



Hampden Underwriting plc

(Registered in England No: 05892671)

Annual General Meeting

Explanation of the business to be considered at the Annual General Meeting

Notice of the Annual General Meeting to be held at Boardroom, Bishopsgate Institute, 230 Bishopsgate, London EC2M 4QH
on 18 June 2009 at 4.00pm

Information for shareholders attending the Annual General Meeting

This document is important and requires your immediate attention

If you are in any doubt as to what action you should take, you are recommended to seek your own financial advice from your stockbroker or other independent adviser authorised under the Financial Services and Markets Act 2000. If you have sold or transferred all of your shares in Hampden Underwriting plc, please forward this document, together with the accompanying documents, 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 transmission to the purchaser or transferee.

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Letter from the Chairman of Hampden

Directors (the "Board"):

Sir James Michael Yorrick Oliver (Non-executive Chairman)
John Andrew Leslie (Non-executive Director)
Harold Michael Clunie Cunningham (Non-executive Director)
Jeremy Richard Holt Evans (Non-executive Director)

Registered Office:

Hampden House
Great Hampden
Great Missenden
Buckinghamshire HP16 9RD

26 May 2009

Dear Shareholder

ANNUAL GENERAL MEETING ("AGM") 18 June 2009

I enclose details of our forthcoming Annual General Meeting. I hope you will be able to join us on 18 June 2009.

The notice of the meeting and the proposed resolutions (the "Proposed Resolutions") are set out on page 2 of this letter.

There are three items of ordinary business and three items of special business which will be put to the shareholders at the meeting. These are:

Ordinary business

Annual accounts and the reports of the Directors and Auditors ("Resolution 1")

To receive and adopt the enclosed annual accounts for the year ended 31 December 2008 (the "Accounts"), which include the reports of the Company's Directors and Auditors.

Reappointment of Directors ("Resolution 2")

Pursuant to Article 74 of the Company's Articles of Association, at each AGM one third of the Directors (or, if their number is not three or a multiple of three, the nearest number to but not exceeding one-third) will step down and can offer themselves for re-election. Michael Cunningham is seeking re-election at the AGM. The Board is happy to recommend the reappointment of Michael Cunningham.

Reappointment of Auditors and authority to fix their remuneration ("Resolution 3")

You will be asked to reappoint Littlejohn LLP as Auditors of the Company until the next AGM and authorise the Company's Audit Committee to fix Littlejohn's remuneration.

Special business

New Articles of Association ("Resolution 4")

It is proposed to adopt new Articles of Association with effect from the close of the AGM ("the 18 June 2009 Articles"). These update the Company's current Articles of Association primarily to take account of changes in English company law brought about by provisions of the Companies Act 2006 that are already in force.

Amendments to the Articles of Association ("Resolution 5")

It is proposed to adopt new Articles of Association with effect from 00.01am on 1 October 2009 ("the 1 October 2009 Articles"). These update the 18 June 2009 Articles to ensure compliance with the provisions of the Companies Act 2006 that come into force on 1 October 2009.

With effect from 00.01am on 1 October 2009, it is proposed to delete all of the provisions of the Company's memorandum of association so that the Company's objects will not be restricted.

Forms of proxy

You will find enclosed a form of proxy for the AGM. It covers each of the Proposed Resolutions. If you do not intend to be present at the meeting, please complete, sign and return the form of proxy as soon as possible in accordance with the instructions thereon.

Recommendation

The Directors of the Company consider that all the Proposed Resolutions to be considered at the AGM are in the best interests of the Company and its members as a whole and are most likely to promote the success of the Company for the benefit of its members as a whole. The Directors unanimously recommend that you vote in favour of all the Proposed Resolutions, as those Directors who hold shares intend to do in respect of their own beneficial holdings.

