

# HUNTSWORTH

**THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION.**

If you are in any doubt as to what action you should take, you should consult your stockbroker, bank manager, solicitor, accountant or other independent professional adviser authorised under the Financial Services and Markets Act 2000 immediately.

If you have sold or otherwise transferred all of your shares, please pass this document, together with the accompanying documents, to the purchaser or transferee, or to the person who arranged the sale or transfer so they can pass these documents to the purchaser or transferee.

**HUNTSWORTH PLC**

**NOTICE OF  
ANNUAL GENERAL MEETING 2010**

**Registered Office:**

15–17 Huntsworth Mews  
London NW1 6DD  
Registered in England No. 1729478

# Letter from the Chairman of Huntsworth PLC

To all Shareholders and, for information only, Optionholders

12 April 2010

Dear Shareholder,

## ANNUAL GENERAL MEETING 2010

### Introduction

This year's Annual General Meeting will be held at 11.00 a.m. on Thursday 13 May 2010 at 29 Cloth Fair, London, EC1A 7NN. The Notice of Meeting is set out in Part I of this document.

### Re-election of directors

As required by the Company's Articles of Association, John Farrell, Michael Birkin, Robert Alcock and Eugene Beard are retiring and seeking re-election as directors.

Anthony Brooke is retiring from the Board and will not be seeking re-election. Anthony has been with the Company for nine years and has been a valuable source of advice and support in this period. He has brought to bear a substantial amount of expertise and has contributed materially to the development of the Company. We are grateful for his contribution and wish him well.

### Final dividend

Shareholders are being asked to approve a final dividend of 2.15 pence per ordinary share for the year ended 31 December 2009. If you approve the recommended final dividend, this will be paid on 2 July 2010 to all ordinary shareholders who were on the register of members on 28 May 2010.

### Special Business

At this Annual General Meeting, we are asking shareholders to approve certain special business, including, inter alia, the adoption of revised articles of association, which if adopted, will form part of the Company's constitution. A summary of the main changes is set out in Part II of this document. The principal reason for making these changes is to take account of the coming into force of the Shareholders' Rights Regulations and the implementation of the last parts of the Companies Act 2006 which have come into effect since the adoption of the current articles of association at the 2008 Annual General Meeting.

The explanatory notes on all the business of the Annual General Meeting are set out in Part II of this document.

## ACTION TO BE TAKEN

Shareholders will find enclosed with this document a Form of Proxy to be used in connection with the Annual General Meeting. Please complete and sign the Form of Proxy in accordance with the instructions printed on it and return it to the Company's registrars, Computershare Investor Services PLC, The Pavilions, Bridgwater Road, Bristol, BS99 6ZY so as to arrive as soon as possible and, in any event, no later than 11.00 a.m. on 11 May 2010. The return of a completed Form of Proxy will not prevent you from attending the Annual General Meeting and voting in person if you so wish and if you are entitled to do so.

Shareholders who do not already participate in the scrip dividend scheme can find details of the scheme on our website [www.huntsworth.com](http://www.huntsworth.com), or alternatively you can write to the Company Secretary at 15-17 Huntsworth Mews, London NW1 6DD for details. If you wish to participate in the scrip dividend scheme in time for the 2009 final dividend, please complete the scrip dividend mandate form in accordance with the instructions printed thereon and return it to Computershare Investor Services PLC, The Pavilions, Bridgwater Road, Bristol BS99 6ZZ as soon as possible and, in any event, no later than 11 June 2010. The mandate will be subject to the terms and conditions of the scrip dividend scheme.

## RECOMMENDATION

**Your directors are of the opinion that each resolution set out in the Notice of Annual General Meeting is in the best interests of the Company and shareholders as a whole and, accordingly, unanimously recommend shareholders to vote in favour of these resolutions, as they intend to do in respect of their own shareholdings.**

Yours faithfully

**Richard Sharp**  
Chairman

## Part I: Notice of Annual General Meeting

NOTICE IS HEREBY GIVEN that an Annual General Meeting of Huntsworth PLC (the "**Company**") will be held at 29 Cloth Fair, London, EC1A 7NN on 13 May 2010 at 11.00 a.m., for the transaction of the following business.

