

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION. If you are in any doubt as to the action you should take, you are recommended immediately to seek your own personal financial advice from your stockbroker, bank manager, solicitor, accountant or other independent financial adviser authorised under the Financial Services and Markets Act 2000. If you have sold or otherwise transferred all of your shares in Croma Group plc, you should pass this document and the accompanying form of proxy without delay to the stockbroker, bank or other person who arranged the sale or transfer so they can pass these documents to the person who now holds the shares.

Croma Group PLC

(Incorporated and registered in England and Wales with registered number 03184978)

Recommended proposals for a reduction of share capital, cancellation of share premium account, an associated alteration to the articles of association of the Company and the grant of new share capital authorities,

Notice of Extraordinary General Meeting and Notice of Class Meeting

Notice of an extraordinary general meeting (the "**Meeting**") of Croma Group PLC (the "**Company**") to be held at 5th Floor, 1 Exchange Crescent, Edinburgh EH3 8UL at 2.00 p.m. (UK time) on Tuesday, 26 May 2009 is set out on pages 7 to 9 (inclusive) of this document. Shareholders will find enclosed a form of proxy (on white paper) for use at the Meeting. To be valid as a proxy in respect of the Meeting, the form of proxy accompanying this document must be completed and signed and returned to the Company's registrars, Neville Registrars Limited, Neville House, 18 Laurel Lane, Halesowen B63 3DA so that it is received no later than 2.00 p.m. (UK time) on Sunday, 24 May 2009.

Notice of a class meeting (the "**Class Meeting**") of the holders of deferred shares ("**Deferred Shares**") of 0.5 pence in the share capital of the Company to be held at 5th Floor, 1 Exchange Crescent, Edinburgh EH3 8UL at 2.20 p.m. (UK time) (or as soon thereafter as the Meeting shall have concluded or been adjourned) (UK time) on Tuesday, 26 May 2009 is set out on pages 10 and 11 of this document. Holders of Deferred Shares will find enclosed a form of proxy (on blue paper) for use at the Class Meeting. To be valid as a proxy in respect of the Class Meeting, the form of proxy accompanying this document must be completed and signed and returned to the Company's registrars, Neville Registrars Limited, Neville House, 18 Laurel Lane, Halesowen B63 3DA as soon as possible but in any event not less than 48 hours before the time of the holding of the Class Meeting.

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EXPECTED TIMETABLE

Latest time and date for receipt of forms of proxy in respect of the extraordinary general meeting	2.00 p.m. on Sunday, 24 May 2009
Latest time and date for receipt of forms of proxy in respect of the class meeting	2.20 p.m. on Sunday, 24 May 2009 ¹
Extraordinary general meeting	2.00 p.m. on 26 May 2009
Class meeting	2.20 p.m. on 26 May 2009 ²
Court hearing of application to confirm the reduction of share capital and cancellation of share premium account	24 June 2009
Anticipated date on which the reduction of share capital and cancellation of share premium account will become effective	26 June 2009

Notes:

¹ Or such later time being 48 hours before the time of the holding of the Class Meeting.

² Or as soon thereafter as the extraordinary general meeting of the Company to be convened for 2.00 p.m. on the same day and at the same place shall have concluded or been adjourned.

DEFINITIONS

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

"Articles"	the articles of association of the Company
"Board" or "Directors"	the board of directors of the Company
"Class Meeting"	the class meeting of the holders of Deferred Shares to be held at 5 th Floor, 1 Exchange Crescent, Edinburgh EH3 8UL at 2.20 p.m. (UK time)(or as soon thereafter as the extraordinary general meeting of the Company to be convened for 2.00 p.m. on the same day and at the same place shall have concluded or been adjourned) on Tuesday, 26 May 2009
"Company"	Croma Group PLC
"Court"	the High Court of Justice in England and Wales
"Deferred Share"	a deferred share of 0.5 pence in the share capital of the Company having the rights and restrictions as set out in the Articles
"Group"	the Company and its subsidiaries
"Meeting"	the extraordinary general meeting of the Company to be held at 5 th Floor, 1 Exchange Crescent, Edinburgh EH3 8UL at 2.00 p.m. (UK time) on Tuesday, 26 May 2009
"Notice"	the notice of the Meeting set out on pages 7 to 9 (inclusive) of this document
"Ordinary Share"	an ordinary share of 5 pence in the share capital of the Company having the rights and restrictions as set out in the Articles
"Proposals"	the proposals for the Reductions, the alteration of the Articles and the grant of new share capital authorities, in each case as described in this document
"Reductions"	together, the proposed reduction of the Company's share capital and the cancellation of its share premium account, in each case as described in this document
"Resolutions"	the resolutions to be proposed at the Meeting relating to the Proposals, as set out in the Notice
"Shareholder"	a holder of Ordinary Shares and / or of Deferred Shares

