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If you have sold or otherwise transferred all of your Ordinary Shares in English Wines Group plc, you should send this document, together with the accompanying Form of Proxy as soon as possible, to the stockbroker, bank or other agent through whom the sale or transfer was effected, for transmission to the purchaser or transferee. If you have sold only part of your holding of ordinary shares, please contact your stockbroker, Bank or other agent through whom the sale or transfer was effected.

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ENGLISH WINES GROUP PLC

(incorporated in England and Wales under registered number 4362181)

Notice of Annual General Meeting and Placing of convertible unsecured loan notes 2014

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 5 to 8 of this document and which recommends that you vote in favour of the Resolutions to be proposed at the Annual General Meeting.

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 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. Any 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 United Kingdom should seek appropriate advice before taking any action.

Notice of the Annual General Meeting of the Shareholders to be held at Chapel Down Winery, Small Hythe Road, Tenterden, Kent, TN30 7NG at 10.00 a.m. on Tuesday, 30th June 2009 is set out at the end of this document.

THE ACTION TO BE TAKEN BY SHAREHOLDERS IS SET OUT IN THIS DOCUMENT. Please complete, sign and return the enclosed Form of Proxy in accordance with the instructions printed thereon so as to be received by Capita Registrars Limited, The Registry, 34 Beckenham Road, Beckenham, Kent BR3 4TU as soon as possible but in any event no later than 10.00 a.m. on 26th June 2009. Completion and posting of the Form of Proxy does not prevent a shareholder from attending and voting in person at the Annual General Meeting.

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PLACING STATISTICS

Placing Price	£1.00 per Loan Note
Estimated net proceeds of the Placing receivable by the Company	£1,080,000
Existing issued share capital	42,324,664
Number of Loan Notes being placed by the Company	1,100,000
Number of Conversion Shares capable of being issued, assuming conversion of all of the Loan Notes	11,000,000
Number of Conversion Shares as a percentage of the existing issued share capital	26.0 per cent.

EXPECTED TIMETABLE OF PRINCIPAL EVENTS

Circular posted to Shareholders	5th June 2009
Latest time and date for receipt of Forms of Proxy from Shareholders in respect of the Annual General Meeting	10.00 a.m. on 26th June 2009
Annual General Meeting	10.00 a.m. on 30th June 2009
Despatch of Loan Note certificates	by 14th July 2009

DIRECTORS, SECRETARY AND ADVISERS

Directors: Paul Brett (*Non-Executive Chairman*)
Frazer Thompson (*Managing Director*)
Richard Woodhouse (*Finance Director*)
Richard Balfour-Lynn (*Non-Executive Director*)
Nigel Wray (*Non-Executive Director*)

Company Secretary: Richard Woodhouse

Registered Office: Chapel Down Winery
Small Hythe Road
Tenterden
Kent
TN30 7NG

Auditors: **Creaseys LLP**
12 Lonsdale Gardens
Tunbridge Wells
Kent
TN1 1PA

Registrars: **Capita Registrars Limited**
The Registry
34 Beckenham Road
Beckenham
BR3 4TU

DEFINITIONS

“Act”	the Companies Act 1985 (as amended)
“Annual General Meeting”	the annual general meeting of the Company convened for 10.00 a.m. on Tuesday, 30th June 2009, notice of which is set out at the end of this document
“Circular”	this document dated 5th June 2009, addressed to the Shareholders
“Company” or “English Wines Group”	English Wines Group plc (registered in England and Wales under company number 4362181)
“Conversion Shares”	the Ordinary Shares which may be issued upon conversion of the Loan Notes, in accordance with the terms of the Loan Note Instrument
“Directors” or “Board”	the Directors of the Company at the date of this document, whose names are set out on page 3 of this document
“Form of Proxy”	the form of proxy for use at the Annual General Meeting which accompanies this document
“Group”	the Company and its subsidiaries and subsidiary undertakings at the date of this document
“Loan Notes”	convertible unsecured loan notes due for redemption on 1 July 2014
“Loan Note Instrument”	the instrument constituting the Loan Notes, a brief description of the terms of which appear in section 4 of the letter from the Chairman of the Company
“Ordinary Shares”	ordinary shares of 5 pence each in the capital of the Company
“PLUS”	means PLUS-quoted, a market operated by PLUS Markets plc
“Resolutions”	the resolutions set out in the notice of Annual General Meeting at the end of this document
“Shareholders”	holders of Ordinary Shares
“UK”	the United Kingdom of Great Britain and Northern Ireland