Resolutions 1 to 11 (inclusive) will be proposed as ordinary resolutions and resolutions 12 to 15 (inclusive) will be proposed as special resolutions:

### Ordinary Business

#### **Resolution 1**

To re-elect John Farrell, being a director of the Company appointed in August 2009, who retires in accordance with the Company's Articles of Association.

#### **Resolution 2**

To re-elect Michael Birkin, being a director of the Company appointed in September 2009, who retires in accordance with the Company's Articles of Association.

#### **Resolution 3**

To re-elect Robert Alcock as a director of the Company, who retires in accordance with the Company's Articles of Association.

#### **Resolution 4**

To re-elect Eugene Beard as a director of the Company, who retires in accordance with the Company's Articles of Association.

#### **Resolution 5**

To receive and adopt the Company's Annual Report and Accounts for the financial year ended 31 December 2009 together with the reports of the directors and auditors.

#### **Resolution 6**

To approve the Report of the Directors on Remuneration for the year ended 31 December 2009, as set out on pages 32 to 38 of the Company's Annual Report and Accounts.

#### **Resolution 7**

To re-appoint Ernst & Young LLP as auditors of the Company to hold office from the conclusion of this meeting until the conclusion of the next Annual General Meeting at which financial statements are laid before the Company.

#### **Resolution 8**

To authorise the directors to determine the remuneration of the auditors.

#### **Resolution 9**

To declare a final dividend of 2.15 pence per ordinary share.

#### **Resolution 10**

To consider and, if thought fit, pass the following as an ordinary resolution:

THAT, in accordance with section 366 of the Companies Act 2006 (the "**2006 Act**") the Company and all companies that are subsidiaries of the Company at any time during the period for which this resolution has effect be and is hereby authorised:

- (a) to make donations to Political Organisations as defined in section 363 of the 2006 Act, not exceeding £5,000 in total; and
- (b) to incur Political Expenditure, as defined in section 365 of the 2006 Act, not exceeding £70,000 in total,

in each case during the period beginning with the date of the passing of this resolution and expiring at the conclusion of the Company's Annual General Meeting in 2011. In any event, the aggregate amount of donations made and political expenditure incurred by the Company and its subsidiaries pursuant to this resolution shall not exceed £75,000.

## Special Business

### Resolution 11

To consider and, if thought fit, pass the following as an ordinary resolution:

THAT, with effect from the passing of resolution 15, the directors be and are hereby authorised to exercise all the powers of the Company to allot shares in the Company and to grant rights to subscribe for or convert any security into shares in the Company:

- (A) up to a nominal amount of £758,944 (such amount to be reduced by the nominal amount allotted under paragraph (B) below in excess of such sum); and
- (B) comprising equity securities (as defined in section 560(1) of the Companies Act 2006) up to a nominal amount of £1,517,888 (such amount to be reduced by any allotments made under paragraph (A) above) in connection with an offer by way of a rights issue:
  - (i) to ordinary shareholders in proportion (as nearly as may be practicable) to their existing holdings; and
  - (ii) to holders of other equity securities as required by the rights of those securities or as the Board otherwise considers necessary,

and so that the Board may impose any limits or restrictions and make any arrangements which it considers necessary or appropriate to deal with treasury shares, fractional entitlements, record dates, legal, regulatory or practical problems in, or under the laws of, any territory or any other matter,

such authorities to apply until the next Annual General Meeting of the Company, or if earlier, on 13 August 2011 but, in each case, so that the Company may make an offer or agreement before this authority expires which would, or might, require relevant securities to be allotted after the authority has expired and the directors may allot relevant securities in pursuance of such an offer or agreement as if the authority conferred hereby had not expired.

### Resolution 12 (Special resolution)

To consider and, if thought fit, pass the following as a special resolution:

THAT the directors be and are hereby given power to allot equity securities (as defined in the Companies Act 2006) for cash pursuant to the authority conferred on the directors by resolution 11 (subject to the passing and coming into effect of that resolution) and/or where the allotment is treated as an allotment of equity securities under section 560(2) of the Companies Act 2006, free of the restriction in section 561(1) of the Companies Act 2006, provided that this power shall be limited:

- (A) to the allotment of equity securities in connection with an offer of equity securities (but in the case of the authority granted under paragraph (B) of resolution 11, by way of a rights issue only):
  - (i) to ordinary shareholders in proportion (as nearly as may be practicable) to their existing holdings; and
  - (ii) to holders of other equity securities, as required by the rights of those securities or, as the Board otherwise considers necessary, and so that the directors may impose any limits or restrictions and make any arrangements which it considers necessary or appropriate to deal with treasury shares, fractional entitlements, record dates, legal, regulatory or practical problems in, or under the laws of, any territory or any other matter; and
- (B) in the case of the authority granted under paragraph (A) of resolution 11 and/or in the case of any transfer of treasury shares which is treated as an allotment of equity securities under section 560(2) of the Companies Act 2006, to the allotment (otherwise than under paragraph (A) above) of equity securities up to an aggregate nominal amount of £117,365.

this power shall expire at the conclusion of the next Annual General Meeting of the Company or, if earlier, on 13 August 2011, save that the Company may make an offer or agreement before this authority has expired which would, or might, require equity securities to be allotted after this authority has expired and the directors may allot equity securities in pursuance of such an offer or agreement as if the power conferred hereby had not expired.

### Resolution 13 (Special Resolution)

To consider and, if thought fit, pass the following as a special resolution:

THAT the Company be and is hereby generally and unconditionally authorised for the purposes of Section 701 of the Companies Act 2006 to make market purchases (within the meaning of Section 693(4) of the Companies Act 2006) of ordinary shares of 1p each in the capital of the Company upon and subject to the following conditions:

- (a) the maximum number of ordinary shares hereby authorised to be purchased is 34,267,469;
- (b) the minimum price, exclusive of expenses, which may be paid for an ordinary share is 1p exclusive of any relevant tax and expenses payable by the Company;
- (c) the maximum price, exclusive of expenses, at which ordinary shares may be purchased shall be the higher of (i) 5% above the average of the closing middle market quotations for the ordinary shares as derived from the London Stock Exchange Daily Official List for the five dealing days immediately preceding the date of purchase and (ii) the higher of the price of the last independent trade and the highest current independent bid on the London Stock Exchange Official List at the time the purchase is carried out; and
- (d) the authority hereby conferred shall expire at the conclusion of the next Annual General Meeting of the Company or, if earlier, on 13 August 2011, save that the Company may before such expiry enter into a contract to purchase ordinary shares under which such purchase would or might be executed wholly or partly after the expiration of such authority, and may make a purchase of ordinary shares in pursuance of any such contract.

**Resolution 14 (Special Resolution)**

To consider and, if thought fit, pass the following as a special resolution:

That a general meeting other than an Annual General Meeting may be called on not less than 14 clear days' notice.

**Resolution 15 (Special resolution)**

To consider and, if thought fit, pass the following as a special resolution:

THAT:

- (A) the Articles of Association of the Company be amended by deleting all 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 Articles of Association; and
- (B) the articles of association set forth in the printed document produced to the meeting, and for the purpose of identification signed by the Chairman hereof, be and are hereby approved and adopted as the Articles of Association of the Company in substitution for, and to the exclusion of, all existing Articles of Association of the Company with effect from the conclusion of the Annual General Meeting.

On behalf of the Board

**Tymon Broadhead**

Company Secretary

12 April 2010

Registered office:

15-17 Huntsworth Mews

London NW1 6DD

## Part II: Commentary on the Business of the Annual General Meeting

Additional information is set out below in relation to the resolutions proposed in the Notice of Meeting in Part I of this document.

References to pages of the Annual Report and Accounts are to the relevant pages in the 2009 Annual Report and Accounts. The notice and this commentary should therefore be read in conjunction with the Annual Report and Accounts.

Resolutions 1 to 11 are proposed as ordinary resolutions. This means that for each of those resolutions to be passed, more than half of the votes cast must be in favour of the resolution. Resolutions 12 to 15 are 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.

### Ordinary Business

#### **Resolutions 1 to 4 – Details of directors seeking re-election**

The Company's articles of association require that any director: (i) who has been appointed by the Board since the last Annual General Meeting, or (ii) who held office at the time of the two preceding Annual General Meetings and who did not retire at either of them, or (iii) who has held office for a continuous period of nine years or more at the date of the meeting, shall retire from office, though they may offer themselves for re-appointment. This year John Farrell, Michael Birkin, Robert Alcock and Eugene Beard will retire and will seek re-election under resolutions 1, 2, 3 and 4. Anthony Brooke will also retire but will not seek re-election.

Biographical details for John Farrell, Michael Birkin, Robert Alcock and Eugene Beard are on page 20 of the Annual Report.

