

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 to seek your own personal financial advice immediately from your stockbroker, bank manager, solicitor, accountant or other independent financial adviser duly authorised under the Financial Services and Markets Act 2000 if you are in the United Kingdom or, if not, from another appropriately authorised independent professional adviser.

If you have sold or otherwise transferred all of your existing ordinary shares (**Ordinary Shares**), please forward this document and the accompanying Form of Proxy to the purchaser or transferee or to the stockbroker, bank or other agent through whom the sale or transfer was effected for onward transmission to the purchaser or transferee. If you have sold or otherwise transferred only part of your holding of existing Ordinary Shares, you should retain this document and the accompanying Form of Proxy and consult the stockbroker, bank or other agent through whom the sale or transfer was effected.



(incorporated in Scotland under the Companies (Consolidation) Act 1908 with registered number SC008349)

Notice of Annual General Meeting and alterations to Articles of Association

This document gives notice of the Annual General Meeting of Low & Bonar PLC (the Company), to be held at 1.00 p.m. on 9th April 2008 at The Cumberland Hotel, Great Cumberland Place, London W1A 4RF — set out in Part II of this document. Shareholders will find enclosed a Form of Proxy for use at the Annual General Meeting. Shareholders are requested to complete and return the Form of Proxy whether or not they intend to be present at the meeting. To be valid, Forms of Proxy should be completed and signed in accordance with the instructions printed thereon and returned by post or by hand so as to reach the Registrars as soon as possible and, in any event, by no later than 1.00 p.m. on 7 April 2008 (or, in the case of an adjournment, no later than 48 hours before the time fixed for the holding of the adjourned meeting). The return of a Form of Proxy will not preclude a shareholder from attending and voting at the meeting.

Low & Bonar CREST members may also choose to utilise the CREST electronic proxy appointment service in accordance with the procedures set out in the notice convening the Annual General Meeting at the end of this document. Alternatively, you may fill out your Form of Proxy online at www.computershare.com/Investor/Proxy, following the instruction on the Form of Proxy. If you hold your Ordinary Shares in uncertificated form, you may appoint a proxy by completing and transmitting a CREST proxy instruction in accordance with the procedures set out in the CREST Manual so that it is received by the Registrars (under CREST participant ID 3RA50) by no later than 1.00 p.m. on 7th April 2008. The time of receipt will be taken to be the time from which the Registrars are able to retrieve the message by enquiry to CREST in the manner prescribed by CREST.

Completion and posting of the Form of Proxy, completing the Form of Proxy online or completing and transmitting a CREST proxy instruction will not prevent you from attending and voting at the Annual General Meeting in person if you wish to do so. The Company may treat as invalid a proxy appointment sent by CREST in the circumstances set out in Regulation 35(5)(a) of the CREST Regulations.

If you are a person who has been nominated under section 146 of the Companies Act 2006 to enjoy information rights (Nominated Person), then note 18 to the Notice of Annual General Meeting in Part II below contains information pertinent to you.

PART I

LETTER FROM THE CHAIRMAN OF LOW & BONAR

Low & Bonar



(Registered in Scotland. Company registration number SC008349)

Directors:

Duncan Clegg (Chairman)
Paul Forman (Group Chief Executive)
Kevin Higginson (Group Finance Director)
Steve Hannam (Senior Non-Executive Director)
Folkert Blaisse (Non-Executive Director)
Martin Flower (Non-Executive Director)
Christopher Littmoden (Non-Executive Director)

Registered Office:

Whitehall House
33 Yeaman Shore
Dundee DD1 4BJ

Head Office:

9th Floor, Marble Arch Tower
55 Bryanston Street
London W1H 7AA

9th March 2008

To Shareholders and, for information only, holders of the £100,000 6% first cumulative preference stock, the £100,000 6% second cumulative preference stock and the £200,000 5.5% third cumulative preference stock of the Company

Dear Shareholder,

Annual General Meeting and changes to the Articles of Association

Annual General Meeting

I enclose the notice for the Annual General Meeting (**AGM**) of the Company to be held at The Cumberland Hotel, Great Cumberland Place, London W1A 4RF on Wednesday 9th April 2008 at 1.00 p.m.