LETTER FROM THE CHAIRMAN

ENGLISH WINES GROUP PLC

(a company incorporated in England and Wales under registered number 4362181)

Directors:

Paul Brett (*Non-Executive Chairman*)

Frazer Thompson (*Managing Director*)

Richard Woodhouse (*Finance Director*)

Richard Balfour-Lynn (*Non-Executive Director*)

Nigel Wray (*Non-Executive Director*)

Registered Office:

Chapel Down Winery

Small Hythe Road

Tenterden

Kent

TN30 7NG

5th June 2009

To Shareholders and, for information only, share option holders

Dear Shareholder

Notice of Annual General Meeting and Placing of Loan Notes

1. INTRODUCTION

The Board of English Wines Group announced on 5th June 2009 that the Company plans to raise approximately £1.1 million (before expenses) by way of a conditional placing of up to 1.1 million Loan Notes for cash at the Placing Price and without statutory pre-emption rights applying. The net proceeds of the Placing will be used, primarily, to fund the future working capital requirements of the Company. Further details of the use of the Placing proceeds appear in section 2 below.

The Company has received conditional commitments to place the Loan Notes with certain existing shareholders and other investors. The Placing is conditional, *inter alia*, upon the Shareholders passing Resolutions 5 and 6 at the Annual General Meeting. Notice of the Annual General Meeting, which is to be held at Chapel Down Winery, Small Hythe Road, Tenterden, Kent, TN30 7NG at 10 a.m. on Tuesday, 30th June 2009, appears at the end of this document.

The purpose of this document is to convene the Annual General Meeting and 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 Annual General Meeting.

2. BACKGROUND TO AND REASONS FOR THE PLACING

Since 2005, the Company has added 100 acres of land under vine with third party growers and, in 2008, the Company acquired 115 acres of prime land in Kent of which 75 acres were planted with vines in May 2009. As a result of these vineyards coming on stream the Company will require significant increases in working capital to fund the increased supply of grapes. The Company intends to raise £1.1 million (before expenses) through the Placing of the Loan Notes.

Any funds raised through the Placing will be used to fund the working capital requirements of the Company, principally, through providing additional working capital to purchase the increased supply of grapes, the acquisition of winery equipment to process them, the improvement of the car park, access road and other facilities at Chapel Down Winery and investments in developing exports and marketing materials.

3. DETAILS OF THE PLACING

The Company proposes to raise approximately £1,100,000 (before expenses) through the issue of the Loan Notes at the Placing Price. The expenses of the Placing are estimated to be approximately £20,000.

The Company has, conditionally, procured subscribers for the Loan Notes at the Placing Price. The Placing is conditional upon, *inter alia*, upon Resolutions 5 and 6 being duly passed at the Annual General Meeting. The Placing has not been underwritten and there can be no assurance that it will proceed, or that the total amount sought under the Placing will be raised.

The Company has received commitments from Nigel Wray, Paul Brett and Richard Balfour-Lynn (each being non-executive directors of the Company) to subscribe for £389,840, £249,260 and £126,060 Loan Notes respectively (such Loan Notes being equivalent in percentage terms to their existing shareholdings in the Company of 35.44 per cent., 22.66 per cent. and 11.46 per cent. respectively).

The Company is seeking authority from Shareholders to issue up to 1.1 million Loan Notes for cash, without statutory pre-emption rights applying. In the event that all such Loan Notes were issued under the Placing and subsequently converted into Conversion Shares under the terms of the Loan Note Instrument, such Conversion Shares would represent a 26 per cent. increase in the existing issued share capital of the Company and 20.6 per cent. of the share capital of the Company as enlarged by the issue of such Conversion Shares.

4. TERMS OF THE LOAN NOTE INSTRUMENT

The Loan Notes will pay interest quarterly in arrears on 30th September, 31st December, 31st March and 30th June in each year at a rate of 8 per cent. per annum. with the first payment being made on 30th September 2009. Any capital or interest which is not paid when due will attract additional interest at a rate of 2 per cent. per annum, which will be compounded on a monthly basis. A minimum subscription of £50,000 is required to subscribe for the Loan Notes.

The Loan Notes are capable of being converted at the discretion of the Loan Note holder at a price of 10 pence per Conversion Share between the period commencing on the third anniversary of the date on which the relevant Loan Notes are issued (as evidenced by the date on the certificate issued in respect of the Loan Notes) and ending on the fifth anniversary of such date (the "**Exercise Period**").