#### **Resolution 5 – Receipt of Company's Annual Report and Accounts**

Under the provisions of the Companies Act 2006, the directors are required to lay before the shareholders at a general meeting of the Company copies of the report of the directors, the independent auditors' report and the audited financial statements in respect of each financial year. Should any shareholder be concerned about the contents of the reports or financial statements or about any corporate governance issue, the directors welcome any comments or questions during this item of the agenda either at the meeting or in advance (see note 8 on page 11 of this document).

#### **Resolution 6 – Approve the Report of the Directors on Remuneration**

In accordance with Section 439 of the Companies Act 2006, shareholders are invited to vote on the Report of the Directors on Remuneration, which is set out on pages 32 to 38 of the Annual Report, which has been prepared in accordance with the Large and Medium-sized Companies and Groups (Accounts and Reports) Regulations 2008. This vote is advisory only, however, and the directors' entitlement to remuneration is not conditional on the resolution being passed.

#### **Resolutions 7 and 8 – Re-appointment and remuneration of the auditor**

At each meeting at which accounts are laid before the members, the Company is required to appoint auditors to serve until the next such meeting. Ernst & Young LLP have expressed their willingness to continue as auditors to the Company. Resolution 8 gives the directors the discretion to determine the auditors' remuneration, which will then be disclosed in the next accounts of the Company.

#### **Resolution 9 – Dividend**

This resolution proposes the declaration of the final dividend recommended by the directors. The directors are proposing a final dividend of 2.15 pence per ordinary share. If approved, the dividend will be paid on 2 July 2010 to shareholders on the register as of 28 May 2010.

#### **Resolution 10 – Donations to Political Organisations and Political Expenditure**

Authority is sought to enable the Company to enter into financial arrangements with organisations which may fall within the definition of 'Political Organisations' under the relevant provisions of the Companies Act 2006 (the "**2006 Act**") which came into force on 1 October 2007 and which contains restrictions on companies making donations or incurring expenditure in relation to Political Organisations. The 2006 Act requires companies to seek shareholder approval for donations to organisations which are, or could be, categorised as Political Organisations as provided for by the 2006 Act. Although the Company does not intend to make donations to political parties within the normal meaning of that expression, as part of its normal work on behalf of clients and as part of its own marketing, certain subsidiaries may need to attend or sponsor events which are organised by political parties or other Political Organisations, for which a charge is made. The Company may also from time to time invite clients and prospective clients to attend events that could fall within the meaning of the 2006 Act's provisions. The 2006 Act defines 'donations' very broadly such that this sort of activity would fall within its ambit. It similarly defines Political Organisations very widely such that it may include, for example, bodies concerned with policy review and law reform, with representation of the business community or with the representation of their communities or special interest groups which the Company may wish to support.

## Special Business

### **Resolution 11 – Authority to Allot Shares**

This resolution renews the directors' authority to allot unissued share capital. Paragraph (A) of this resolution would give the Directors the authority to allot ordinary shares up to an aggregate nominal value of £758,944 (representing 75,894,394 ordinary shares of 1p each). This amount represents approximately one-third of the issued ordinary share capital (excluding treasury shares) of the Company as at 6 April 2010, the latest practicable date prior to the publication of the Notice of Meeting.

In line with recent guidance issued by the Association of British Insurers, paragraph (B) of this resolution would give the Directors authority to allot ordinary shares in connection with a rights issue in favour of ordinary shareholders up to an aggregate nominal amount equal to £1,517,888 (representing 151,788,787 ordinary shares), as reduced by the nominal amount of any shares issued under paragraph (A) of this resolution. This amount (before any reduction) represents approximately two-thirds of the issued ordinary share capital (excluding treasury shares) of the Company as at 6 April 2010, the latest practicable date prior to publication of the Notice of Meeting.

The authorities sought under paragraphs (A) and (B) of this resolution will expire at the earlier of 13 August 2011 or the conclusion of the Annual General Meeting of the Company held in 2011.

As at the date of this Notice 4,746,317 ordinary shares are held by the Company in treasury.

### **Resolution 12 – Dis-application of pre-emption rights (Special resolution)**

Under the Companies Act 2006 shareholders have 'rights of pre-emption' in relation to the issue of new shares: that is to say, the shares must be offered first to the existing shareholders in proportion to their holdings. Under Section 571 of that Act the directors require the authority of the shareholders if they wish to disapply these rights.

