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If you have sold or transferred all your ordinary shares in Ladbrokes plc please pass this document and the accompanying form of proxy to the purchaser or transferee or to the person through whom the sale or transfer was effected for transmission to the purchaser or transferee.

Ladbrokes PLC

11 March 2009

Dear Shareholder

2009 ANNUAL GENERAL MEETING

This year's annual general meeting will be held at the Queen Elizabeth II Conference Centre, Broad Sanctuary, Westminster, London SW1P 3EE on Friday, 15 May 2009 at 11.00am.

The notice convening the meeting is set out on pages 5 to 8. An explanation of the business to be considered at the meeting, including information on the directors standing for appointment or re-appointment, is contained on pages 2 to 4.

The board recommends that shareholders vote in favour of all the resolutions being proposed at the annual general meeting, each of which they consider to be in the best interests of shareholders as a whole.

Voting on the various resolutions will be on a poll as in recent years. Please complete and return a form of proxy, in accordance with the relevant instructions, so as to be received as soon as possible and by no later than 11.00am on Wednesday, 13 May 2009. Further information on the various ways you can appoint a proxy is given or referred to in note (3) to the notice of meeting on page 8. The completion and return of a form of proxy will not preclude you from attending and voting at the meeting.

Yours sincerely



Sir Ian Robinson
Chairman

EXPLANATION OF THE BUSINESS TO BE CONSIDERED AT THE 2009 ANNUAL GENERAL MEETING

All resolutions will be proposed as ordinary resolutions, unless otherwise mentioned. For an ordinary resolution to be passed, more than half of the votes cast must be in favour of the resolution. For a special resolution to be passed, at least three-quarters of the votes cast must be in favour of the resolution.

The authorities sought under resolutions 10, 12, 13 and 14 are to be given under the Companies Act 1985 and will be effective in accordance with their terms when the equivalent provisions in the Companies Act 2006 come into force (this is expected to occur on 1 October 2009).

Resolution 1: Approval of the accounts

The company is required by law to put the company's annual report and accounts 2008 before the meeting. Shareholders are invited to vote to receive and adopt the annual report and accounts 2008.

Resolution 2: Approval of the final dividend

The directors recommend the payment of a final dividend of 9.05p on each of the ordinary shares entitled thereto. The final dividend, together with the interim dividend of 5.10p, gives a total dividend of 14.15p. Subject to shareholders' approval, the final dividend is expected to be paid on 1 June 2009 to shareholders registered on 27 February 2009.

Resolution 3: Appointment of P Erskine as a director

Mr Peter Erskine (age 57) who was appointed as a non-executive director on 1 January 2009 retires in accordance with the articles of association and is offering himself for appointment by shareholders. Mr Erskine has been appointed Chairman of the board in succession to Sir Ian Robinson, the current Chairman of the board, who is retiring as Chairman and as a director at the conclusion of the 2009 annual general meeting. Mr Erskine is a member of both the remuneration and nomination committees.

Mr Erskine was Chairman and Chief Executive of O₂ until January 2008 and is a non-executive director of Telefónica. Prior to this he held senior positions with BT (from 1993 to 2001), UNITEL and Mars. He is a member of the Telecoms and IT Advisory boards of Macquarie Bank and Apax Private Equity and is a member of the Advisory Board on Strategy of Henley Management College.

Resolution 4: Appointment of R J Ames as a director

Mr Richard Ames (age 39) who was appointed as a director on 1 January 2009 retires in accordance with the articles of association and is offering himself for appointment by shareholders. Mr Ames is Managing Director, UK & Ireland Retail.

Mr Ames joined the company in 2005 as Retail Commercial Director. He was appointed Managing Director UK Retail in 2006 and assumed responsibility for Ireland in September 2008. He previously held senior management positions with Dixons and Asda.

Resolution 5: Re-appointment of N M H Jones as a director

Mr Nicholas Jones (age 62) is retiring by rotation in accordance with the articles of association and is offering himself for re-appointment by shareholders. Mr Jones joined the board in 2002 and is the senior independent non-executive director, Chairman of the audit committee and a member of the nomination committee.