Sir Michael Oliver

Chairman
26 May 2009

Notice of Annual General Meeting

Hampden Underwriting plc

(registered in England and Wales with registered no. 05892671)

(the "Company")

Notice is hereby given that the Annual General Meeting of the Company will be held at Boardroom, Bishopsgate Institute, 230 Bishopsgate, London EC2M 4QH on 18 June 2009 at 4.00pm for the purposes of considering and, if thought fit, passing the following resolutions, resolutions 1-3 (inclusive) as ordinary resolutions and resolutions 4-5 (inclusive) as special resolutions:

Ordinary resolutions

1. THAT the annual accounts for the year ended 31 December 2008, which include the reports of the Company's Directors and Auditors, be received and adopted.
2. THAT Michael Cunningham, who retires pursuant to Article 74 of the Company's Articles of Association and who, being eligible, offers himself for re-election as a Director, be re-elected.
3. THAT Littlejohn LLP be reappointed as Auditors of the Company until the next AGM and that the Company's Audit Committee be authorised to fix Littlejohn's remuneration.

Special resolutions

4. That with effect from the conclusion of this AGM the Articles of Association produced to the meeting and initialled by the Chairman of the meeting for the purpose of identification ("the 18 June 2009 Articles") be adopted as the Articles of Association of the Company in substitution for, and to the exclusion of, the current Articles of Association.
5. That with effect from 00.01am (GMT) on 1 October 2009:
 - (A) the Articles of Association produced to the meeting and initialled by the Chairman of the meeting for the purpose of identification ("the 1 October 2009 Articles") be adopted as the Articles of Association of the Company in substitution for, and to the exclusion of the 18 June 2009 Articles; and
 - (B) all of the provisions of the Company's memorandum of association which, by virtue of section 28 of the Companies Act 2006, are to be treated as provisions of the Company's Articles of Association, be deleted.

By order of the Board

Hampden Legal Plc
Secretary
26 May 2009

Registered Office:

Hampden House
Great Hampden
Great Missenden
Buckinghamshire HP16 9RD

Entitlement to attend and vote

1. Pursuant to Regulation 41 of the Uncertificated Securities Regulations 2001, the Company specifies that only those members registered on the Company's register of members at:

- 5.00pm on 16 June 2009; or,
- if this Meeting is adjourned, at 5.00pm on the day two days prior to the adjourned meeting, shall be entitled to attend and vote at the Meeting.

Changes to the register of members after the relevant deadline shall be disregarded in determining the rights of any person to attend and vote at the AGM.

Appointment of proxies

2. If you are a member of the Company at the time set out in note 1 above, you are entitled to appoint a proxy to exercise all or any of your rights to attend, speak and vote at the Meeting and you should have received a proxy form with this Notice of the 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 member of the Company but must attend the Meeting to represent you. Details of how to appoint the Chairman of the 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 Meeting you will need to appoint your own choice of proxy (not the Chairman) and give your instructions directly to them.
4. You may appoint more than one proxy provided each proxy is appointed to exercise rights attached to different shares. You may not appoint more than one proxy to exercise rights attached to any one share. To appoint more than one proxy, please contact the Company's Registrar at Capita Registrars, The Registry, 34 Beckenham Road, Beckenham, Kent BR3 4TU or you may photocopy the proxy form enclosed with this Notice of the Meeting.
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 Meeting.

Appointment of proxy using hard copy proxy form

6. The notes to the proxy form explain how to direct your proxy, how to vote on each resolution, or withhold their vote.

To appoint a proxy using the proxy form, the form must be:

- completed and signed;
- sent to Capita Registrars Proxy Department, PO Box 25 Beckenham, Kent BR3 4BR or delivered to Capita Registrars at The Registry, 34 Beckenham Road, Beckenham, Kent BR3 4TU; and
- received by Capita Registrars (ID RA 10) no later than 48 hours before the time of this Meeting.

In the case of a member 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.

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 proxies through CREST

7. CREST members who wish to appoint a proxy or proxies by utilising the CREST electronic proxy appointment service may do so for the AGM to be held on 18 June 2009 and any adjournment(s) thereof by utilising the procedures described in the CREST Manual. CREST Personal Members or other CREST sponsored members, and those CREST members who have appointed a voting service provider(s), should refer to their CREST sponsor or voting service provider(s), who will be able to take the appropriate action on their behalf.