This resolution renews the directors' authority to issue new ordinary shares for cash, without following the statutory pre-emption procedures, so long as such issue does not exceed 11,736,466 shares (5% of the issued share capital as at 6 April 2010) or as long as the issue is a rights issue, open offer or other pre-emptive offer, or pursuant to a scrip dividend alternative. In the case of a rights issue, there could be legal, regulatory or practical difficulties in issuing new shares to some shareholders, particularly those resident overseas, and part (A) of this resolution permits the directors to make the appropriate exclusions or arrangements to deal with this.

In addition, there may be circumstances when the directors consider it in the best interests of the Company to issue shares to another party or parties without first offering them to existing shareholders, for example, to finance a business opportunity. Part (B) of this resolution gives them authority to do so, up to a limit of £117,365 in the nominal value of the new shares at their nominal value, which at 6 April 2010 was approximately 5% of the Company's issued ordinary share capital.

The Company will have regard to the Pre-emption Group's Statement of Principles in relation to any exercise of this authority. These guidelines require prior consultation with the Investment Committees of the Association of British Insurers and National Association of Pension Funds before making any issue under this authority which exceeds 7.5% of the Company's issued share capital in any rolling three year period. Renewal of this authority is sought at the Annual General Meeting each year and this authority will expire at the earlier of 13 August 2011 or the Annual General Meeting of the Company.

### **Resolution 13 – Purchase of own shares by the Company**

This resolution renews the Company's ability to purchase its own shares.

This authority is sought as the directors believe there may be times when it would be desirable to reduce the issued share capital of the Company by making purchases in the market.

Purchases of the Company's own shares will only be made after considering the effects on earnings per share and the benefits for the Company and the shareholders generally. The directors will also carefully consider the extent of the Company's borrowings and its general financial position. The Company may either retain shares purchased under this authority as treasury shares with a possible view to reissue such shares at a future date, or cancel them.

This proposed authority is limited to the purchase of a maximum of 34,267,469 shares, representing 14.9% of the Company's issued share capital (excluding treasury shares) (as at 6 April 2010, being the latest practicable date prior to the publication of this Notice of Meeting). The minimum price which may be paid for an ordinary share under this authority is 1p and the maximum price is no 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 five business days preceding the day on which the shares are to be purchased and (ii) the higher of the price of the last independent trade and the highest current bid on the London Stock Exchange Official List at the time the purchase is carried out. Both the minimum and maximum price are exclusive of any relevant tax and expenses payable by the Company. This authority will expire at the conclusion of the next Annual General Meeting of the Company. It is the present intention of the directors to seek a similar authority annually.

On 6 January 2009, the Company announced that it was immediately commencing a share buy-back programme up to the value of £5 million. At the date of this circular, 5,859,024 Ordinary shares have been bought back for a total consideration of £3,886,747. It is the directors' intention to continue with the current buy-back programme to buy up to £5 million of the Company's shares.

The total number of options to subscribe for equity shares that are outstanding as at 6 April 2010, being the latest practicable date prior to the publication of the Notice of Meeting, is 20,501,993. This represents 8.9% of the issued share capital (excluding treasury shares) at 6 April 2010 and 10.5% if the full authority to buy-back shares is used.

#### **Resolution 14 – Notice of General Meetings**

Changes to the Companies Act 2006 by the Shareholders' Rights Regulations increase the notice period required for general meetings of the Company to 21 days unless shareholders approve a shorter notice period, which cannot however be less than 14 clear days. (AGMs will continue to be held on at least 21 days' notice).

Before the coming into force of the Shareholders' Rights Regulations on 3 August 2009, the Company was able to call general meetings (other than an Annual General Meeting) on 14 clear days' notice. In order to preserve this ability, Resolution 14 seeks such approval. The approval will be effective until the Company's next Annual General Meeting, when it is intended that a similar resolution will be proposed. The Company will also need to meet the requirements for electronic voting under the Shareholders' Rights Regulations before it can call a general meeting on less than 21 clear days' notice.

The shorter notice period would not be used as a matter of routine for such meetings, but only where the flexibility is merited by the business of the meeting and is thought to be to the advantage of shareholders as a whole.

