

This document is important and requires your immediate attention. If you are in any doubt as to the action you should take, you should consult your stockbroker, bank manager, solicitor, accountant, or other professional independent adviser authorised under the Financial Services and Markets Act 2000.

If you have sold all of your shares, please pass this document and its enclosures either to the purchaser or to the stockbroker or other agent through whom the sale was effected, for transmission to the purchaser.

PLANT HEALTH CARE plc

ANNUAL GENERAL MEETING 2010

NOTICE OF ANNUAL GENERAL MEETING

The 2010 annual general meeting ("**AGM**") of Plant Health Care plc ("**Company**") will be held at the offices of Tavistock Communications Limited, 131 Finsbury Pavement, London EC2A 1NT on Thursday, 15 April 2010 at 10:00 am (London time) to consider and, if approved, to pass the following Resolutions 1 to 5 as Ordinary Resolutions, and Resolutions 6 to 8 as Special Resolutions.

Report and accounts 2009

1. To receive and consider the Company's accounts and the reports of the directors and the auditor for the financial year ended 31 December 2009.

Director retiring by rotation

2. To re-elect John Brady as a director of the Company.

Re-appointment of auditor

3. To re-appoint BDO LLP as auditor of the Company to hold office until the conclusion of the next AGM.

Remuneration of auditor

4. To authorise the Audit Committee to determine the auditor's remuneration.

Authority to allot shares

5. THAT the directors be and are hereby generally and unconditionally authorised 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 £175,600; and
 - (b) comprising equity securities (as defined in the Companies Act 2006 (the "**2006 Act**")) up to a nominal amount of £351,200 (including within such limit any shares and rights to subscribe for or convert any security into shares allotted 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 directors otherwise consider necessary,

and so that the directors may impose any limits or restrictions and make any arrangements which they consider necessary or appropriate to deal with treasury shares, fractional entitlements, record dates, or legal, regulatory or practical problems in, or under the laws of, any territory or the requirements of any regulatory body or stock exchange or any other matter,

such authorities to apply until the earlier of 30 June 2011 or the conclusion of the Company's next AGM, but, in each case, so that the Company may make offers and enter into agreements during the relevant period which would, or might, require shares to be allotted or rights to subscribe for or convert securities into shares to be granted after the authority ends and the directors may allot shares or grant rights to subscribe for or convert securities into shares under any such offer or agreement as if the authority had not ended.

Disapplication of pre-emption rights

6. THAT, if resolution 5 is passed, the directors be and are hereby empowered to allot equity securities (as defined in the 2006 Act) for cash under the authority given by that resolution and/or where the allotment is treated as an allotment of equity securities under section 560(2)(b) of the 2006 Act, free of the restriction in section 561(1) of the 2006 Act, such power to 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 5, 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 directors otherwise consider necessary,

and so that the directors may impose any limits or restrictions and make any arrangements which they consider necessary or appropriate to deal with treasury shares, fractional entitlements, record dates, or legal, regulatory or practical problems in, or under the laws of, any territory or the requirements of any regulatory body or stock exchange or any other matter; and

- (b) in the case of the authority granted under paragraph (a) of resolution 5 and/or in the case of any transfer of treasury shares which is treated as an allotment of equity securities under section 560(2)(b) of the 2006 Act, to the allotment (otherwise than under paragraph (a) above) of equity securities up to a nominal amount of £52,600; and

- (c) to the allotment of equity securities in connection with the Company's employee share schemes, such power to apply until the earlier of 30 June 2011 or the conclusion of the Company's next AGM, but during this period the Company may make offers, and enter into agreements, which would, or might, require equity securities to be allotted after the power ends and the directors may allot equity securities under any such offer or agreement as if the power had not ended.