In order for a proxy appointment made by means of CREST to be valid, the appropriate CREST message (a CREST Proxy Instruction) must be properly authenticated in accordance with Euroclear UK & Ireland Limited's ("EUI") specifications and must contain the information required for such instructions, as described in the CREST Manual. The message must be transmitted so as to be received by the issuer's agent (ID RA 10) by no later than 48 hours before the time of this 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.

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

Issued shares and total voting rights

8. As at 10.00am on 17 June 2009, the Company's issued share capital comprised 7,413,376 ordinary shares of 10 pence each. Each ordinary share carries the right to one vote at a general meeting of the Company and, therefore, the total number of voting rights in the Company as at 10.00am on 17 June 2009 is 7,413,376.

Documents on display

9. Copies of the following documents will be available for inspection during normal business hours at the registered office of the Company on any weekday (Saturday and public holidays excluded) from 3 June 2009 until the time of the AGM and for at least 15 minutes prior to the AGM and during the AGM:
- copies of the letters of appointment of the Directors of the Company;
 - a copy of the 18 June 2009 Articles; and
 - a copy of the 1 October 2009 Articles.

Communication

10. You may not use any electronic address provided either:

- in this notice of Annual General Meeting; or
- any related documents (including the Chairman's letter and proxy form);

to communicate with the Company for any purposes other than those expressly stated.

Adoption of new Articles of Association

11. It is proposed in Resolutions 4 and 5 to adopt new Articles of Association in order to update the Company's current Articles of Association primarily to take account of the implementation of the Companies Act 2006. Resolution 4 will become effective at the close of the AGM, to ensure compliance with the provisions of the Companies Act 2006 that are already in force. Resolution 5 will only become effective on 1 October 2009, and will ensure compliance with the provisions of the Companies Act 2006 that will come into force on that date.

The principal changes introduced in the 18 June 2009 Articles and 1 October 2009 Articles are summarised in the Appendix. Other changes, which are of a minor, technical or clarifying nature and also some more minor changes which merely reflect changes made by the Companies Act 2006 or conform the language of the 18 June 2009 Articles and 1 October 2009 Articles with that used in the model articles for public companies produced by the Department for Business, Enterprise and Regulatory Reform have not been noted in the Appendix. The 18 June 2009 Articles and 1 October 2009 Articles showing all the changes to the current articles are available for inspection, as noted on page 4 of this document.

Resolutions 4 and 5 will be proposed as special resolutions.

Corporate representatives

12. In order to facilitate voting by corporate representatives at the meeting, arrangements will be put in place at the meeting so that:

- (i) if a corporate shareholder has appointed the Chairman of the meeting as its corporate representative with instructions to vote on a poll in accordance with the directions of all of the other corporate representatives for that shareholder at the meeting, then on a poll those corporate representatives will give voting directions to the Chairman and the Chairman will vote (or withhold a vote) as corporate representative in accordance with those directions; and
- (ii) if more than one corporate representative for the same corporate shareholder attends the meeting but the corporate shareholder has not appointed the chairman of the meeting as its corporate representative, a designated corporate representative will be nominated, from those corporate representatives who attend, who will vote on a poll and the other corporate representatives will give voting directions to that designated corporate representative. Corporate shareholders are referred to the guidance issued by the Institute of Chartered Secretaries and Administrators on proxies and corporate representatives (www.icsa.org.uk) for further details of this procedure. The guidance includes a sample form of representation letter if the Chairman is being appointed as described in (i) above.

Explanatory notes of principal changes to the Company's Articles of Association

Words and expressions not defined in this Appendix shall have the same meaning as is given to them in the Notice of AGM dated 26 May 2009.

A. General changes

Provisions in the current articles which replicate provisions contained in the Companies Act 2006 ("the 2006 Act") are in the main to be removed in the 18 June 2009 Articles and 1 October 2009 Articles. This is in line with the approach advocated by the Government that statutory provisions should not be duplicated in a company's constitution.

Generally the opportunity has been taken to bring clearer language into the 18 June 2009 Articles and 1 October 2009 Articles and in some areas to conform the language of the 18 June 2009 Articles and 1 October 2009 Articles with that used in the model articles for public companies produced by the Department for Business, Enterprise and Regulatory Reform.

