not less than 48 hours before the time appointed for the holding of the meeting. Members submitting a proxy are not precluded from attending the meeting and voting if they wish to do so.
- (4) The Company specifies, pursuant to Regulation 41 of the Uncertificated Securities Regulations 2001, that only those Shareholders entered in the register of members of the Company at 6.00 p.m. on 3 April 2009 shall be entitled to attend and vote at the meeting in respect of the number of Ordinary Shares registered in their respective names at that time. Changes to entries in the register of members after 6.00 p.m. on 3 April 2009 shall be disregarded in determining the right of a person to attend and vote at the meeting. If the meeting is adjourned to a time not more than 48 hours after the specified time applicable to the original meeting, that time will also apply for the purpose of determining the entitlement of members to attend and vote at the adjourned meeting. If, however, the meeting is adjourned for a longer period then, to be entitled, members must be entered on the register of members at the time which is 48 hours before the time fixed for the adjourned meeting or, if the Company gives notice of the adjourned meeting, at the time specified in that notice.
- (5) CREST members who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service may do so for the meeting convened by this notice and any adjournment(s) thereof by using 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.

In order for a proxy appointment or instruction made using the CREST service to be valid, the appropriate CREST message (a "CREST Proxy Instruction") must be properly authenticated in accordance with CRESTCo's specifications and must contain the information required for such instructions, as described in the CREST Manual. The message, regardless of whether it constitutes the appointment of a proxy or to an amendment to the instruction given to a previously appointed proxy must, in order to be valid, be transmitted so as to be received by the issuer's agent (ID RA10) by the latest time(s) for receipt of proxy appointments specified in the notice of meeting. For this purpose, the time of receipt will be taken to be the time (as determined by the timestamp applied to the message by the CREST Applications Host) from which the issuer's agent is able to retrieve the message by enquiry to CREST in the manner prescribed by CREST. After this time any change of instructions to proxies appointed through CREST should be communicated to the appointee through other means.

CREST members and, where applicable, their CREST sponsors or voting service providers should note that CRESTCo 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.

- (6) In order to facilitate voting by corporate representatives at the meeting, arrangements will be put in place at the meeting so that:
- (a) if a corporate member 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 the other corporate representatives for that member 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
 - (b) if more than one corporate representative for the same corporate member attends the meeting but the corporate member 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 members 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 to appoint the chairman as a corporate representative as described in (6)(b) above. **The Institute of Chartered Secretaries and Administrators recommends the use of multiple proxies wherever possible in favour of corporate representatives.**