Authority to purchase own ordinary shares

7. THAT the Company be and is hereby generally and unconditionally authorised for the purposes of section 701 of the 2006 Act to make one or more market purchases (as defined in section 693(4) of the 2006 Act) of its own ordinary shares of 1p each ("**Ordinary Shares**") subject to the following restrictions and provisions:

- (a) the maximum number of Ordinary Shares hereby authorised to be purchased is 5,264,899;
- (b) the maximum price which may be paid for an ordinary share is an amount equal to 105% of the average of the middle market quotations for the ordinary shares taken from the London Stock Exchange plc Daily Official List for the ten dealing days before the day on which the share is contracted to be purchased exclusive of expenses payable by the Company;
- (c) the minimum price which may be paid for an Ordinary Share is 1p; and
- (d) unless previously revoked or varied, this authority shall expire on the earlier of 30 June 2011 or the conclusion of the Company's next AGM, but so that the Company may enter into, prior to such expiry, a contract to purchase Ordinary Shares which will or may be completed or executed wholly or partly after such expiry, and may purchase Ordinary Shares pursuant to any such contract under this authority.

Adoption of articles of association

8. THAT:

- (a) the Company's articles of association be and are hereby amended by deleting all the provisions of the Company's memorandum of association which, by virtue of section 28 of the 2006 Act, are to be treated as provisions of the Company's articles of association; and
- (b) the articles of association produced to the meeting and initialled by the chairman of the meeting for the purpose of identification be and are adopted as the Company's articles of association in substitution for, and to the exclusion of, the existing articles of association.

By Order of the Board

Andrew C. Wood FCIS
Company Secretary

5 March 2010

Registered office:

Plant Health Care plc
The Broadgate Tower
20 Primrose Street
London
EC2A 2RS

Registered in England No. 05116780

Notes:

In addition to the notes set out below, an explanation of certain of the resolutions is set out in Appendix 1 to this document.

Entitlement to attend and vote

- (1) Members will be entitled to attend and to vote at the meeting if they are registered on the Company's register of members at 6:00 pm on 13 April 2010 or, if the meeting is adjourned, at 6:00 pm on the day two days before the date fixed for the adjourned meeting. The number of votes which any such member may cast, upon a poll, will be determined by reference to the number of shares registered in such member's name at that time. Changes to the Company's register of members after the relevant deadline shall be disregarded in determining the rights of any person to attend and vote at the meeting.

Website giving information regarding the meeting

- (2) Information regarding the meeting, including the information required by section 311A of the 2006 Act, is available from the Company's website at www.planthealthcare.com/investor.

Appointment of proxies

- (3) Members of the Company at the time set out in Note (1) above are entitled to appoint a proxy to exercise all or any of their rights to attend and to speak and vote on their behalf at the meeting. A member may appoint more than one proxy in relation to the AGM, 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. A Form of Proxy, which may be used to make such appointment and give proxy instructions, accompanies this Notice. The notes on completing the Form of Proxy at the end of this document explain how to direct a proxy how to vote on each resolution or withhold their vote.

Corporate representatives

- (4) 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, if it is appointing more than one corporate representative, it does not do so in relation to the same shares.

Issued shares and total voting rights

- (5) As at 1 March 2010, the total number of shares issued by the Company with rights to vote which are exercisable in all circumstances at general meetings was 52,739,373 ordinary shares of 1p each.
The website referred to in note (2) will include information on the number of shares and voting rights.

Questions at the meeting

- (6) Under section 319A of the 2006 Act, the Company must answer any question you ask relating to the business being dealt with at the meeting, unless:
 - answering the question would interfere unduly with the preparation for the meeting or involve the disclosure of confidential information;
 - the answer has already been given on a website in the form of an answer to a question; or
 - it is undesirable in the interests of the Company or the good order of the meeting that the question be answered.

Communication

(7) Except as provided above, members who have general queries about the meeting should use the following means of communication (no other methods of communication will be accepted):

- e-mail to **ir@planthealthcare.com**
- letter addressed to the Company's registered office.