Mr Jones is a Senior Adviser to Lazard where he was until July 2008 a Managing Director and Vice Chairman. He is a member of The Jockey Club and a non-executive director of Newbury Racecourse PLC and of Candover Investments plc. From 1991 to 2000 he was Chairman of the National Stud.

Resolution 6: Re-appointment of J P O'Reilly as a director

Mr John O'Reilly (age 48) is retiring by rotation in accordance with the articles of association and is offering himself for re-appointment by shareholders. Mr O'Reilly joined the board in 2006 and is Managing Director, Remote Betting and Gaming.

Mr O'Reilly has led Ladbrokes eGaming since its creation in 2000. In addition to Remote Betting and Gaming he has, since September 2008, responsibility for trading operations and the Spanish business. Since joining Ladbrokes in 1992, he has had senior responsibility for marketing, public relations, public affairs, property and business development. Prior to joining Ladbrokes he held senior positions with Thorn EMI. He is a non-executive director of Telety Group plc and is Vice Chairman of the Remote Gambling Association.

Resolution 7: Appointment of Ernst & Young LLP as auditor

The company is required by law to appoint an auditor at the annual general meeting. Ernst & Young LLP has expressed its willingness to continue in office. The resolution also authorises the board to agree the auditor's remuneration.

Resolution 8: Approval of the remuneration report

The company is required by law to put to shareholders the 2008 directors' remuneration report, which is set out on pages 37 to 46 of the company's annual report and accounts 2008. Whilst the payment of remuneration to the directors is not dependent on the passing of the resolution, the board will take the vote into account when considering the future development and operation of the company's remuneration policy and practice.

Resolution 9: Political donations

It is the company's policy not to make what are commonly regarded as donations to political parties and it is not intended to change that policy. The Companies Act 2006 includes very broad definitions of political donations and expenditure which may have the effect of covering a number of normal business activities that would not commonly be thought to be donations to political parties. These could include support for bodies engaged in law reform or government policy review, involvement in seminars and functions that may be attended by politicians and job exchanges between industry and government.

The directors consider that it would be prudent again to obtain shareholder approval to incur total expenditure of £50,000 to cover all these activities. The authority will expire on the date of the annual general meeting of the company to be held in 2010, or, if earlier, on 30 June 2010.

There has been no expenditure under the authority obtained at the 2008 annual general meeting of the company.

Resolution 10: Purchase of own shares

Shareholder approval is again being sought to renew a general authority for the company to make market purchases of its own shares. The authority in respect of 60,063,870 ordinary shares (10.00% of the company's ordinary share capital in issue (excluding treasury shares) at 31 December 2008 and 25 February 2009 (the latest practicable date prior to the publication of this letter)) will run until the conclusion of the annual general meeting to be held in 2010 or, if earlier, 30 June 2010. The resolution specifies the maximum and minimum prices at which shares may be bought. There is no present intention to purchase shares and, if granted, the directors will exercise this authority only when to do so would be in the best interests of shareholders generally and if an improvement in earnings per share was expected to result. Shares purchased under this authority become treasury shares which the company can cancel or hold for sale for cash or use to meet the obligations under the company's employee share schemes.

The total number of rights and options to subscribe for equity shares outstanding at 25 February 2009 related to 9,135,086 ordinary shares, representing 1.52% of the company's ordinary share capital in issue (excluding treasury shares) at that time. If the full authority to purchase shares (both the existing authority and that sought at the 2009 annual general meeting) were to be used then those rights and options to subscribe for equity shares would represent 1.90% of the company's issued share capital (excluding treasury shares) at 25 February 2009.

Resolution 10 will be proposed as a special resolution.