If not previously converted, the Loan Notes will be redeemed by the Company on 1st July 2014. The Loan Notes are capable of being redeemed at the election of the noteholders at any time during the Exercise Period. The Loan Notes will not be admitted to trading on PLUS or any other stock exchange and are not transferable under the terms of the Loan Note Instrument.

The Loan Notes will be immediately redeemed upon the service of notice by the Loan Note holder at par together with accrued, but unpaid, interest upon, *inter alia*, the failure by the Company to pay any interest payable or any other amount on the Note within 10 business days after the due date for payment or the occurrence of certain insolvency events.

The Loan Note Instrument provides for certain adjustments (as certified by the Company's auditor) to be made to the conversion price upon any sub-division or consolidation of Ordinary Shares or any issue of securities or other instruments convertible into shares in the Company, or any grant of options, warrants or other rights to subscribe for, or call for the allotment or issue of, shares in the Company with an issue or exercise price which is less than 10 pence.

Assuming that £1,100,000 in nominal value of Loan Notes are issued under the Placing and assuming the full conversion of such Loan Notes, 11,000,000 Conversion Shares would be issued by the Company, which would represent a 26 per cent. increase in the existing issued share capital of the Company. Following the issue of the Conversion Shares, and provided that the Ordinary Shares are quoted on PLUS at such time, the Company is required to make an application for admission of the Conversion Shares to trading on PLUS.

The Conversion Shares will rank *pari passu* in all respects with the Ordinary Shares, including the right to receive all dividends and other distributions declared on or after the date on which they are issued.

5. ANNUAL GENERAL MEETING

You will find set out at the end of this document a notice convening the Annual General Meeting of the Company to be held at 10.00 a.m. on Tuesday, 30th June 2009 at Chapel Down Winery, Small Hythe Road, Tenterden, Kent, TN30 7NG. The Resolutions to be proposed at the Annual General Meeting are as follows:

- (i) Resolution 1 is an ordinary resolution to receive the accounts and reports of the Directors and the Auditors for the period ended 31st December 2008.
- (ii) Resolution 2 is an ordinary resolution to approve the re-election of Richard Woodhouse as a Director. In accordance with the Company's Articles of Association (the "Articles") up to two directors will retire by rotation at this year's Annual General Meeting. Richard Woodhouse is applying for re-election. Richard Balfour-Lynn also retires by rotation and is not standing for re-election. The Board wishes to express their gratitude for his contribution and continued support of the Company.
- (iii) Resolution 3 is an ordinary resolution to approve the re-appointment of Creaseys LLP as auditors of the company and to hold office until the conclusion of the next Annual General Meeting at which accounts are laid before the company.
- (iv) Resolution 4 is an ordinary resolution to approve that the remuneration of Creaseys LLP Auditors be determined by the Directors.
- (v) Resolution 5 is an ordinary resolution to authorise the Directors to allot and issue the Loan Notes and otherwise relevant securities (as defined in section 80(2) of the Act) of up to £888,656 in nominal value (representing one third of the of the existing issued share capital as enlarged by the issue of the maximum number of Conversion Shares). Save for the issue of the Loan Notes, the Directors have no present intention of exercising this authority. Unless revoked, varied or extended, such authority shall expire on the date falling 5 years after the date of the resolution.
- (vi) Resolution 6 is a special resolution which authorises the Directors to allot the Loan Notes up to an aggregate nominal amount of £550,000 and grants further authority to allot equity securities for cash on a non-pre-emptive basis up to an aggregate nominal value of £133,312 (representing 5 per cent. of the existing issued share capital as enlarged by the issue of the maximum number of Conversion Shares) 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 next annual general meeting of the Company, 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 6 is necessary in order to raise capital for the Company by means of the Placing and to give the Company the ability to issue a limited number of securities for cash to third parties should that be desirable.

6. ACTION TO BE TAKEN

Shareholders will find accompanying this document a Form of Proxy for use at the Annual General Meeting. Whether or not you propose to attend the Annual General Meeting in person, Shareholders are requested to complete and sign the Form of Proxy and return it by post or (during normal business hours) by hand to Capita Registrars, The Registry, 34 Beckenham Road, Beckenham, Kent, BR3 4TU as soon as possible and, in any event, so as to arrive no later than 10.00 a.m. on 26th June 2009. The completion and return of a Form of Proxy will not preclude a Shareholder from attending the Annual General Meeting and voting in person, if he or she so wishes.