You may not use any electronic address provided either:

- in this Notice of AGM; or
- in any related documents

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

Documents on display

(8) The following documents will be available for inspection at the registered office of the Company during usual business hours on any weekday (Saturdays and public holidays excluded) from the date of this Notice until the date of the AGM and will be available for inspection at the place of the AGM for at least 15 minutes prior to and during the meeting:

- (a) copies of the directors' service contracts or memoranda of the terms thereof (other than contracts expiring or determinable by the employing company without compensation within one year);
- (b) copies of the letters of appointment of the non-executive directors of the Company; and
- (c) a copy of the Company's existing memorandum and articles of association and a copy of the memorandum and articles of association marked up to show the differences from the existing documents.

Appendix 1 – Explanation of certain resolutions

Retirement by rotation

At each AGM, the Company's articles of association (“**articles**”) provide that any director who was in office at the time of the two previous AGMs and did not retire at either of them is required to retire and may then be considered for re-election assuming they wish to stand for re-election. Pursuant to this requirement, two directors will retire at this year's AGM, namely: John Brady and Dr. Albert Fischer.

Dr. Fischer will retire as Chairman and does not intend to seek re-election as a director at the AGM, nor will he be deemed to be re-appointed in accordance with the articles.

John Brady, being eligible, will offer himself for re-election at the AGM (see Resolution 2). The Company's annual report for the year ended 31 December 2009, which accompanies this Notice, contains biographical details of Mr. Brady on page 9.

Resolution 2: RE-ELECTION OF JOHN BRADY AS A DIRECTOR

In accordance with the articles, John Brady, who was last elected to the Board on 8 June 2007, retires by rotation and offers himself for re-election. The Board is satisfied, following formal evaluation, that Mr. Brady continues to be an effective director. He demonstrates the highest commitment to his role, including commitment of the necessary time for Board and committee meetings and other duties, and makes a valuable contribution in Board deliberations as Chief Executive Officer. The remaining directors therefore unanimously recommend that he be re-elected as a director of the Company.

Resolution 5: ALLOTMENT OF SHARES

At the AGM held on 5 June 2009, members gave authority to the directors to allot a maximum of £148,350 in nominal value of relevant securities. The term ‘relevant securities’ included the Company's unissued ordinary shares and any securities convertible into ordinary shares. Resolution 5 replaces the authority granted in 2009.

Paragraph (a) of this resolution would give the directors the authority to allot ordinary shares or grant rights to subscribe for or convert any securities into ordinary shares up to an aggregate nominal amount equal to £175,600 (representing 17,560,000 Ordinary Shares). This amount represents approximately one-third of the issued ordinary share capital of the Company as at 12 February 2010.

Paragraph (b) of this resolution is a new authority sought and is in line with guidance issued by the Association of British Insurers. It would give the Board authority to allot ordinary shares or grant rights to subscribe for or convert any securities into ordinary shares in connection with a rights issue, to existing shareholders in proportion (as nearly as may be practicable) to their existing holdings, up to an aggregate nominal amount equal to £351,200 (representing 35,120,000 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 of the Company as at 12 February 2010. The authorities sought under paragraphs (a) and (b) of this resolution shall expire (unless previously renewed or revoked by the Company in general meeting) on the earlier of 30 June 2011 (six months after the Company's accounting reference date) or at the conclusion of the next AGM of the Company. The Board will seek to renew these authorities at each AGM, in accordance with current best practice. The Board has no present intention to exercise either of the authorities sought under resolution 5, except, under paragraph (a), to satisfy options under the Company's share option schemes.

Resolution 6: DISAPPLICATION OF PRE-EMPTION RIGHTS

Resolution 6 would give the Board the authority to allot ordinary shares (or sell any ordinary shares which the Company elects to hold in treasury) for cash without first offering them to existing shareholders in proportion to their existing shareholdings.