Resolution 11: Increase in the authorised share capital

Shareholder approval is being sought to an increase in the authorised share capital of the company by £34,000,000 to £287,000,000 by the creation of 120,000,000 new ordinary shares, which represents an increase of approximately 13%. This increase is to allow your directors to take advantage of the authorities to allot shares sought in resolutions 12 and 14, as well as retaining a sufficient number of unissued shares to meet commitments already given to issue shares in the future (totalling 9,135,086 existing ordinary shares as at 25 February 2009 (the latest practicable date prior to the publication of this letter)).

Resolutions 12, 13 and 14: Authorities to allot shares and disapplications of shareholders' statutory pre-emption rights

Introduction

Shareholders are again being asked to authorise the directors, for the purpose of section 80 of the Companies Act 1985, to allot shares. Following recent changes to the Association of British Insurers' Guidance, two resolutions are being proposed. Resolution 12 is the usual general authority to allot shares up to an aggregate amount equal to one-third of the existing share capital (which as in previous years is accompanied by a disapplication of shareholders' pre-emption rights resolution as in Resolution 13 below), and Resolution 14 is a new additional authority to allot shares (but only in the context of a rights issue) up to an aggregate amount equal to one-third of the existing share capital. Overall in the case of a rights issue the directors on behalf of the company could issue shares so as to enlarge the company's share capital by an amount equal to two-thirds of the existing share capital without further shareholder authority. Your directors recommend that the company should be able to issue shares in this way so that the company has the maximum possible flexibility (consistent with evolving market practice) to respond to circumstances and opportunities as they arise. As this is the first occasion on which the new additional authority to allot is being sought, Resolution 14 is being put to shareholders separately as special business.

The authorities sought in Resolutions 12, 13 and 14 will lapse at the conclusion of the annual general meeting to be held in 2010, or, if earlier, on 30 June 2010. Your directors have no present intention of exercising the authorities except for Resolution 12 in connection with the company's employee share schemes.

As at 25 February 2009, the company held 31,760,568 treasury shares, which represented approximately 5.28% of the company's issued share capital (excluding treasury shares), which the company can cancel or hold for sale for cash or use to meet the obligations under the company's employee share schemes.

Resolution 12

Shareholders are being asked to give the directors a general authority to allot relevant securities up to an aggregate nominal amount of £56,776,939 representing 200,389,196 ordinary shares (33.33% of the company's ordinary share capital in issue (excluding treasury shares) at 25 February 2009).

Resolution 13

Shareholders are being asked to pass a resolution to empower the directors to allot equity securities, or sell treasury shares, for cash as if section 89(1) of the Companies Act 1985 (which gives shareholders certain pre-emption rights on the issue of shares or convertible securities) did not apply to any such allotment. The authority relates only to the usual one-third authority to be granted if Resolution 12 is passed and allows the issue or sale of up to an aggregate nominal amount of £56,776,939 representing 200,389,196 ordinary shares on rights issues and other issues pro rata to existing entitlements (treasury shares are ignored for this purpose), and also allows issues or sales for cash limited to shares having an aggregate nominal amount of £8,509,048 representing 30,031,935 ordinary shares (5.00% of the company's ordinary share capital in issue (excluding treasury shares) at 31 December 2008 and 25 February 2009).

The company intends to comply with the principle on disapplying pre-emption rights set out by the Pre-emption Group that (in the absence of suitable advance consultation and explanation or the matter having been specifically highlighted at the time at which the request for disapplication was made) the company should not issue more than 7.5% of its ordinary share capital for cash other than to existing shareholders in any rolling three year period.

If Resolution 13 is passed the offer of shares to shareholders under a rights issue must be open (following recent changes to the Listing Rules) for at least 10 business days (as would also be the case under Resolution 14), in contrast to the statutory requirement that the offer be open for 23 days as would otherwise be the case if Resolution 12 alone was passed.

Resolution 13 will be proposed as a special resolution.

Resolution 14

Shareholders are being asked to give the directors authority (additional to that sought in Resolution 12) to allot relevant securities up to an aggregate nominal amount of £56,776,939 representing 200,389,196 ordinary shares (33.33% of the company's ordinary share capital in issue (excluding treasury shares) at 25 February 2009 (the latest practicable date prior to the publication of this letter)). This authority is limited to the issue of shares in a rights issue.