Explanations of the items of ordinary business to be considered at the AGM are as follows.

Directors' Report and Accounts (item 1 on the agenda)

The Directors are required by law to present to the meeting the Annual Report and Accounts for the year ended 30th November 2007 (the **Accounts**), and the Directors' Report and Auditors' Report on the Accounts. A copy of the Accounts is enclosed.

Declaration of final dividend (item 2 on the agenda)

The proposed final dividend is 3.10p per ordinary share of the Company, which will be paid on 17th April 2008 to shareholders on the register at the close of business on 25th March 2008.

Re-election of Directors (items 3 and 4 on the agenda)

Article 88 of the Company's Articles of Association provides that, subject to certain provisos, one-third of the Directors shall be subject to retirement and re-election at each AGM. As a result of the operation of the provisions of Article 88, Mr P A Forman and Mr C Littmoden are retiring and offering themselves for re-election.

Appointment and remuneration of Auditors (items 5 and 6 on the agenda)

Resolution 5 proposes the reappointment of KPMG Audit Plc as the Company's auditors. Resolution 6 authorises the Directors to determine the auditors' remuneration.

Explanations of the items of special business to be considered at the AGM are as follows.

Consider and approve the Directors' Report on Remuneration (item 7 on the agenda)

The Directors' Report on Remuneration prepared in accordance with the Directors' Remuneration Report Regulations 2002 can be found on pages 28 to 35 of the Accounts. An ordinary resolution will be proposed to Shareholders to approve the Directors' Report on Remuneration. It should be noted that the vote on the resolution is advisory only.

Directors' authority to allot shares (item 8 on the agenda)

The Directors consider it desirable that their authority to allot shares and to allot relevant securities for cash without first offering them pro rata to existing shareholders should be renewed. There are at present no plans to exercise such authorities other than in respect of shares which may be issued pursuant to the share option schemes.

Resolution 8 would renew the Directors' authority, pursuant to section 80 of the Companies Act 1985, granted at last year's AGM to allot shares in the Company up to an aggregate nominal amount of £12,833,506.50 representing 51,334,026 shares, being approximately one-third of the ordinary share capital currently in issue, until the next AGM or, if earlier, 15 months after the date of passing the resolution.

Renewal of Directors' authority to allot shares for cash other than to existing Shareholders (item 9 on the agenda)

Conditional on the passing of Resolution 8, Resolution 9 will be proposed which will enable the Directors to allot not more than £1,925,026 in aggregate of the nominal value of the Company's issued shares capital (being approximately 5% of the Company's ordinary share capital currently in issue) for cash, without first offering the shares to existing Shareholders.

Directors' authority to make market purchases (item 10 on the agenda)

At the last AGM of the Company held on 9th May 2007, the Company was given the authority to purchase up to a maximum of 10% of its own shares. This authority will expire at the AGM to be held on 9th April 2008. Although no ordinary shares have been purchased by the Company during the period from 9th May 2007 to the date of this letter, the Directors will be seeking fresh authority from the Company to purchase its own shares. The resolution stipulates the minimum and maximum prices at which the ordinary shares can be bought reflecting Companies Act requirements. The authority will expire

at the next AGM of the Company but the Directors intend to seek to renew this authority annually. The Directors have no immediate intention to exercise an authority to purchase the Company's own shares, but will keep the possibility under review. If the authority is given, purchases would only be made where the Directors believed that they were in the best interests of the Company, taking into account other available investment opportunities and the overall financial position of the Group. Purchases would be only made where earnings per share would be increased.

Amendment to Articles (item 11 on the agenda)

It is proposed to adopt new Articles of Association (the **Articles**) for the Company in order to amend the Company's current Articles, primarily to take account of changes in English company law brought about by the Companies Act 2006 (the **CA 2006**).