Letter from the Chairman to holders of Ordinary Shares and Deferred Shares

Croma Group PLC

(Incorporated and registered in England and Wales, registered number 03184978)

Directors:

Nick Hewson (*Non-executive Chairman*)
 Sebastian Morley (*Chief Executive*)
 Gerald McGill (*Finance Director*)
 James Sullivan (*Executive Director*)

Registered office:

Emerald House
 East Street
 Epsom
 Surrey
 KT17 1HS

1 May 2009

To the holders of Ordinary Shares and Deferred Shares and, for information only, to the holders of options to acquire Ordinary Shares and to the holders of convertible loan notes

Dear Shareholder

Introduction

I am writing to you to convene an extraordinary general meeting of the Company to be held at 5th Floor, 1 Exchange Crescent, Edinburgh EH3 8UL at 2.00 p.m. (UK time) on Tuesday, 26 May 2009 at which resolutions in respect of the reduction of the share capital and the cancellation of the share premium account of the Company and an associated alteration to the articles of association of the Company will be proposed. Resolutions seeking new share capital authorities will also be proposed.

I am also writing to you to convene a class meeting of the holders of Deferred Shares to be held at 5th Floor, 1 Exchange Crescent, Edinburgh EH3 8UL at 2.20 p.m. (UK time) (or as soon thereafter as the extraordinary general meeting of the Company to be convened for 2.00 p.m. on the same day and at the same place shall have concluded or been adjourned) on Tuesday, 26 May 2009 at which a resolution to cancel and extinguish all of the Deferred Shares will be proposed.

The purpose of this document is to provide you with information on each of those matters.

Background to the Proposals

Shareholders will recall that, in respect of the financial period ended 30 June 2008, the Group reported its first trading profit from its continuing operations (albeit that due to movements in non-cash expenses, the Group declared a pre-tax loss for the period). During that same period, the turnover of the Group rose to its highest level (£7.11 million) and a gross profit of £2.34 million was achieved. As I noted in the report and accounts for that period, the board believed that it had dealt with the majority of legacy issues facing the Group's businesses and that, in general (with the exception of the Photobase business), those businesses were cash positive, growing and had increasing order books. That remains the view of board.

Shareholders may also recall that at the extraordinary general meeting of the Company held on 28 January of this year, the board indicated that it would review whether or not steps should be taken to seek to reduce (or indeed eliminate) the accrued deficit on the profit and loss account of the Company (which stood at approximately £9.9 million as at 31 December 2008). The reduction or elimination of that accrued deficit would give the Company greater flexibility in the future to pay dividends and to manage its capital base. The achievement by the Group of a maiden pre-tax profit (of £16,876) for the six months ended 31 December 2008 added a further impetus to that review.

Whilst a continued positive trading performance by the Group would, over time, reduce the Company's accrued profit and loss account deficit, the board considers that it is appropriate to seek to expedite that process by: (i) seeking both Shareholder approval and Court confirmation of certain share capital reductions / cancellations; and (ii) if the necessary approvals and confirmations are obtained, applying the distributable reserves arising as a result to cancel the accrued deficit on the

Company's profit and loss account. Accordingly, the Board is bringing forward the Proposals for consideration by Shareholders.

The Proposals also address another significant issue facing the Company. Shareholders will be aware that the nominal value of an Ordinary Share is 5 pence. The average mid-market price of an Ordinary Share over the 30 dealing days prior to Thursday, 30 April 2009 (being the latest practicable date prior to the publication of this document) was approximately 1.52 pence. A company is prohibited by law from issuing shares at a discount to their nominal value. Accordingly, for practical purposes, the Company is not presently able to raise further finance by means of an issue of Ordinary Shares. If approved, the Proposals would result in the nominal value of an Ordinary Share being reduced to 0.1 pence, which would address this issue.