The directors note that members of the Association of British Insurers will expect all directors wishing to remain in office to stand for re-election at the next annual general meeting of the company following the decision to make a share issue using this additional authority to allot where the aggregate actual usage of the authorities to allot exceeds one-third of the existing share capital at the time of issue as regards nominal amount and the monetary proceeds of the share issue (whether in whole or part by way of a fully pre-emptive rights issue) exceed one-third (or such lesser relevant proportion) of the company's pre-issue market capitalisation.

Resolution 14 will be proposed as a special resolution.

Resolution 15: Amendment to the international share option scheme

The company's international share option scheme ("the scheme"), introduced with shareholders' approval, continues to be an important element in retaining and motivating the key management and employees upon whom the group's success depends.

The scheme is a discretionary share option scheme (not eligible for HM Revenue & Customs approval) which operates within the equity subscription limits recommended by the Investment Committee of the Association of British Insurers. The scheme is used to grant options to UK participants in excess of the £30,000 limit incorporated into HM Revenue & Customs approved schemes. It is also used to grant options to eligible employees of group companies operating outside the UK. The company's policy is not to grant share options to executive directors, other than in exceptional circumstances such as recruitment.

The period during which options may be granted under the scheme expires in June 2009. Shareholder approval is being sought to extend the period of the scheme for a further 10 years until 2019.

Resolution 16: Cancellation of the company's share premium account

The company's current distributable reserves amount to approximately £587 million. The company wishes to create additional distributable reserves through a Court approved cancellation of the share premium account. Your board considers it prudent to do so as it will create additional flexibility to absorb any future realised losses and other charges that might occur and which by reducing distributable reserves might otherwise inhibit the company's ability to pay dividends to shareholders and to purchase its own shares.

Shareholder approval is accordingly being sought to the cancellation of the company's share premium account. The company's share premium account stood at £2,135,824,765 at 31 December 2008 and is expected to be approximately the same at 30 June 2009, the expected date the cancellation will take effect if approved by shareholders and the Court.

The company's distributable reserves will be increased by the amount of the share premium account, subject to any direction given by the Court and to the terms of the company's undertaking for the protection of the company's creditors as at the date the cancellation takes effect. On the assumption the Court accepts an undertaking in a normal form (having regard to the nature of the company's creditors), the company expects to be able to satisfy the terms of that undertaking by 31 December 2009 and thereupon to be able to use the additional distributable reserves available to it.

The cancellation of the company's share premium account itself will not involve any distribution or repayment of capital or share premium by the company to shareholders and will not reduce the company's net assets.

Resolution 16 will be proposed as a special resolution.

NOTICE OF ANNUAL GENERAL MEETING

NOTICE is hereby given that the annual general meeting of Ladbrokes plc will be held at the Queen Elizabeth II Conference Centre, Broad Sanctuary, Westminster, London SW1P 3EE on Friday, 15 May 2009 at 11.00am for the following purposes:

To consider as ordinary business the following resolutions 1 to 13, which as to resolutions 1 to 9, 11 and 12 will be proposed as ordinary resolutions and as to resolutions 10 and 13 as special resolutions.