This authority would be limited to allotments or sales in connection with pre-emptive offers up to an aggregate nominal amount of £52,600 (representing 5,260,000 Ordinary Shares). This aggregate nominal amount represents approximately 10% of the issued ordinary share capital of the Company as at 12 February

2010, a level which the directors consider will enable the authority to be used effectively. The authority will also disapply the provisions of the 2006 Act in respect of fractional entitlements arising on rights issues.

In respect of this aggregate nominal amount, the Board confirms its intention to follow the provisions of the Pre-Emption Group's Statement of Principles regarding cumulative usage of authorities within a rolling three-year period where the Principles provide that usage in excess of 7.5% should not take place without prior consultation with shareholders. The Board will continue to seek to renew this authority at each AGM, in accordance with current best practice.

This authority shall expire (unless previously renewed or revoked by the Company in general meeting) on the earlier of 30 June 2011 or at the conclusion of the next AGM of the Company.

Resolution 7: PURCHASE OF OWN SHARES

The articles of association of the Company empower the Company to purchase its own shares. The directors consider it desirable and in the Company's interests for shareholders to grant to the Company authority to exercise this power, within certain limits. This resolution would renew the 2009 authority, which was in similar terms, and would be limited to 5,264,899 ordinary shares, representing 10% of the issued share capital of the Company as at the end of the 2009 financial year. The directors would exercise this authority only after considering the effects on earnings per share and the benefits for shareholders generally. Any buy back would be by market purchases through the London Stock Exchange. Any shares so purchased would be either held as treasury shares or cancelled. In the period since the last AGM, no shares have been purchased under the existing authority. This authority will expire (unless previously renewed or revoked by the Company in general meeting) on the earlier of 30 June 2011 or at the conclusion of the next AGM of the Company.

Resolution 8: ADOPTION OF NEW ARTICLES OF ASSOCIATION

It is proposed in resolution 8 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 into account the implementation on 1 October 2009 of the last parts of the 2006 Act.

The principal changes introduced in the New Articles are as follows:

1. The Company's objects

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

The 2006 Act significantly reduces the constitutional significance of a company's memorandum. The 2006 Act provides that a memorandum will record only the names of subscribers and the number of shares each subscriber has agreed to take in the company. Under the 2006 Act, the objects clause and all other provisions which are contained in a company's memorandum are deemed to be contained in the company's articles of association, but the company can remove these provisions by special resolution.

Further, the 2006 Act states that, unless a company's articles provide otherwise, a company's objects are unrestricted. This abolishes the need for companies to have objects clauses. For this reason, the objects clause has been removed, together with all other provisions of the Company's memorandum which, by virtue of the 2006 Act, are treated as forming part of the Company's articles of association as of 1 October 2009.

As the effect of these amendments would be to remove the statement currently in the Company's memorandum of association regarding limited liability, a new Article 3 has been included in the New Articles which contains an express statement regarding the limited liability of shareholders.

2. Articles which duplicate statutory provisions

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

3. Change of name

Under the Companies Act 1985 (the “**1985 Act**”), a company could only change its name by special resolution. Under the 2006 Act, a company is able to change its name by other means provided for by its articles. To take advantage of this provision, a new Article 81 has been inserted enabling the directors to pass a resolution to change the Company’s name.

4. Authorised share capital and unissued shares

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

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

Under the 1985 Act, 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 2006 Act, a company requires 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.

6. Use of seals

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

Article 101 has been amended to provide an alternative option for execution of documents (other than share certificates). As redrafted, when a 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.

7. Suspension of registration of share transfers

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

8. Vacation of office by directors

The Current Articles specify the circumstances in which a director must vacate his office. Article 65.4 has been updated to reflect the approach taken on mental and physical incapacity in the model articles for public companies produced by the Department for Business, Innovation and Skills.

9. Limit on directors’ fees

The limit on the aggregate of fees to be paid to directors pursuant to Article 72 has been amended from £250,000 to £350,000 to reflect the increased market standard for fees currently being paid to directors of listed companies of the stature of the Company.