B. Changes to reflect certain provisions of the 2006 Act which are already in force (as contained in the 18 June 2009 Articles)**1. Form of resolution**

The current articles contain a provision that, where for any purpose an ordinary resolution is required, a special or extraordinary resolution is also effective and that, where an extraordinary resolution is required, a special resolution is also effective.

This provision is being amended as the concept of extraordinary resolutions has not been retained under the 2006 Act.

2. Variation of class rights

The current articles contain provisions regarding the variation of class rights. The proceedings and specific quorum requirements for a meeting convened to vary class rights are contained in the 2006 Act. The relevant provisions have therefore been removed in the 18 June 2009 Articles.

3. Convening annual general meetings and other general meetings

The provisions in the current articles dealing with the convening of general meetings and the length of notice required to convene general meetings are being amended to conform to new provisions in the 2006 Act. In particular a general meeting to consider a special resolution can be convened on 14 days' notice whereas previously 21 days' notice was required.

4. Votes of members

Under the 2006 Act proxies are entitled to vote on a show of hands whereas under the current articles proxies are only entitled to vote on a poll. The time limits for the appointment or termination of a proxy appointment have been altered by the 2006 Act so that the articles cannot provide that they should be received more than 48 hours before the meeting or in the case of a poll taken more than 48 hours after the meeting, more than 24 hours before the time for the taking of a poll, with weekends and bank holidays being permitted to be excluded for this purpose.

Multiple proxies may be appointed provided that each proxy is appointed to exercise the rights attached to a different share held by the shareholder. Multiple corporate representatives may be appointed (but if they purport to exercise their rights in different ways, then the power is treated as not being exercised).

The 18 June 2009 Articles reflect all of these new provisions.

5. Conflicts of interest

The 2006 Act sets out Directors' general duties which largely codify the existing law but with some changes. Under the 2006 Act, from 1 October 2008 a Director must avoid a situation where he has, or can have, a direct or indirect interest that conflicts, or possibly may conflict with the Company's interests. The requirement is very broad and could apply, for example, if a Director becomes a director of another company or a trustee of another organisation. The 2006 Act allows Directors of public companies to authorise conflicts and potential conflicts, where appropriate, where the Articles of Association contain a provision to this effect. The 2006 Act also allows the Articles of Association to contain other provisions for dealing with Directors' conflicts of interest to avoid a breach of duty.

The 18 June 2009 Articles grant the Directors the power to authorise a Director in relation to any matter proposed to the Board which, is not so authorised, would infringe the duty to avoid conflicts of interest set out in section 175 of the 2006 Act. Furthermore the 18 June 2009 Articles grant the Directors the power to give any such authorisation upon such terms as they see fit and they may vary or terminate any such authorisation at any time.

6. Provision for employees on cessation of business

The 2006 Act provides that the powers of the Directors of a Company to make provision for a person employed or formerly employed by the Company or any of its subsidiaries in connection with the cessation or transfer to any person of the whole or part of the undertaking of the Company or that subsidiary, may only be exercised by the Directors if they are so authorised by the Company's articles or by the Company in general meeting.

The 18 June 2009 Articles provide that the Directors may exercise this power.

7. Governing law

The governing law of the 18 June 2009 Articles is expressed to be English law.

8. Directors' indemnities and loans to fund expenditure

The 2006 Act has in some areas widened the scope of the powers of a Company to indemnify Directors and to fund expenditure incurred in connection with certain actions against Directors. In particular, a Company that is a trustee of an occupational pension scheme can now indemnify a Director against liability incurred in connection with the Company's activities as trustee of the scheme. In addition, the existing exemption allowing a company to provide money for the purpose of funding a Director's defence in court proceedings now expressly covers regulatory proceedings and applies to associated companies.

The 18 June 2009 Articles contain provisions which reflect these changes.

9. Electronic and web communications

Provisions of the 2006 Act which came into force in January 2007 enable companies to communicate with members by electronic and/or website communications.