7. RECOMMENDATION

The Directors unanimously recommend Shareholders to vote in favour of the Resolutions as they intend to do in respect of their own beneficial shareholdings which amount, in aggregate to 29,457,946 Ordinary Shares, representing approximately 69.60 per cent. of the issued Ordinary Shares.

Yours faithfully

Paul Brett
Non-Executive Chairman

ENGLISH WINES GROUP PLC

(the "Company")

(Registered in England and Wales with registered number 4362181)

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that an Annual General Meeting of the Company will be held at 10.00 a.m. on Tuesday, 30th June 2009 at Chapel Down Winery, Small Hythe Road, Tenterden, Kent, TN30 7NG for the purpose of considering as special business and, if thought fit, passing the following resolutions of which resolutions 1 to 5 will be proposed as ordinary resolutions and resolution 6 will be proposed as a special resolution of the Company:-

ORDINARY RESOLUTIONS

Resolution 1:

To receive the accounts and reports of the Directors and the Auditors for the period ended 31st December 2008.

The Directors are required to present to the Annual General Meeting the accounts, and the reports of the Directors and Auditors, for the period ended 31st December 2008. These are contained in the Company's Annual Report.

Resolution 2:

That Richard Woodhouse be re-elected as a Director.

In accordance with the Company's Articles of Association (the "Articles") up to two directors will retire by rotation at this year's Annual General Meeting. Richard Woodhouse was appointed as an executive director in July 2007, and is applying for re-election. Richard Balfour-Lynn is retiring and not applying for re-election.

Resolution 3:

That Creaseys LLP be re-appointed Auditors of the company, to hold office until the conclusion of the next Annual General Meeting at which accounts are laid before the company.

This resolution proposes the re-appointment of Creaseys LLP as Auditors.

Resolution 4:

That the Directors be authorised to determine the remuneration of Creaseys LLP as auditors of the Company.

This resolution gives authority to the Directors to determine the Auditors' remuneration.

Resolution 5:

That, in substitution for any authority which may have been given to the Directors prior to the date of the passing of this resolution pursuant to section 80 of the Companies Act 1985 (the "**Act**"), the Directors be and they are hereby generally and unconditionally authorised pursuant to section 80 of 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 and issue of up to £550,000 in nominal value of equity securities by the issue of the Loan Notes in connection with the Placing; (as such terms are defined in the circular to shareholders dated 5 June 2009); and

- (ii) the allotment (other than pursuant to paragraph (i) above) of relevant securities up to an aggregate nominal amount of £338,656;

and unless previously renewed, revoked, varied or extended, this authority shall expire on the date which is 5 years from the date of the passing of this resolution 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

Resolution 6:

That, conditional upon the passing of resolution 5 above, 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 5 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 and issue of up to £550,000 in nominal value of equity securities by the issue of the Loan Notes; and/or
- (ii) the allotment, otherwise than pursuant to paragraphs (i) above, of equity securities 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 up to an aggregate nominal value equal to £133,312;

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 next annual general meeting of the Company 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.

Registered Office:

Chapel Down Winery
Small Hythe Road
Tenterden
Kent
TN30 7NG

By order of the Board:

Richard Woodhouse
Company Secretary
5 June 2009

Notes:**Entitlement to attend and vote**

- (1) Pursuant to Regulation 41 of the Uncertificated Securities Regulations 2001, only those shareholders registered in the register of members of the Company as at 6.00 p.m. on 26th June 2009 or, if this meeting is adjourned, at 6.00 p.m. on the day two days prior to the adjourned meeting shall be entitled to attend and vote at the Annual General Meeting in respect of the number of shares registered in their name at that time. Changes to entries on the relevant register of securities after 6.00 p.m. on 26th June 2009 or, if this meeting is adjourned, at 6.00 p.m. on the day two days prior to the adjourned meeting, shall be disregarded in determining the rights of any person to attend or vote at this Annual General Meeting.