10. Voting by proxies on a show of hands

The Shareholders’ Rights Regulations have amended the 2006 Act 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 reflect these changes.

11. Voting by corporate representatives

The Shareholders' Rights Regulations have amended the 2006 Act in order to enable multiple representatives appointed by the same corporate member to vote in different ways on a show of hands and a poll. Article 47 has been amended to reflect these amendments.

12. Electronic conduct of meetings

Amendments made to the 2006 Act by the Shareholders' Rights Regulations specifically provide for the holding and conducting of electronic meetings. The New Articles reflect the relevant provisions.

13. Chairman's casting vote

The right of a chairman to give a casting vote in the event of an equality of votes on a shareholders' resolution is no longer permitted with respect to companies with shares traded on a regulated market. Article 45 has been amended so that it does not apply (and a chairman would not have a casting vote) as the Company is now listed on the Channel Islands Stock Exchange.

14. Notice of general meetings

The Shareholders' Rights Regulations amend the 2006 Act to require a company to give 21 clear days' notice of general meetings, unless the company offers members an electronic voting facility and a special resolution reducing the period of notice to not less than 14 days has been passed. Annual general meetings must be held on 21 clear days' notice. The provisions in the Current Articles dealing with notice of general meetings have been removed on the basis that this is dealt with in the 2006 Act.

15. Adjournments for lack of quorum

Under the 2006 Act 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. Article 37.3 has been changed to reflect this requirement.

16. 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.

17. CISX requirements

Article 22 has been amended in respect of disenfranchisement rights to be consistent with the requirements under the Channel Islands Stock Exchange Listing Rules.

RECOMMENDATION

The directors recommend that you vote in favour of all these resolutions, as they intend to do in respect of their own shares. The directors consider that the resolutions are in the best interests of the Company and its shareholders as a whole and are most likely to promote the success of the Company for the benefit of its shareholders as a whole.

Notes on completing the Form of Proxy

1. Members of the Company are entitled to appoint a proxy to exercise all or any of their rights to attend, speak and vote at a general meeting of the Company. A proxy may only be appointed using the procedures set out in these notes.
2. **To be valid, any proxy form or other instrument appointing a proxy must be completed and lodged with Capita Registrars, PXS, 34 Beckenham Road, Beckenham, Kent BR3 4TU United Kingdom no later than 10:00 am on Tuesday, 13 April 2010, or, if the meeting is adjourned, 48 hours before the time fixed for the adjourned meeting. Proxies may be delivered to Capita Registrars' office by hand during normal business hours.**
3. Any member may appoint more than one proxy, provided each proxy is appointed to exercise rights attached to different shares. Where more than one proxy is appointed, a separate Form of Proxy should be used for each appointment specifying clearly the relevant share(s) for which the proxy is appointed.
4. Any member may insert the full name of a proxy or the full names of two alternative proxies of the member's choice in the space provided with or without deleting "the Chairman of the meeting". A proxy need not be a member of the Company, but must attend the meeting to represent the relevant member. The person whose name appears first on the Form of Proxy and has not been deleted will be entitled to act as proxy to the exclusion of those whose names follow. If the Form of Proxy is signed and returned with no name inserted in the space provided for that purpose, the Chairman of the meeting will be deemed to be the appointed proxy. Where a member appoints as his/her proxy someone other than the Chairman, the relevant member is responsible for ensuring that the proxy attends the meeting and is aware of the member's voting intentions. Any alteration, deletion or correction made in the Form of Proxy must be initialled by the signatory/ies.
5. 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).
6. A member's instructions to the proxy must be indicated in the appropriate space provided. (To abstain from voting on a resolution, select the relevant "Vote withheld" box. A vote withheld is not a vote in law, which means that the vote will not be counted in the calculation of votes cast for or against the resolution). Failure to comply with the above will be deemed to authorise the proxy to vote or to abstain from voting at the AGM as the proxy deems fit in respect of all the votes exercisable by the member or by his proxy. The proxy will act at his/her discretion in relation to any other business arising at the meeting (including any resolution to amend a resolution or to adjourn the meeting).
7. The Form of Proxy must be signed by the appointor or his attorney duly authorised in writing. The power of attorney or other authority (if any) under which the Form of Proxy is signed, or a notarially certified copy of the power or authority, must be received by the Company's registrar with the Form of Proxy. If the appointor is a corporation, the Form of Proxy should be signed on its behalf by an attorney or duly authorised officer or executed as a deed or executed under common seal. In the case of joint holders, the signature of any one of them will suffice, but the names of all joint holders should be stated.
8. To change your proxy instructions, simply submit a new proxy appointment using the methods set out above. Note that the cut-off time for receipt of proxy appointments also applies in relation to amended instructions; any amended appointment received after the relevant cut-off time will be disregarded.
9. If you submit more than one valid proxy appointment, the appointment received last before the latest time for the receipt of proxies will take precedence.