#### **Resolution 15 – Adopt New Articles of Association**

It is proposed in resolution 15 to adopt new articles of association (the "**New Articles**") in order to update the Company's current articles of association (the "**Current Articles**") primarily to take account of the coming into force of the Shareholders' Rights Regulations and the implementation of the last parts of the Companies Act 2006.

The principal changes introduced in the New Articles are summarized below. 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 the Shareholders' Rights Regulations or conform the language of the New Articles with that used in the model articles for public companies produced by the Department for Business, Innovation and Skills, have not been noted below. The New Articles showing all the changes to the Current Articles are available for inspection, as noted on page 12 of this document.

The principal changes under the New Articles are:

##### **(i) 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 Companies Act 2006 significantly reduces the constitutional significance of a company's memorandum. The Companies Act 2006 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 Companies Act 2006 the objects clause and all other provisions which are contained in a company's memorandum, for existing companies at 1 October 2009, are deemed to be contained in the company's articles of association but the company can remove these provisions by special resolution.

Further the Companies Act 2006 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 Companies Act 2006, are treated as forming part of the Company's Articles of Association as of 1 October 2009. Resolution 15 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 New Articles also contain an express statement regarding the limited liability of shareholders.

##### **(ii) Articles which duplicate statutory provisions**

Provisions in the Current Articles which replicate provisions contained in the Companies Act 2006 are in the main to be removed in the New Articles. This is in line with the approach advocated by the Government that statutory provisions should not be duplicated in a company's constitution.

##### **(iii) Change of name**

Under the Companies Act 1985, a company could only change its name by special resolution. Under the Companies Act 2006 a company will be able to change its name by other means provided for by its articles. To take advantage of this provision, the New Articles enable the directors to pass a resolution to change the Company's name.

##### **(iv) Authorised share capital and unissued shares**

The Companies Act 2006 abolishes the requirement for a company to have an authorised share capital and the New 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 Companies Act 2006, save in respect of employee share schemes.

**(v) Redeemable shares**

Under the Companies Act 1985, if a company wished to issue redeemable shares, it had to include in its articles the terms and manner of redemption. The Companies Act 2006 enables directors to determine such matters instead provided they are so authorised by the articles. The New 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.

**(vi) Authority to purchase own shares, consolidate and sub-divide shares, and reduce share capital**

Under the Companies Act 1985, a company required 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 Companies Act 2006 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 New Articles.

**(vii) Use of seals**

Under the Companies Act 1985, a company required authority in its articles to have an official seal for use abroad. Under the Companies Act 2006, such authority will no longer be required. Accordingly, the relevant authorisation has been removed in the New Articles.

The New Articles provide an alternative option for execution of documents (other than share certificates). Under the New 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.

**(viii) Vacation of office by directors**

The Current Articles specify the circumstances in which a director must vacate office. The New Articles update these provisions to treat physical illness in the same manner as mental illness.

**(ix) Voting by proxies on a show of hands**

The Shareholders' Rights Regulations have amended the Companies Act 2006 so that it now provides that each proxy appointed by a member has one vote on a show of hands unless the proxy is appointed by more than one member in which case the proxy has one vote for and one vote against if the proxy has been instructed by one or more members to vote for the resolution and by one or more members to vote against the resolution. The New Articles remove provisions in the Current Articles dealing with proxy voting on the basis that these are dealt with in the Companies Act 2006 and contain a provision clarifying how the provision of the Companies Act 2006 giving a proxy a second vote on a show of hands should apply to discretionary authorities.

**(x) Chairman's casting vote**

The New Articles remove the provision giving the chairman a casting vote in the event of an equality of votes as this is no longer permitted under the Companies Act 2006.

**(xi) Adjournments for lack of quorum**

Under the Companies Act 2006 as amended by the Shareholders' Rights Regulations, general meetings adjourned for lack of quorum must be held at least 10 clear days after the original meeting. The Current Articles have been changed to reflect this requirement.

**(xii) General**

Generally the opportunity has been taken to bring clearer language into the New Articles and in some areas to conform the language of the New Articles with that used in the model articles for public companies produced by the Department for Business, Innovation and Skills.

**Issued share capital**

All references to the Company's 'issued share capital' in the Explanatory Notes above are to the Company's issued share capital as at 6 April 2010, which was 234,729,328 ordinary shares of 1p each, of which 4,746,317 ordinary shares of 1p each were held as treasury shares. As at 6 April 2010, the total number of voting rights in the Company was 229,983,011.