Each of the Proposals is described in more detail below.

Cancellation of Deferred Shares

In May 2000, appropriate shareholder resolutions were passed which resolved to cancel the Deferred Shares. Whilst those resolutions were passed, the cancellation did not take place because the Company did not, at that time, seek the confirmation of the cancellation by the Court (which is required by law). Given the lapse in time, the board proposes to seek a new resolution to the same effect, as more particularly described below.

The Reductions

It is proposed that the Company will reduce its share capital (both ordinary and deferred capital) and cancel its share premium account in order to eliminate the deficit on the profit and loss account of the Company. This will also have the effect of reducing the nominal value of the Ordinary Shares thereby addressing the practical problem associated with further issues of Ordinary Shares, as summarised above.

Subject to obtaining Shareholder approval and Court confirmation, Resolution 1 will:

- (a) reduce the Ordinary Share capital of the Company by: (i) cancelling and extinguishing 4.9 pence of the amount paid up or credited as paid up on each of the issued Ordinary Shares; and (ii) reducing the nominal value of both the issued, and authorised but unissued, Ordinary Shares from 5 pence to 0.1 pence per share;
- (b) cancel and extinguish all of Deferred Shares; and
- (c) cancel the share premium account.

The Reductions will require the subsequent approval of the High Court. If the necessary approval and confirmation are obtained, a distributable reserve of approximately £10.37 million will be created which the board intends to apply to cancel the accrued deficit on the Company's profit and loss account. Shareholders should note that the numbers of Ordinary Shares held by them and the rights attaching to those Ordinary Shares will be unaffected by this reduction. Shareholders, who hold their shares in certificated form, should also note that, if the necessary approvals in respect of Resolution 1 are obtained and this Reduction becomes effective, no new share certificates will be issued to reflect the change in nominal value of an Ordinary Share – as such, Shareholders should retain their existing share certificates.

As noted above, the Court's confirmation of the Reductions is required in order for them to become effective. In considering whether or not to confirm the Reductions, the Court will need to be satisfied that the interests of the Company's creditors will not be prejudiced as a result. As such, the Company may be required to give such undertakings or other form of creditor protection as the Court may require. In order for the Reductions to become effective, the Court order confirming the Reductions must be filed with the Registrar of Companies. Subject to Shareholder approval and Court confirmation, it is hoped that the Reductions will take effect prior to the end of June 2009.

Articles of association

The alteration of the Articles, proposed by Resolution 2, is required to reflect the change in the authorised share capital of the Company if the Reductions become effective.

Share capital authorities

If the Reductions become effective, the Board considers it appropriate that new share capital authorities be obtained, reflecting the change in the share capital structure of the Company.

Resolution 3 proposes that the Directors be authorised, in substitution for all existing authorities, to allot shares up to an aggregate nominal amount equal to £92,616.03, being an amount equal to the expected amount of the authorised but unissued share capital of the Company following the Reductions taking effect.

Section 89 of the Companies Act 1985 provides that if the Company wishes to allot any equity securities, or sell any treasury shares (if it holds any), for cash, it must first offer those securities to existing Shareholders in proportion to their existing shareholdings. If approved by Shareholders, Resolution 3 would empower the Directors to allot shares (or sell any treasury shares for cash), as if section 89 of the Companies Act 1985 did not apply, in connection with: (i) rights issues, open offers and other pre-emptive offers; and (ii) otherwise, on a non pre-emptive basis, up to £26,607.59 (representing approximately 15 per cent. of the Company's total issued Ordinary Share capital as it is expected to be following the Reductions taking effect). This power is being sought in order to give the Company the flexibility to raise funds in the future should the Directors consider it appropriate to do so. The Directors have no present intention of exercising this power.