1. THAT the reports of the directors and auditor and the accounts of the company for the year ended 31 December 2008 be and are hereby received and adopted.
2. THAT a final dividend of 9.05p on each of the ordinary shares entitled thereto in respect of the year ended 31 December 2008 be and is hereby declared.
3. THAT P Erskine, who retires in accordance with the articles of association, be and is hereby appointed a director of the company.
4. THAT R J Ames, who retires in accordance with the articles of association, be and is hereby appointed a director of the company.
5. THAT N M H Jones, who retires by rotation in accordance with the articles of association, be and is hereby re-appointed a director of the company.
6. THAT J P O'Reilly, who retires by rotation in accordance with the articles of association, be and is hereby re-appointed a director of the company.
7. THAT Ernst & Young LLP be and is hereby re-appointed as auditor to the company and the directors be and are hereby authorised to agree the remuneration of the auditor.
8. THAT the 2008 directors' remuneration report be and is hereby approved.
9. THAT for the purposes of section 366 of the Companies Act 2006 (authorisations required for donations or expenditure) 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 are hereby authorised to:
 - (i) make political donations to political parties or independent election candidates not exceeding £50,000 in total;
 - (ii) make political donations to political organisations other than political parties not exceeding £50,000 in total; and
 - (iii) incur political expenditure not exceeding £50,000 in total,provided that the aggregate amount of any such donations and expenditure shall not exceed £50,000 during the period beginning with the date of the passing of this resolution and ending on the date of the annual general meeting of the company to be held in 2010 or, if earlier, on 30 June 2010.

For purpose of this resolution the terms "political donations", "independent election candidates", "political organisations" and "political expenditure" have the meanings set out in sections 363 to 365 of the Companies Act 2006.
10. THAT the company be and is hereby generally and unconditionally authorised to make market purchases (within the meaning of section 163 of the Companies Act 1985) of ordinary shares of 28½p each of the company provided that:
 - (a) the maximum number of ordinary shares hereby authorised to be purchased shall be 60,063,870;
 - (b) the minimum price which may be paid for an ordinary share shall be 28½p;
 - (c) the maximum price which may be paid for an ordinary share shall be an amount equal to 105% of the average of the middle market quotations for an ordinary share derived from the London Stock Exchange Daily Official List for the 5 business days immediately preceding the day on which the ordinary share is purchased;

- (d) the authority hereby conferred shall expire at the conclusion of the annual general meeting of the company to be held in 2010 or, if earlier, on 30 June 2010, unless such authority is renewed prior to such time; and
 - (e) the company may enter into contracts to purchase ordinary shares under the authority hereby conferred prior to the expiry of such authority, which contracts will or may be executed wholly or partly after the expiry of such authority, and may make purchases of ordinary shares pursuant to any such contracts.
11. THAT the share capital of the company be increased by £34,000,000 from £253,000,000 to £287,000,000 by the creation of 120,000,000 additional new ordinary shares of 28½p each in the capital of the company.
12. THAT the directors be and they are hereby generally and unconditionally authorised for the purposes of section 80 of the Companies Act 1985 (“the Act”) to allot relevant securities (within the meaning of that section) and to sell equity securities which immediately before the sale are held by the company as treasury shares (as defined in section 162A of the Act) up to an aggregate nominal amount of £56,776,939 provided that this authority shall expire at the conclusion of the annual general meeting of the company to be held in 2010, or, if earlier, on 30 June 2010, save that the company may before the expiry of this authority make an offer or agreement which would or might require relevant securities of the company to be allotted or sold after its expiry and the directors may allot or sell relevant securities pursuant to such an offer or agreement as if the authority in this resolution had not expired, and provided further that the authority hereby conferred shall be in substitution for all previous authorities to allot relevant securities conferred upon directors (save to the extent relied upon prior to the passing of this resolution).
13. THAT the directors be and they are hereby empowered to allot equity securities (as defined by section 94 of the Companies Act 1985 (“the Act”)) pursuant to the authority for the purposes of section 80 of the Act conferred by the ordinary resolution set out as resolution 12 in the Notice of the 2009 annual general meeting of the company and passed at the 2009 annual general meeting of the company and to sell equity securities which immediately before the sale are held by the company as treasury shares (as defined in section 162A of the Act) in each case as if section 89(1) of the Act did not apply to such allotment or sale provided that this power shall be limited to:
- (a) the allotment or sale of equity securities (otherwise than pursuant to paragraph (b) of this resolution) up to an aggregate nominal amount of £8,509,048; and
 - (b) the allotment or sale of equity securities up to an aggregate nominal amount of £56,776,939 in connection with a rights issue or other issue in favour of (i) holders of ordinary shares (not being treasury shares) where the equity securities respectively attributable to the interests of all holders of ordinary shares (not being treasury shares) are proportionate (or as nearly as may be) to the respective numbers of ordinary shares (not being treasury shares) held by them and (ii) holders of securities, bonds, debentures or warrants which, in accordance with the rights attaching thereto, are entitled to participate in such a rights issue or other issue, but in either case subject to such exclusions or other arrangements as the directors may deem fit to deal with fractional entitlements or problems which may arise in any overseas territory or under the requirements of any regulatory body or any stock exchange or otherwise howsoever,