## Notes to the Notice of Meeting

As a holder of ordinary shares in the Company, you have the right to attend, speak and vote at the forthcoming Annual General Meeting or at any adjournment(s) thereof. In order to exercise all or any of these rights you should read the following notes to the business of the Annual General Meeting.

### 1. Uncertificated securities

Pursuant to Regulation 41 of the Uncertificated Securities Regulations 2001 (as amended), the Company specifies that only shareholders registered at 6.00 p.m. on 11 May 2010 shall be entitled to attend and vote at the meeting in respect of the number of shares registered in their name at that time. Changes to the shareholder register after that time shall be disregarded in determining the rights of any person to attend and vote at the meeting. If the Meeting is adjourned, the Company specifies that only shareholders entered on the Company's register of members not later than 48 hours (taking no account of any part of a day which is not a working day) before the time fixed for the adjourned meeting shall be entitled to attend and vote at that meeting.

### 2. Joint shareholders

In the case of joint shareholders the vote of the senior who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the votes of the other joint holders and for this purpose seniority shall be determined by the order in which the names stand in the register of members (the first named being the most senior).

### 3. Proxies

- 3.1 A member of the Company is entitled to appoint one or more proxies to attend the Meeting, and to speak and vote on his behalf, provided that each proxy is appointed to exercise the rights attached to a different share or shares held by that member. A proxy need not be a member of the Company.
- 3.2 To appoint a proxy you may:
- (a) use the Proxy Form enclosed with this Notice of Meeting (for the attention of members only) which should be returned by hand or by post direct to:  
Computershare Investor Services PLC  
The Pavilions  
Bridgwater Road  
Bristol  
BS99 6ZY  
so as to be received no later than 11.00 a.m. on 11 May 2010; or
  - (b) as an alternative to completing the hard copy form of proxy, register the appointment of your proxy vote electronically using the internet by going to [www-uk.computershare.com/Investor/Proxy](http://www-uk.computershare.com/Investor/Proxy) and following the instructions provided. The proxy appointment must be received by the Company's registrars, Computershare Investor Services PLC, at the address referred to on the website by 11.00 a.m. on 11 May 2010. Please note that any electronic communication sent to our registrars in respect of the appointment of a proxy that is found to contain a computer virus will not be accepted. The Company will try to inform the shareholder in question of a rejected communication and will try to ensure that its outgoing electronic communications are, as far as reasonably practicable, virus free; or
  - (c) if you hold your shares in uncertificated form, you should utilise the CREST electronic proxy appointment service by using the procedures described in the CREST Manual. CREST Personal Members or other CREST sponsored members, and those CREST members who have appointed 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.
- 3.3 In order for a proxy appointment or instruction made using the CREST service to be valid, the appropriate CREST message (a "**CREST Proxy Instruction**") must be properly authenticated in accordance with CRESTCo's specifications, and must contain the information required for such instruction, as described in the CREST Manual. The message, regardless of whether it constitutes the appointment of a proxy or is 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 for receipt of proxy appointments specified in this 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 Application Host) from which the issuer's agent is able to retrieve the message by enquiry to CREST in the manner prescribed by CREST. After this time any change of instructions to proxies appointed through CREST should be communicated to the appointee through other means.
- 3.4 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 message. 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, 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 system providers are referred, in particular, to those sections of the CREST Manual concerning practical limitations of the CREST system and timings.

- 3.5 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.
- 3.6 If you do not have a Proxy Form and believe that you should have one, or if you require additional Proxy Forms, please contact Computershare Investor Services PLC on 0870 707 1048 if calling from within the UK or on +44 (0)870 707 1048 if calling from outside the UK.
- 3.7 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, representative or attorney, whose capacity should be stated. A power of attorney or any other authority under which the Proxy Form is signed (or a copy of such authority certified notariilly) must be included with the Proxy Form.
- 3.8 The return of a completed Proxy Form, other instrument or any CREST Proxy Instruction will not prevent a member attending the Meeting and voting in person if he/she wishes to do so.
- 3.9 If you submit more than one valid proxy appointment in relation to the same share or shares, the appointment received last before the latest time for the receipt of proxies shall take precedence.