The Meeting

On pages 7 to 9 (inclusive) of this document is a notice convening the Extraordinary General Meeting of the Company to be held at 5th Floor, 1 Exchange Crescent, Edinburgh EH3 8UL at 2.00 p.m. (UK time) on Tuesday, 26 May 2009 at which the Resolutions will be proposed. Resolutions 1, 2, and 4 will be proposed as special resolutions. This means that for each of those resolutions to be passed, at least three-quarters of the votes cast must be in favour of the resolution. Resolution 3 will be proposed as an ordinary resolution. This means that for the resolution to be passed, at least half of the votes cast must be in favour of the resolution.

The Class Meeting

On pages 10 and 11 of this document is a notice convening a Class Meeting of the holders of Deferred Shares to be held at 5th Floor, 1 Exchange Crescent, Edinburgh EH3 8UL at 2.20 p.m. (UK time) (or as soon thereafter as the Meeting shall have concluded or been adjourned) on Tuesday, 26 May 2009 at which a resolution to cancel and extinguish all of the Deferred Shares will be proposed. This resolution will be proposed as a special resolution, meaning that at least three-quarters of the votes cast must be in favour of the resolution.

Action to be taken

It is important that Shareholders have the opportunity to vote even if they are unable to attend the Meeting or Class Meeting. Shareholders will find enclosed with this document a white form of proxy for use at the Meeting. Holders of Deferred Shares will also find enclosed with this document a blue form of proxy for use at the Class Meeting.

Whether or not you propose to attend the Meeting and / or the Class Meeting in person, you are requested to complete the enclosed form(s) of proxy and return it / them to the Company's registrars, Neville Registrars Limited, Neville House, 18 Laurel Lane, Halesowen B63 3DA so as to arrive no later than 2.00 p.m. (UK time) on Sunday, 26 May 2009 (or, in the case of the Class Meeting, not less than 48 hours before the time of the holding of the Class Meeting). The completion and return of the form(s) of proxy will not affect your right to attend and vote in person at the Meeting and / or Class Meeting, as appropriate, if you wish.

Recommendation

The Directors consider that all of the Proposals to be considered at the Meeting are in the best interests of the Company and its Shareholders as a whole. Accordingly, the Directors unanimously recommend that you vote in favour of all of the Resolutions, as they intend to do in respect of their own beneficial shareholdings of 22,632,976 Ordinary Shares in aggregate, representing approximately 12.76% per cent. of the Ordinary Shares currently in issue.

Yours sincerely

Nick Hewson
Chairman

CROMA GROUP PLC

(Incorporated and registered in England and Wales, registered number 03184978)

Notice of Extraordinary General Meeting

Notice is hereby given that an extraordinary general meeting (the "**Meeting**") of Croma Group PLC (the "**Company**") will be held at 5th Floor, 1 Exchange Crescent, Edinburgh EH3 8UL at 2.00 p.m. (UK time) on Tuesday, 26 May 2009 for the purpose of considering and, if thought fit, passing the following resolutions, of which, resolutions 1, 2 and 4 will be proposed as special resolutions and resolution 3 will be proposed as an ordinary resolution:

1. THAT:
 - (a) the share capital of the Company be reduced:
 - (i) by cancelling and extinguishing 4.9 pence of the amount paid up or credited as paid up on each of the issued Ordinary Shares of 5 pence in the capital of the Company and reducing the nominal value of each issued and authorised but unissued Ordinary Share in the capital of the Company to 0.1 pence;
 - (ii) by cancelling and extinguishing all of the Deferred Shares of 0.5 pence each; and
 - (b) the share premium account of the Company be cancelled.
2. THAT, subject to resolution 1 above being passed and to the High Court confirming the reduction of share capital proposed by resolution 1 and to that reduction taking effect, the articles of association of the Company be altered by deleting the present article 5 in its entirety and replacing it with the following new article:

"5. The authorised share capital of the Company is £270,000 divided into 270,000,000 ordinary shares of 0.1 pence each."
3. THAT, subject to resolution 1 above being passed, to the High Court confirming the reduction of share capital proposed by resolution 1 and to that reduction taking effect, in substitution for all existing authorities under section 80 of the Companies Act 1985 (as amended)(the "**Act**") but without prejudice to the exercise of any such authority prior to the time at which this resolution takes effect, the directors be generally and unconditionally authorised pursuant to and in accordance with section 80 of the Act to allot relevant securities (within the meaning of section 80(2) of the Act) up to an aggregate nominal amount equal to £92,616.03, such authority to expire (unless previously renewed, varied or revoked by the Company in general meeting) on the date falling immediately prior to the fifth anniversary of the date on which this resolution is passed, save that the Company may, at any time before this authority expires or is replaced or revoked, make an offer or enter into an agreement which would or might require relevant securities to be allotted after such expiry or replacement or revocation and the directors may allot relevant securities in pursuance of such an offer or agreement as if the authority conferred hereby had not expired or, as the case may be, been replaced or revoked.
4. THAT, subject to resolutions 1 and 3 above being passed, to the High Court confirming the reduction of capital proposed by resolution 1 and to that reduction taking effect, in substitution for any existing power under section 95 of the Companies Act 1985 (as amended)(the "**Act**"), but without prejudice to the exercise of any such power prior to the time at which this resolution takes effect, the directors be empowered, pursuant to section 95(1) of the Act, to allot equity securities (within the meaning of section 94 of the Act) for cash pursuant to the authority granted by resolution 3 above, as if section 89(1) of the Act did not apply to any such allotment, such power to expire (unless previously renewed, varied or revoked by the Company in general meeting) on the date falling immediately prior to the fifth anniversary of the date on which this resolution is passed, save that the

Company may, before this power expires or is replaced or is revoked, make an offer or enter into an agreement which would or might require equity securities to be allotted after such expiry or replacement or revocation and the directors may allot equity securities in pursuance of such an offer or agreement as if the power conferred hereby had not expired or, as the case may be, been replaced or revoked, provided always that such power shall be limited to:

- (i) the allotment of equity securities for cash in connection with or pursuant to a rights issue, open offer or any other offer of securities in favour of the holders of equity securities (excluding any holder of treasury shares) where the equity securities respectively attributable to the interests of all such shareholders are proportionate (as nearly as may be practicable) to the respective numbers of such securities held by them on a fixed record date, but subject to such exclusions or other arrangements as the directors may consider necessary, expedient, desirable or appropriate to deal with any fractional entitlements or legal or practical problems arising under the laws of any overseas territory or the requirements of any regulatory body or stock exchange or by virtue of shares being represented by depository receipts or any other matter whatsoever; and
- (ii) the allotment of equity securities, other than pursuant to sub-paragraph (i) above, up to an aggregate nominal amount equal to £26,607.59,

and this power applies in relation to a sale of shares which is an allotment of equity securities by virtue of section 94(3A) of the Act as if in the first paragraph of this resolution the words "pursuant to the authority conferred by resolution 3" were omitted in relation to such sale.

1 May 2009

By Order of The Board

Registered Office:
Emerald House
East Street
Epsom
Surrey
KT17 1HS

Gerald McGill
Company Secretary

SHAREHOLDER NOTES

1. A member who is entitled to attend and vote at the Meeting called by the foregoing notice may appoint a proxy to attend the Meeting and speak and vote on his or her behalf. A member may appoint more than one proxy provided that each proxy is appointed to exercise rights attached to different shares. A member may not appoint more than one proxy to exercise rights attached to any one share. A proxy need not be a member of the Company. A form of proxy (on white paper) for use in connection with the Meeting is enclosed and, if used, should be completed and signed and sent or delivered in accordance with the instructions contained therein so as to be received by the Company's registrars, Neville Registrars Limited, at Neville House, 18 Laurel Lane, Halesowen, West Midlands B63 3DA as soon as possible but in any event not less than 48 hours before the time of the holding of the Meeting. Appointment of a proxy will not preclude a member from attending and/or voting in person at the Meeting.
2. A member wishing to appoint multiple proxies can photocopy his or her proxy form. It will be necessary for the member to indicate on each separate proxy form the number of shares in relation to which each proxy is authorised to act.
3. Pursuant to regulation 41 of the Uncertificated Securities Regulations 2001, the Company specifies that only those members entered on the register of members of the Company as at 6.00 p.m. (UK time) on Sunday, 24 May 2009 or, in the event that the Meeting is adjourned, on

the register of members at 6.00 p.m. (UK time) on the day falling two days before the date of any adjourned meeting, shall be entitled to attend or vote at the Meeting in respect of the shares registered in their name at that time. Changes to the entries on the register of members after 6.00 p.m. (UK time) on Sunday, 24 May 2009 or, in the event that the Meeting is adjourned, on the register of members at 6.00 p.m. (UK time) on the day falling two days before the date of any adjourned meeting, shall be disregarded in determining the rights of any person to attend or vote at the Meeting, notwithstanding any provisions in any enactment, the articles of association of the Company or other instrument to the contrary.