10. The completion and lodging of the Form of Proxy will not preclude the relevant member from attending the AGM and speaking and voting in person thereat to the exclusion of any proxy appointed in terms hereof, should such member wish to do so.
11. CREST members who wish to appoint a proxy or proxies through the CREST Electronic Proxy Appointment Service may do so for the AGM to be held on 15 April 2010 and any adjournment(s) thereof by following the procedures described in the CREST manual. All messages relating to the appointment of a proxy or an instruction to a previously-appointed proxy, which are to be transmitted through CREST, must be received by Capita Registrars (ID RA10) no later than 10:00 am on Tuesday, 13 April 2010, or, if the meeting is adjourned, 48 hours before the time fixed for the adjourned meeting.

Postage by United Kingdom (UK) shareholders: If the Form of Proxy is posted in the UK, there is no postage to pay.

Postage by shareholders outside the UK: Shareholders with addresses outside the UK should post the Form of Proxy in an envelope to: Capita Registrars, PXS, 34 Beckenham Road, Beckenham, Kent BR3 4TU United Kingdom. The appropriate postage will need to be paid locally.

PLANT HEALTH CARE plc (“Company”)
Annual General Meeting
Form of Proxy
For use by ordinary shareholders

I/We _____
(name in BLOCK CAPITALS)

of _____
(address)

being (a) member(s) of Plant Health Care plc hereby appoint the Chairman of the meeting

OR (see note 4) _____
(if you do not intend to appoint the Chairman as your proxy, please insert full name of your proxy)

as my/our proxy to attend, speak and vote on my/our behalf at the annual general meeting of the Company to be held on Thursday, 15 April 2010 at 10:00 am (London time) and at any adjournment or postponement thereof, and to vote or abstain from voting on the following resolutions as I/we have indicated by marking the appropriate box with an ‘X’ in respect of the ordinary shares in the issued share capital of the Company registered in my/our name(s) (see note 6). If no indication is given, my/our proxy will vote or abstain from voting at his or her discretion and I/we authorise my/our proxy to vote (or abstain from voting) as he or she thinks fit in relation to any other matter which is properly put before the meeting.

Please indicate your instructions by placing a cross in the appropriate boxes.

Number of resolution as set out in the Notice of meeting	For	Against	Vote withheld
1. To receive the report and accounts			
2. To re-elect John Brady			
3. To re-appoint BDO LLP as auditor			
4. Authority for Audit Committee to determine auditor’s remuneration			
5. Authority to allot shares			
6. Subject to 5 above, authority to allot shares for cash *			
7. Authority to purchase own shares *			
8. Adoption of new memorandum and articles of association *			

* Special Resolution

Signature: (see note 7) _____

Date: _____ 2010

For notes on completing the Form of Proxy, please see page 9 of the Notice of AGM

Business Reply
Licence Number
RSBH - UXKS - LRBC



PXS
34 Beckenham Road
BECKENHAM
BR3 4TU