#### **4. Multiple proxies**

A member may appoint more than one proxy in relation to the Meeting provided that each proxy is appointed to exercise the rights attached to a different share or shares held by that member. To do this, that member must complete a separate Proxy Form for each proxy. Members can copy the original Proxy Form, or additional Proxy Forms can be obtained from Computershare Investor Services PLC on 0870 707 1048 if calling from within the UK or on +44 (0)870 707 1048 if calling from outside the UK. A member appointing more than one proxy must indicate the number of shares for which each proxy is being authorised to act on his behalf.

#### **5. Nominated Persons**

Any person to whom this notice is sent who is a person nominated under section 146 of the 2006 Act to enjoy information rights (a “**Nominated Person**”) may, under an agreement between him/her and the member by whom he/she was nominated, have a right to be appointed (or to have someone else appointed) as a proxy for the Meeting. If a Nominated Person has no such proxy appointment right or does not wish to exercise it, he/she may, under any such agreement, have a right to give instructions to the member as to the exercise of voting rights.

#### **6. Restrictions as to proxy rights**

The statement of the rights of members in relation to the appointment of proxies in paragraphs 3 and 4, above, do not apply to Nominated Persons. The rights described in these paragraphs can only be exercised by members of the Company.

#### **7. Voting**

- 7.1 Each proposal will be decided on a show of hands unless a poll is demanded in accordance with the provisions of the Articles of Association of the Company. Save for resolutions 12 to 15 (inclusive), which are proposed as special resolutions and will be decided by a majority of at least three-quarters of the votes cast, each proposal will be decided by a simple majority of the votes cast.
- 7.2 A vote withheld is not a vote in law, which means that the vote will not be counted in the proportion of votes “for” and “against” the resolution. Where a proxy has been appointed by a member, if such member does not give any instructions in relation to a resolution that member should note that their proxy will have authority to vote on that resolution as he/she thinks fit. A proxy will also have the authority to vote or to withhold a vote on any other business (including amendments to resolutions) which properly comes before the meeting as he/she thinks fit.

#### **8. Questions**

Any member attending the meeting has the right to ask questions or may, alternatively, submit their question in advance by letter addressed to the Company Secretary at the registered office. The Company must cause to be answered any such question relating to the business being dealt with at the meeting but no such answer need be given if (a) to do so would interfere unduly with the preparation for the meeting or involve the disclosure of confidential information, (b) the answer has already been given on a website in the form of an answer to a question, or (c) it is undesirable in the interests of the Company or the good order of the meeting that the question be answered.

#### **9. Audit Concerns**

Under section 527 of the Companies Act 2006 members meeting the threshold requirements set out in that section have the right to require the Company to publish on a website a statement setting out any matter relating to: (i) the audit of the Company’s accounts (including the auditor’s report and the conduct of the audit) that are to be laid before the Annual General Meeting; or (ii) any circumstance connected with an auditor of the Company ceasing to hold office since the previous meeting at which annual accounts and reports were laid in accordance with section 437 of the Companies Act 2006. The Company may not require the shareholders requesting any such website publication to pay its expenses in complying with sections 527 or 528 of the Companies Act 2006. Where the Company is required to place a statement on a website under section 527 of the Companies Act 2006, it must forward the statement to the Company’s auditor not later than the time when it makes the statement available on the website. The business which may be dealt with at the Annual General Meeting includes any statement that the Company has been required under section 527 of the Companies Act 2006 to publish on a website.

**10. The venue**

The venue for the Annual General Meeting this year is 29 Cloth Fair, London, EC1A 7NN.

**11. Documents for inspection**

A copy of this notice, and other information required by section 311A of the Companies Act 2006, can be found at [www.huntsworth.com](http://www.huntsworth.com).

The following documents will be available for inspection at the registered office of the Company, 15–17 Huntsworth Mews, London NW1 6DD, during normal business hours (Saturdays, Sundays and Bank Holidays excepted) from the date of this notice until the date of the Annual General Meeting, and on that day will be available for inspection at the place of the meeting from 10.30 a.m. to the conclusion of the meeting:

- (a) a copy of the Articles of Association marked to show the proposed amendments to be adopted at the AGM;
- (b) copies of the contracts of service of the executive directors of the Company and of the letters of appointment of the non-executive directors of the Company; and
- (c) a copy of the register of directors' (and their families') interests in the share capital of the Company.

**12. Corporate Representatives**

Any corporation which is a member can appoint one or more corporate representatives who may exercise on its behalf all of its powers as a member provided that they do not do so in relation to the same shares.