4. 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 instructions 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.
5. A member may not use any electronic address provided either in this notice of extraordinary general meeting or any related documents (including the proxy form), to communicate with the Company for any purposes other than those expressly stated.

CROMA GROUP PLC

(Incorporated and registered in England and Wales, registered number 03184978)

Notice of Class Meeting

Notice is hereby given that a class meeting (the "**Class Meeting**") of the holders of deferred shares of 0.5 pence in the share capital of Croma Group PLC (the "**Company**") will be held at 5th Floor, 1 Exchange Crescent, Edinburgh EH3 8UL at 2.20 p.m. (UK time)(or as soon thereafter as the extraordinary general meeting of the Company to be convened for 2.00 p.m. on the same day and at the same place shall have concluded or been adjourned) on Tuesday, 26 May 2009 for the purpose of considering and, if thought fit, passing the following resolution, which will be proposed as a special resolution:

1. THAT:
 - (a) all deferred shares of 0.5 pence in the share capital of the Company be cancelled and extinguished; and
 - (b) any alteration, modification, variation or abrogation of the rights attached to the deferred shares of 0.5 pence each in the share capital of the Company be and is hereby sanctioned and approved.

1 May 2009

By Order of The Board

Registered Office:
Emerald House
East Street
Epsom
Surrey
KT17 1HS

Gerald McGill
Company Secretary

SHAREHOLDER NOTES

1. A member who is entitled to attend and vote at the Class Meeting called by the foregoing notice may appoint a proxy to attend the Class Meeting and speak and vote on his or her behalf. A member may appoint more than one proxy provided that each proxy is appointed to exercise rights attached to different shares. A member may not appoint more than one proxy to exercise rights attached to any one share. A proxy need not be a member of the Company. A form of proxy (on blue paper) for use in connection with the Class Meeting is enclosed and, if used, should be completed and signed and sent or delivered in accordance with the instructions contained therein so as to be received by the Company's registrars, Neville Registrars Limited, at Neville House, 18 Laurel Lane, Halesowen, West Midlands B63 3DA as soon as possible but in any event not less than 48 hours before the time of the holding of the Class Meeting. Appointment of a proxy will not preclude a member from attending and/or voting in person at the Class Meeting.
2. A member wishing to appoint multiple proxies can photocopy his or her proxy form. It will be necessary for the member to indicate on each separate proxy form the number of shares in relation to which each proxy is authorised to act.
3. Pursuant to regulation 41 of the Uncertificated Securities Regulations 2001, the Company specifies that only those members entered on the register of holders of deferred shares of the Company as at 6.00 p.m. (UK time) on Sunday, 24 May 2009 or, in the event that the Class Meeting is adjourned, on the register of members at 6.00 p.m. (UK time) on the day falling two days before the date of any adjourned meeting, shall be entitled to attend or vote at the Class Meeting in respect of the shares registered in their name at that time. Changes to the entries on the register of holders of deferred shares after 6.00 p.m. (UK time) on Sunday, 24 May 2009 or, in the event that the Class Meeting is adjourned, on the register of holders of deferred shares at 6.00 p.m. (UK time) on the day falling two days before the date of any

adjourned meeting, shall be disregarded in determining the rights of any person to attend or vote at the Class Meeting, notwithstanding any provisions in any enactment, the articles of association of the Company or other instrument to the contrary.

4. In order to facilitate voting by corporate representatives at the Class Meeting, arrangements will be put in place at the Class Meeting so that (i) if a corporate shareholder has appointed the Chairman of the Class 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 Class 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 Class Meeting but the corporate shareholder has not appointed the Chairman of the Class 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 instructions 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.
5. A member may not use any electronic address provided either in this notice of extraordinary general meeting or any related documents (including the proxy form), to communicate with the Company for any purposes other than those expressly stated.