The proposed amendments to the Articles address the implementation of the CA 2006 in two main stages: firstly, amendments will be made on 9th April 2008 to reflect those sections of the CA 2006 which will have been implemented by then. Secondly, certain provisions relating to Directors' interests (see below) will be brought into force when the relevant sections of the CA 2006 are implemented on 1st October 2008. The material differences between the current Articles and the proposed amended Articles are set out below. A copy of the current and amended Articles that reflect the proposed changes are available for inspection as noted on page 5 of this Notice. The UK Government has announced that implementation of certain sections of the CA 2006 is being delayed until 1st October 2009. The Company expects to propose further changes to its Articles at the 2009 AGM to take account of those provisions coming into force in 2009.

Provisions already in force

Articles which duplicate statutory provisions

Provisions in the current Articles which replicate provisions contained in the CA 2006 are in the main amended to bring them into line with the CA 2006. Certain examples of such provisions include provisions as to the form of resolutions and provisions regarding the period of notice required to convene general meetings. The main changes made to reflect this approach are detailed below.

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 CA 2006.

Convening extraordinary and annual 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 CA 2006. In particular, a general meeting to consider a special resolution can be convened on 14 days' notice whereas previously 21 days' notice was required.

Votes of members

Under the CA 2006, 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 CA 2006 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, but weekends and bank holidays can 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. The amended Articles reflect all of these new provisions.

The Company is aware of concerns that have been raised about the effect of section 323(4) CA 2006 which provides that where a corporate shareholder appoints multiple corporate representatives and they exercise their powers to vote at a general meeting in different ways the power is treated as not exercised. The Company intends to take account of best practice to allow, as far as possible, multiple corporate representatives to attend general meetings of the Company and ensure their votes are counted. The Company understands that representations have been made to the UK Government to change these provisions of the CA 2006.

Age of Directors on appointment or re-election

The current Articles contain a provision requiring a director's age to be disclosed in the notice convening a meeting at which the director is proposed to be elected or re-elected, if he has attained the age of 65 years or more. This provision has been removed from the amended Articles, as have certain provisions requiring a director to retire at the age of 65.

Directors' fees

In the Annual Report for 2007 which accompanies this document, we report that, with effect from 1st December 2007, the ordinary annual fees for Non-Executive Directors were raised from £35,000 to £37,450 and that the fee for chairing a Board committee was increased from £3,700 to £5,000. Non-Executive Directors did not participate in these decisions. We also report that the Board was satisfied that this increase was appropriate in order to ensure that the Company is able to attract Non-Executive Directors of the necessary calibre and that, in reaching this decision, the Board took account of the increased time required to perform the duties of non-executive directors of public companies and fee levels prevalent in comparable companies. The fees of the Non-Executive Directors will be reviewed in November 2008 in the normal course. Article 81 of the current Articles sets a limit of £45,000 on ordinary remuneration for each of the Directors. It is now proposed to replace this individual limit with an aggregate limit of £350,000 (or such higher amount as the Company determines by ordinary resolution from time to time) to allow the Company to continue to attract and retain Non-Executive Directors of the right calibre and expertise and to allow for growth in the Board where this is desirable over the next few years. This revised figure represents a maximum and it is not the current intention of the Board to increase individual Non-Executive Directors' remuneration. This provision can be found in Article 82 of the new Articles.

Electronic and web communications

Provisions of the CA 2006 which came into force in January 2007 enable companies to communicate with shareholders by electronic and/or website communications. The amended Articles continue to allow communications to shareholders 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 shareholder by means of website communication, the relevant shareholder 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 shareholder (either in writing, or by other permitted means) when a relevant document or information is placed on the website and a shareholder can always request a hard copy version of the document or information.

The Company has not yet decided whether to utilise the provisions of the CA 2006 in this regard but seeks to take the power to do so. Shareholders are encouraged to make use of communications by electronic means but are entitled to continue to receive communications in paper format should they so wish.

Directors' indemnities and loans to fund expenditure

The CA 2006 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 which has a subsidiary that is a trustee of an occupational pension scheme can now indemnify a director of that trustee company 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 amended Articles reflect the wider provisions of the CA 2006.