and that this power shall expire at the conclusion of the annual general meeting of the company to be held in 2010, or, if earlier, on 30 June 2010, save that the company may before the expiry of the power hereby conferred make any offer or agreement which would or might require equity securities of the company to be allotted or sold after its expiry and the directors may allot or sell equity securities in pursuance of any such offer or agreement.

To consider as special business the following resolutions 14 to 16, which as to resolution 15 will be proposed as an ordinary resolution and as to resolutions 14 and 16 as special resolutions:

14. THAT, in addition to the authority conferred on the directors by resolution 12 set out in the Notice of the 2009 annual general meeting of the company, the directors be and they are hereby:

- (a) authorised for the purposes of section 80 of the Companies Act 1985 (“the Act”) to allot relevant securities (within the meaning of that section) up to an aggregate nominal amount of £56,776,939 in connection with a rights issue; and
- (b) empowered to allot equity securities (as defined by section 94 of the Act) pursuant to the authority for the purposes of section 80 of the Act conferred by this resolution and to sell equity securities which immediately before the sale are held by the company as treasury shares (as defined in section 162A of the Act) in each case as if section 89(1) of the Act did not apply to such allotment or sale provided that this power shall be limited to the issue of equity securities in connection with a rights issue,

and provided further that this authority shall expire at the conclusion of the annual general meeting of the company to be held in 2010, or, if earlier, on 30 June 2010, save that the company may before the expiry of this authority make an offer or agreement which would or might require relevant securities of the company to be allotted after its expiry and the directors may allot relevant securities pursuant to such an offer or agreement as if the authority in this resolution had not expired.

A “rights issue” for the purposes of this resolution is a fully pre-emptive rights issue in favour of (i) holders of ordinary shares (not being treasury shares) where the equity securities respectively attributable to the interests of all holders of ordinary shares (not being treasury shares) are proportionate (or as nearly as may be) to the respective numbers of ordinary shares (not being treasury shares) held by them and (ii) holders of securities, bonds, debentures or warrants which, in accordance with the rights attaching thereto, are entitled to participate in such a rights issue, but in either case subject to such exclusions or other arrangements as the directors may deem fit to deal with fractional entitlements or problems which may arise in any overseas territory or under the requirements of any regulatory body or any stock exchange or otherwise howsoever.

15. THAT the term of the Ladbrokes plc international share option scheme be extended for a further ten years until 2019 and the directors of the company be and are hereby authorised to do all acts and things necessary to put the extension of the scheme into effect.

16. THAT the share premium account of the company be cancelled.

By order of the board

M J Noble
Secretary

11 March 2009

Notes:

- (1) A shareholder entitled to attend and vote at the meeting may appoint another person as his or her proxy to exercise all or any of his or her rights to attend and to speak, both on a show of hands and on a poll, vote instead of him or her at the meeting and demand, or join in demanding, a poll. A shareholder 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 held by the appointing shareholder. The proxy appointed by a member need not also be a member and appointment of a proxy shall not preclude a member from attending and voting in person at the meeting in respect of which the proxy is appointed or at any adjournment thereof.
- (2) In the case of joint shareholders, the vote of the first named in the register of members of the company who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of other joint holders.
- (3) To be valid, the form of proxy and the original (or a certified true copy) of any power of attorney or other authority under which the form of proxy is signed must be deposited at the office of the Registrar, whose address is shown on the enclosed reply paid envelope, no later than 11.00am on 13 May 2009 (or, in the event of an adjournment, the time which is 48 hours before the adjourned meeting).