The 18 June 2009 Articles continue to allow communications to members in electronic form and, in addition, they also permit the Company to take advantage of the new provisions relating to website communications. Before the Company can communicate with a member by means of website communication, the relevant member must be asked individually by the Company to agree that the Company may send or supply documents or information to him by means of a website, and the Company must either have received a positive response or have received no response within the period of 28 days beginning with the date on which the request was sent. The Company will notify the member (either in writing, or by other permitted means) when a relevant document or information is placed on the website and a member can always request a hard copy version of the document or information.

10. Distribution of assets otherwise than in cash

The current articles contain provisions dealing with the distribution of assets in kind in the event of the Company going into liquidation. These provisions have been removed in the 18 June 2009 Articles on the grounds that a provision about the powers of liquidators is a matter for insolvency law rather than the articles and that the Insolvency Act 1986 confers powers on the liquidator which would enable it to do what is envisaged by the current articles.

C. Changes to reflect certain provisions of the 2006 Act which will come into force on 1 October 2009 (as contained in the 1 October 2009 Articles)

1. The Company's objects

The provisions regulating the operations of the Company are currently set out in the Company's memorandum and Articles of Association. The Company's memorandum contains, among other things, the objects clause which sets out the scope of the activities the Company is authorised to undertake. This is drafted to give a wide scope.

The 2006 Act significantly reduces the constitutional significance of a Company's memorandum. The 2006 Act provides that a memorandum will record only the names of subscribers and the number of shares each subscriber has agreed to take in the Company. Under the 2006 Act the objects clause and all other provisions which are currently contained in a Company's memorandum, for existing companies at 1 October 2009, will be deemed to be contained in a Company's Articles of Association but the Company can remove these provisions by special resolution.

Further the 2006 Act states that unless a Company's articles provide otherwise, a Company's objects are unrestricted. This abolishes the need for companies to have objects clauses. For this reason the Company is proposing to remove its objects clause together with all other provisions of its memorandum which, by virtue of the 2006 Act, are to be treated as forming part of the Company's Articles of Association as of 1 October 2009. Resolution 5(B) confirms the removal of these provisions for the Company. As the effect of this resolution will be to remove the statement currently in the Company's memorandum of association regarding limited liability, the 1 October 2009 Articles also contain an express statement regarding the limited liability of the shareholders.

2. Authorised share capital and unissued shares

The 2006 Act abolishes the requirement for a Company to have an authorised share capital and the 1 October 2009 Articles reflect this. Directors will still be limited as to the number of shares they can at any time allot because allotment authority continues to be required under the 2006 Act, save in respect of employee share schemes.

3. Redeemable shares

At present if a company wishes to issue redeemable shares, it must include in its articles the terms and manner of redemption. The 2006 Act enables Directors to determine such matters instead provided they are so authorised by the articles. The 1 October 2009 Articles contain such an authorisation. The Company has no plans to issue redeemable shares but if it did so the Directors would need shareholders' authority to issue new shares in the usual way.

4. Authority to purchase own shares, consolidate and sub-divide shares, and reduce share capital

Under the law currently in force a company requires specific enabling provisions in its articles to purchase its own shares, to consolidate or sub-divide its shares and to reduce its share capital or other undistributable reserves as well as shareholder authority to undertake the relevant action. The current articles include these enabling provisions. Under the 2006 Act a company will only require shareholder authority to do any of these things and it will no longer be necessary for articles to contain enabling provisions. Accordingly the relevant enabling provisions have been removed in the 1 October 2009 Articles.

5. Use of seals

A company currently requires authority in its articles to have an official seal for use abroad. After 1 October 2009 such authority will no longer be required. Accordingly the relevant authorisation has been removed in the 1 October 2009 Articles.

The 1 October 2009 Articles provide an alternative option for execution of documents (other than share certificates). Under the 1 October 2009 Articles, when the seal is affixed to a document it may be signed by one authorised person in the presence of a witness, whereas previously the requirement was for signature by either a Director and the secretary or two Directors or such other person or persons as the Directors may approve.

6. Suspension of registration of share transfers

The current articles permit the Directors to suspend the registration of transfers. Under the 2006 Act share transfers must be registered as soon as practicable. The power in the current articles to suspend the registration of transfers is inconsistent with this requirement. Accordingly, this power has been removed in the 1 October 2009 Articles.