Provisions coming into effect on 1st October 2008
Directors' interests

The CA 2006 sets out directors' general duties. The provisions largely codify the existing law, but with some changes. Under the CA 2006, a director must avoid a situation where he has, or can have, a direct or indirect interest that conflicts, or possibly may conflict with a 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 CA 2006 allows directors of public companies to authorise conflicts and potential conflicts where the company's articles contain a provision to this effect. The CA 2006 also allows the articles to contain other provisions for dealing with directors' conflicts of interest to avoid a breach of duty. The amended Articles give the Directors authority to approve such situations and to include other provisions to allow conflicts of interest to be dealt with in a similar way to the current position.

There are safeguards which will apply when Directors decide whether to authorise a conflict or potential conflict. Firstly, only independent Directors (i.e. those who have no interest in the matter being considered) will be able to take the relevant decision, and secondly, in taking the decision, the Directors must act in a way they consider, in good faith, will be most likely to promote the Company's success. The Directors will be able to impose limits or conditions when giving authorisation if they think this is appropriate.

From 1st October 2008, it is also proposed that the amended Articles should contain provisions relating to confidential information, attendance at board meetings and availability of board papers to protect a Director being in breach of duty if a conflict of interest or potential conflict of interest arises. These provisions will only apply where the position giving rise to the potential conflict has previously been authorised by the Directors.

It is the Board's intention to report annually on the Company's procedures for ensuring that the Board's powers of authorisation of conflicts are operated effectively and that the procedures have been followed.

Copies of the existing Articles and copies of the amended Articles proposed to be adopted by the Company for the purposes of Resolution 11 will be made available for inspection at the offices of the Company at 9th Floor, Marble Arch Tower, 55 Bryanston Street, London W1H 7AA and at the offices of Freshfields Bruckhaus Deringer at 65 Fleet Street, London EC4Y 1HS from the date of this notice until the time appointed for the meeting and for at least 15 minutes prior to the meeting; and during the meeting.

Action to be taken

A Form of Proxy relating to the AGM accompanies this document. You are asked to complete, sign and date the Form of Proxy in accordance with the instructions printed on it and return it as soon as possible and, in any event, so as to be received by the Company's registrars, Computershare Investor Services PLC, no later than 1.00 p.m. on Monday 7th April 2008. A reply paid envelope is included for this purpose for use in the United Kingdom only. Further details with regard to completion of the Form of Proxy are set out in the notes to the Notice of Annual General Meeting set out in Part II below.

Completion and return of the Form of Proxy will not preclude you from attending the AGM and voting in person if you wish to do so.

Recommendation

The Board believes that the proposed resolutions to be put to the meeting are in the best interests of shareholders as a whole and, accordingly, recommends that shareholders vote in favour of the resolutions, as the Directors intend to do in respect of their own beneficial shareholdings in the Company.

Yours sincerely

Duncan Clegg
Chairman

PART II

Low & Bonar PLC

(Incorporated in Scotland under the Companies (Consolidation) Act 1908 with registered number SC008349)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the **ANNUAL GENERAL MEETING** of Low & Bonar PLC (the **Company**) will be held at 1.00 p.m. on 9th April 2008 at The Cumberland Hotel, Great Cumberland Place, London W1A 4RF for the purpose of considering and, if thought fit, passing the following resolutions, which will be proposed as ordinary resolutions and special resolutions as set out below:

ORDINARY RESOLUTIONS

1. To consider and, if thought fit, pass the following resolution as an ordinary resolution:
To receive the accounts of the Company for the year ended 30th November 2007 together with the reports of the directors and auditors.
2. To consider and, if thought fit, pass the following resolution as an ordinary resolution:
To declare a final dividend of 3.10p per ordinary share to be paid on 17th April 2008 to shareholders on the register at the close of business on 25th March 2008.
3. To consider and, if thought fit, pass the following resolution as an ordinary resolution:
To re-elect Mr P A Forman as a director.
4. To consider and, if thought fit, pass the following resolution as an ordinary resolution:
To re-elect Mr C Littmoden as a director.
5. To consider and, if thought fit, pass the following resolution as an ordinary resolution:
To reappoint KPMG Audit Plc as auditors of the Company to hold office from the conclusion of the meeting until the conclusion of the next annual general meeting at which accounts are laid.
6. To consider and, if thought fit, pass the following resolution as an ordinary resolution:
To authorise the directors to determine the auditors' remuneration.
7. To consider and, if thought fit, pass the following resolution as an ordinary resolution:
To approve the Directors' Report on Remuneration for the year ended 30th November 2007.
8. To consider and, if thought fit, pass the following resolution as an ordinary resolution:
That the directors be and are hereby generally and unconditionally authorised for the purposes of Section 80 of the Companies Act 1985 to exercise all the powers of the Company to allot relevant securities (within the meaning of that Section) up to a maximum aggregate nominal amount of £12,833,506.50 (51,334,026 shares), being approximately one-third of the ordinary share capital currently in issue, provided that this authority shall expire at the conclusion of the next annual general meeting of the Company or, if earlier, 15 months after the date of the passing of this resolution, but so that it shall allow the Company to make offers or agreements before the expiry of such authority which would or might require relevant securities to be allotted after its expiry and the directors may allot relevant securities in pursuance of such offer or agreement notwithstanding that the authority conferred has expired.