Appointment of proxies

- (2) A Shareholder entitled to attend and vote at this Annual General Meeting is entitled to appoint one or more proxies to exercise all or any of his/her rights to attend, speak and vote at the Annual General Meeting. You can only appoint a proxy using the procedures set out in these notes and the notes to the proxy form.
- (3) A proxy does not need to be a Shareholder of the Company but must attend the Annual General Meeting to represent you. Details of how to appoint the Chairman of the Annual General Meeting or another person as your proxy using the proxy form are set out in the notes to the proxy form. If you wish your proxy to speak on your behalf at the Annual General Meeting you will need to appoint your own choice of proxy (not the Chairman) and give your instructions directly to them.
- (4) A Shareholder may appoint more than one proxy in relation to the Annual General Meeting provided that each proxy is appointed to exercise the rights attached to a different share or shares held by him. To appoint more than one proxy you may photocopy the proxy form. Please indicate the proxyholders' 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). 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.
- (5) A vote withheld is not a vote in law, which means that the vote will not be counted in the calculation of votes for or against the resolution. If no voting indication is given, your proxy will vote or abstain from voting at his or her discretion. Your proxy will vote (or abstain from voting) as he or she thinks fit in relation to any other matter which is put before the Annual General Meeting.
- (6) The notes to the proxy form explain how to direct your proxy, how to vote on each resolution or how to withhold their vote.
- (7) To appoint a proxy using the proxy form, the form must be:
- completed and signed;
 - sent or delivered to Capita Registrars, The Registry, 34 Beckenham Road, Beckenham, Kent, BR3 4TU; and
 - received by Capita Registrars no later than 10.00 a.m. on 26th June 2009 or 48 hours before any adjournment of the Annual General Meeting.

In the case of a Shareholder which is a company, the proxy form must be executed under its common seal or signed on its behalf by an officer of the company or an attorney for the company.

The original of any power of attorney or any other authority under which the proxy form is signed (or a duly certified copy of such power or authority) must be included with the proxy form.

Appointment of proxy by joint Shareholders

- (8) In the case of joint holders, where more than one of the joint holders purports to appoint a proxy, only the appointment submitted by the most senior holder will be accepted. Seniority is determined by the order in which the names of the joint holders appear in the Company's register of members in respect of the joint holding (the first-named being the most senior).

Changing proxy instructions

- (9) To change your proxy instructions simply submit a new proxy form using the methods set out above. Note that the cut-off time for receipt of proxy appointments (see above) also applies in relation to amended instructions; any amended proxy appointment received after the relevant cut-off time will be disregarded. Where you have appointed a proxy using the proxy form and would like to change the instructions using another proxy form, please contact Capital Registrars, The Registry, 34 Beckenham Road, Beckenham, Kent, BR3 4TU. If you submit more than one valid proxy appointment, the appointment received last before the latest time for the receipt of proxies will take precedence.

Termination of proxy appointments

- (10) In order to revoke a proxy instruction you will need to send a signed hard copy notice clearly stating your intention to revoke your proxy appointment to the registered office of the Company. In the case of a Shareholder which is a company, the revocation notice must be executed under its common seal or signed on its behalf by an officer of the company or an attorney for the company. The original of any power of attorney or any other authority under which the revocation notice is signed (or a duly certified copy of such power or authority) must be included with the revocation notice. The revocation notice must be received by the Company no later than 10.00 a.m. on 26th June 2009. Appointment of a proxy does not preclude you from attending the Annual General Meeting and voting in person. If you have appointed a proxy and attend the Annual General Meeting in person, your proxy appointment will automatically be terminated.

Corporate representatives

- (11) In order to facilitate voting by corporate representatives at the Annual General Meeting, arrangements will be put in place at the Annual General Meeting so that:
- (a) if a corporate member has appointed the Chairman of the Annual General 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 Annual General 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 Annual General Meeting but the corporate member has not appointed the Chairman of the Annual General 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 (a) above. **The Institute of Chartered Secretaries and Administrators recommends the use of multiple proxies wherever possible in favour of corporate representatives.**

Documents on display

- (12) The Memorandum and current Articles of Association of the Company are available for inspection on any day (except Saturday, Sunday and Bank Holidays) up to and including the date of this Annual General Meeting during usual business hours at the registered office of the Company and will, on the date of this Annual General Meeting, be available for inspection at the meeting from 9.00 a.m. until the conclusion of the meeting.

Recommendations

- (13) The Directors consider that the proposals set before the meeting are in the best interests of the Company and its Shareholders in general and are most likely to promote the success of the Company for the benefit of its Shareholders as a whole. The Directors therefore unanimously recommend that you vote in favour of all of the resolutions set out above as they intend to do in respect of their own beneficial holdings.