7. Vacation of office by Directors

The current articles specify the circumstances in which a Director must vacate office. The 1 October 2009 Articles update these provisions to reflect the approach taken on mental and physical incapacity in the model articles for public companies produced by the Department for Business, Enterprise and Regulatory Reform.

8. Change of name

Currently, a company can only change its name by special resolution. Under the 2006 Act a company will be able to change its name by other means provided for by its articles. Accordingly, the 1 October 2009 Articles have been drafted to take advantage of this.

Proxy form

Hampden Underwriting plc
Annual General Meeting 18 June 2009

I/We
of

being (a) member(s) of Hampden Underwriting plc hereby appoint the Chairman of the Meeting or
(note 3)

as my/our proxy to vote for me/us on my/our behalf at the Annual General Meeting of the Company to be held on 18 June 2009 and at every adjournment thereof.

The proxy will vote on the resolutions set out in the notice convening the Annual General Meeting as follows:

| Resolutions | For | Against | Withheld |
|---|-----|---------|----------|
| Ordinary resolutions | | | |
| 1. THAT the annual accounts for the year ended 31 December 2008, which include the reports of the Company's Directors and Auditors, be received and adopted. | | | |
| 2. THAT Michael Cunningham, who retires pursuant to Article 74 of the Company's Articles of Association and who, being eligible, offers himself for re-election as a Director, be re-elected. | | | |
| 3. THAT Littlejohn LLP be reappointed as Auditors of the Company until the next AGM and that the Company's Audit Committee be authorised to fix Littlejohn's remuneration. | | | |
| Special resolutions | | | |
| 4. THAT with effect from the conclusion of this AGM the Articles of Association produced to the meeting and initialled by the Chairman of the meeting for the purpose of identification ("the 18 June 2009 Articles") be adopted as the Articles of Association of the Company in substitution for, and to the exclusion of, the current Articles of Association. | | | |
| 5. THAT with effect from 00.01am (GMT) on 1 October 2009: | | | |
| (A) The Articles of Association produced to the meeting and initialled by the Chairman of the meeting for the purpose of identification ("the 1 October 2009 Articles") be adopted as the Articles of Association of the Company in substitution for, and to the exclusion of the 18 June 2009 Articles; and | | | |
| (B) All of the provisions of the Company's memorandum of association which, by virtue of section 28 of the Companies Act 2006, are to be treated as provisions of the Company's Articles of Association, be deleted. | | | |

Please indicate how you wish your proxy to vote by placing a tick in the appropriate space. Unless otherwise indicated the proxy will vote, or abstain from voting, as thought fit.

Signed this day of2009

Signature

Notes

- To be valid this form of proxy must reach Capita Registrars (ID RA 10), by post to Capita Registrars Proxy Department, PO Box 25 Beckenham, Kent BR3 4BR or by hand to Capita Registrars The Registry, 34 Beckenham Road, Beckenham, Kent BR3 4TU not later than 48 hours before the time of the Meeting and must be accompanied by any power of attorney or other authority under which it is signed or a notarially certified copy thereof.
- Where this form of proxy is executed by a corporation it must be either under its common seal or under the hand of a duly authorised officer.
- If you wish to appoint a proxy other than the Chairman, strike out the words "the Chairman of the Meeting" and insert in the space provided the name of your proxy. A proxy need not be a member of the Company.
- In the case of joint holders, the signature of any one holder will be sufficient but the names of all the joint holders should be stated. The vote of the senior holder who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the votes of the other joint holders. Seniority will be determined by the order in which the names appear in the register of members in respect of the joint holding.
- CREST members who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service may do so by using the procedures described in the CREST Manual.

In order for a proxy appointment or instruction made using the CREST service to be valid, the appropriate CREST message, regardless of whether it constitutes the appointment of a proxy or 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 Capita Registrars (ID RA 10) by not less than 48 hours before the time fixed for the holding of the Annual General Meeting or any adjournment thereof (as the case may be). Please refer to the notes of the notice of the meetings for further information on proxy appointments through CREST.