SPECIAL RESOLUTIONS

9. To consider and, if thought fit, pass the following resolution as a special resolution:
That, subject to the passing of Resolution 8 above, the Directors be and they are hereby generally and unconditionally authorised pursuant to Section 95 of the Companies Act 1985 to allot equity securities (within the meaning of Section 94 of the Companies Act 1985) for cash pursuant to the authority conferred by that resolution as if Section 89(1) of the Companies Act 1985 did not apply to any such allotment, provided that this power shall:
 - a) be limited to the allotment of equity securities:
 - i) in connection with an issue (whether by way of rights issue, open offer or otherwise) in favour of holders of ordinary shares on the register on a fixed date in proportion (as nearly as may be practicable) to their then respective holdings of such shares, but subject to such exclusions or other arrangements as the directors deem necessary or expedient in relation to fractional entitlements or any legal or practical requirements under the laws of any territory, or the requirements of any regulatory body, stock or investment exchange, in any territory; and
 - ii) otherwise than pursuant to sub-paragraph (i) above, up to an aggregate nominal amount of £1,925,026 (7,700,104 shares), being approximately 5% of the ordinary share capital currently in issue; and
 - b) expire (unless previously renewed, varied or revoked by the Company in general meeting) at the conclusion of the next annual general meeting of the Company but so that it shall allow the Company to make offers or agreements before its expiry which would or might require equity securities to be allotted after its expiry and the directors may allot equity securities in pursuance of such offer or agreement notwithstanding that the authority hereby conferred has expired.
10. To consider and, if thought fit, pass the following resolution as a special resolution:
That, pursuant to Article 14 of the Company's Articles of Association and in accordance with Section 166 of the Companies Act 1985, the Company be and is hereby generally and unconditionally authorised, during the period ending at the conclusion of the next annual general meeting of the Company after the passing of this resolution, to make market purchases (as defined in Section 163 of the Companies Act 1985) of the Company's ordinary shares, on such terms and in such manner as the directors may determine, provided that this authority shall:
 - (i) be limited to a maximum of 15,400,207 ordinary shares, having a nominal value of £3,850,051.75, being approximately 10% of the ordinary share capital currently in issue;

- (ii) not permit the Company to pay less than 25 pence per ordinary share or more than the higher of: (i) 5% above the average of the middle market quotations (as derived from the London Stock Exchange Daily Official List) for the ordinary shares for the five business days immediately preceding the day of purchase (in each case exclusive of expenses); and (ii) an amount equal to the higher of the price of the last independent trade of an ordinary share and the highest current independent bid for an ordinary share as derived from the London Stock Exchange Trading System (SETS); and
 - (iii) permit the Company to make a purchase of its ordinary shares after the expiry of this authority if the contract of purchase was concluded before the authority expired.
11. To consider and, if thought fit, pass the following resolution as a special resolution:
- 11.1 That the Articles of Association of the Company produced to the Meeting and initialled by the Chairman for the purpose of identification as New Articles 'A' be adopted as the Articles of Association of the Company, in substitution for, and to the exclusion of, the existing Articles of Association, with immediate effect; and
- 11.2 That, with effect from 00.01 a.m. on 1 October 2008, the Articles of Association of the Company produced to the Meeting and initialled by the Chairman for the purpose of identification as New Articles 'B' be adopted as the Articles of Association of the Company, in substitution for, and to the exclusion of, the Articles of Association of the Company adopted pursuant to 11.1 of this Resolution.