Alternatively, shareholders may also complete the form of proxy online at www.eproxyappointment.com following the instructions on the form of proxy or, if you have registered for the electronic shareholders' communications service, on the email sent to you by the company.

CREST members can appoint a proxy by utilising the CREST electronic proxy appointment service in accordance with the procedures set out in note (5). Completion of the form of proxy will not affect the right of a shareholder to attend and vote at the meeting.

- (4) Under Regulation 41 of the Uncertificated Securities Regulations 2001, only shareholders included in the register of members of the company at 11.00am on 13 May 2009 (or, in the event of an adjournment, 11.00am on the date which is 48 hours before the time of the adjourned meeting) are entitled to attend or vote at the meeting in respect of the shares registered in their names at that time. Changes to entries on the register after the relevant deadline shall be disregarded in determining the rights of any person to attend or vote at the meeting (or adjourned meeting).
- (5) 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) of it by using the procedures described in the CREST manual. CREST personal members, sponsored CREST members and 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 for them.

To complete a valid proxy appointment or instructions using the CREST service, the CREST message (a "CREST Proxy Instruction") must be properly authenticated in accordance with Euroclear UK & Ireland Limited's specification 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 and received by the Registrar 48 hours before the time fixed for the meeting (or any adjournment thereof). The time of receipt of the instruction will be the time (as determined by the timestamp applied to the message by the CREST applications host) from which the Registrar 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 proxy another way.

CREST members and, where applicable, their CREST sponsors or voting service providers, should note that Euroclear UK & Ireland Limited does not make available special procedures in CREST for any particular messages. Normal system timings and limitations will apply 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 ensure that his CREST sponsor or voting service provider(s) take(s) the necessary action to ensure that the message is transmitted by means of the CREST system by a particular time. CREST members and, where applicable, their CREST sponsors or voting service provider(s) should refer to the sections of the CREST manual concerning practical limitations of the CREST system and timings.

The company may treat a CREST Proxy Instruction as invalid as set out in Regulation 35(5)(a) of the Uncertificated Securities Regulations 2001.

- (6) A person to whom this notice is sent who is a person nominated under section 146 of the Companies Act 2006 to enjoy information rights ("a nominated person") may, under an agreement between him/her and the shareholder by whom he/she was nominated, have a right to be appointed (or to have someone else appointed) as a proxy for the annual general 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 shareholder as to the exercise of voting rights.
- (7) The statement of the rights of members in relation to the appointment of proxies in paragraphs (1) to (5) above does not apply to a nominated person. The rights described in these paragraphs can only be exercised by registered members of the company.
- (8) In order to facilitate voting by corporate representatives at the meeting, arrangements will be put in place at the meeting so that (i) if a corporate shareholder has appointed the Chairman of the meeting as its corporate representative with instructions to vote on a poll in accordance with the directions of all of the other corporate representatives for that shareholder at the meeting, then on a poll those corporate representatives will give voting directions to the Chairman and the Chairman will vote (or withhold a vote) as corporate representative in accordance with those directions; and (ii) if more than one corporate representative for the same corporate shareholder attends the meeting but the corporate shareholder has not appointed the Chairman of the meeting as its corporate representative, a designated corporate representative will be nominated, from those corporate representatives who attend, who will vote on a poll and the other corporate representatives will give voting directions to that designated corporate representative. Corporate shareholders are referred to the guidance issued by the Institute of Chartered Secretaries and Administrators on proxies and corporate representatives – www.icsa.org.uk – for further details of this procedure. The guidance includes a sample form of representation letter if the Chairman is being appointed as described in (i) above.
- (9) As at 25 February 2009 (the latest practicable date prior to the publication of this letter) the company's issued share capital, including treasury shares, consisted of 632,988,279 ordinary shares of 28½p ("shares") and 31,760,568 shares were held in treasury, the voting rights of which were automatically suspended. Accordingly, the total number of voting rights in the company as at 25 February 2009 was 601,227,711.