By order of the Board

Matthew Joy

Company Secretary

9th March 2008

Registered office: Whitehall House, 33 Yeaman Shore, Dundee DD1 4BJ

Notes:

1. A member of the Company entitled to attend and vote at the meeting may appoint a proxy or proxies to exercise all or any of your rights to attend and to speak and vote instead of you and a form is enclosed for the use of members unable to attend the meeting. Members who have lodged Forms of Proxy are not thereby prevented from attending the meeting and voting in person if they so wish. A proxy need not 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 Form of Proxy are set out in the notes to the Form of Proxy. You can only appoint a proxy using the procedures set out in these notes and the notes to the Form of Proxy. 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.
2. 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, you should contact the registrar's helpline on 0870 707 1121.
3. 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 you either select the "Discretionary" option or 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.
4. If you are not a member of the Company but you have been nominated by a member of the Company to enjoy information rights, you do not have a right to appoint any proxies under the procedures set out in these notes. See note 18 below.
5. To be effective, the completed and signed Form of Proxy (together with any power of attorney or other authority under which it is signed or a notarially certified copy of such power or authority) must be lodged at the offices of Computershare Investor Services PLC, The Pavilions, Bridgwater Road, Bristol BS99 6ZY, not later than 48 hours before the time appointed for the holding of the meeting or adjourned meeting or (in the case of a poll taken otherwise than at or on the same day as the meeting or adjourned meeting) for the taking of the poll at which it is to be used. As an alternative to completing the hard-copy proxy form, you can appoint a proxy electronically by following the instructions set out on the hard-copy proxy form. For an electronic proxy appointment to be valid, your appointment must be received by Computershare Investor Services PLC by no later than 1.00 p.m. on 7th April 2008.
6. 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. on 7th April 2008 or, in the event that this meeting is adjourned, in the register of members 48 hours before the time of any adjourned meeting shall be entitled to attend and vote at the meeting in respect of the number of ordinary shares registered in their name at that time. Changes to the entries on the register of members after 6.00 p.m. on 7th April 2008 or, in the event that this meeting is adjourned, in the register of members 48 hours before the time of any adjourned meeting shall be disregarded in determining the rights of any person to attend or vote at the meeting.
7. CREST members who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service may do so for the meeting and any adjournment(s) thereof by using the procedures described in the CREST Manual. CREST personal members or other CREST sponsored members, and those CREST members who have appointed a voting service provider(s), should refer to their CREST sponsor or voting service provider(s), who will be able to take the appropriate action on their behalf.
8. In order for a proxy appointment or instruction made using the CREST service to be valid, the appropriate CREST message (the **CREST Proxy Instruction**) must be properly authenticated in accordance with CRESTCo's specifications and must contain the information required for such instructions, as described in the CREST Manual. The message, regardless of whether it constitutes the appointment of a proxy or an amendment to the instruction given to a previously appointed proxy must, in order to be valid, be transmitted so as to be received by the issuer's agent (ID 3RA50) by the latest time(s) for receipt of proxy appointments specified in the notice of meeting. For this purpose, the time of receipt will be taken to be the time (as determined by the timestamp applied to the message by the CREST Applications Host) from which the issuer's agent is able to retrieve the message by enquiry to CREST in the manner prescribed by CREST.
9. CREST members and, where applicable, their CREST sponsors or voting service providers should note that CRESTCo does not make available special procedures in CREST for any particular messages. Normal system timings and limitations will therefore apply in relation to the input of CREST Proxy Instructions. It is the responsibility of the CREST member concerned to take (or, if the CREST member is a CREST personal member or sponsored member or has appointed a voting service provider(s), to procure that his CREST sponsor or voting service provider(s) take(s) such action as shall be necessary to ensure that a message is transmitted by means of the CREST system by any particular time. In this connection, CREST members and, where applicable, their CREST sponsors or voting service providers are referred, in particular, to those sections of the CREST Manual concerning practical limitations of the CREST system and timings. The Company may treat as invalid a CREST Proxy Instruction in the circumstances set out in Regulation 35(5)(a) of the Uncertificated Securities Regulations 2001.

10. 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).
11. To change your proxy instructions simply submit a new proxy appointment using the methods set out above. Note that the cut-off times for receipt of proxy appointments (see above) also apply in relation to amended instructions; any amended proxy appointment received after the relevant cut-off time will be disregarded.
12. Where you have appointed a proxy using the hard-copy proxy form and would like to change the instructions using another hard-copy proxy form, please contact the registrar's helpline on 0870 707 1121.
13. If you submit more than one valid proxy appointment in respect of the same shares, the appointment received last before the latest time for the receipt of proxies will take precedence.
14. In order to revoke a proxy instruction, you will need to inform the Company using one of the following methods:
 - a) by sending a signed hard copy notice clearly stating your intention to revoke your proxy appointment to Computershare Investor Services PLC, The Pavilions, Bridgwater Road, Bristol, BS99 6ZY. In the case of a member 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. 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;
 - b) by sending an e-mail to web.queries@computershare.co.uk.

In either case, the revocation notice must be received by Computershare Investor Services PLC no later than 1.00 p.m. on 7th April 2008. If you attempt to revoke your proxy appointment but the revocation is received after the time specified then, subject to the paragraph directly below, your proxy appointment will remain valid.

15. Appointment of a proxy does not preclude you from attending the meeting and voting in person. If you have appointed a proxy and attend the meeting in person in respect of shares for which you have appointed a proxy, your proxy appointment in respect of those shares will automatically be terminated.
16. 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 that 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.
17. At the date of this notice, the Company's issued share capital consists of 154,002,078 ordinary shares with voting rights and £100,000 6% first cumulative preference stock, £100,000 6% second cumulative preference stock and £200,000 5.5% third cumulative preference stock (the **preference stock**). Provided that preference dividends remain paid in accordance with the Company's Articles of Association, the preference stock do not carry voting rights. The Company does not hold any ordinary shares in Treasury. The total number of voting rights in the Company is therefore 154,002,078.
18. If you are a person who has been nominated under section 146 of the Companies Act 2006 to enjoy information rights (**Nominated Person**):
 - a) you may have a right under an agreement between you and the member of the Company who has nominated you to have information rights (**Relevant Member**) to be appointed or to have someone else appointed as a proxy for the meeting;
 - b) if you either do not have such a right or if you have such a right but do not wish to exercise it, you may have a right under an agreement between you and the Relevant Member to give instructions to the Relevant Member as to the exercise of voting rights;
 - c) your main point of contact in terms of your investment in the Company remains the Relevant Member (or, perhaps, your custodian or broker) and you should continue to contact them (and not the Company) regarding any changes or queries relating to your personal details and your interest in the Company (including any administrative matters). The only exception to this is where the Company expressly requests a response from you.
19. Copies of the service contracts and letters of appointment of the directors of the Company will be available at the meeting for at least 15 minutes prior to the meeting and during the meeting.
20. Copies of the existing Articles of Association of the Company and copies of the amended Articles of Association to be produced to the meeting and initialled by the Chairman for the purpose of identification as New Articles 'A' and New Articles 'B' for the purposes of Resolution 11 will be made available for inspection at the offices of the Company at 9th Floor, Marble Arch Tower, 55 Bryanston Street, London W1H 7AA and at the offices of Freshfields Bruckhaus Deringer at 65 Fleet Street, London EC4Y 1HS from the date of this notice until the time appointed for the meeting and for at least 15 minutes prior to the meeting and during the meeting.
21. Except as provided above, members who wish to communicate with the Company in relation to the meeting should do so by writing to Computershare Investor Services PLC, The Pavilions, Bridgwater Road, Bristol, BS99 6ZY. No other methods of communication will be accepted. In particular, you may not use any electronic address provided either in this Notice of Annual General Meeting or in any related documents (including in the Chairman's letter and the Form of Proxy) to communicate with the Company for any purposes other than those expressly stated.

