



Pinewood Shepperton plc Notice of Annual General Meeting

Pinewood Shepperton plc
(Registered in England and Wales with no. 3889552)

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION.

If you are in doubt as to what action you should take, you are recommended to seek your own financial advice immediately from your stockbroker, bank manager, solicitor, accountant or other professional adviser authorised under the Financial Services and Markets Act 2000.

If you have sold or transferred all of your registered holding of ordinary shares in the Company please forward this document, together with the accompanying Form of Proxy, as soon as possible to the purchaser or transferee or to the stockbroker, bank manager or other agent through whom the sale or transfer was effected for delivery to the purchaser or transferee.

Notice of the Annual General Meeting of the Company to be held at J.P. Morgan Cazenove, 20 Moorgate, London EC2R 6DA on 29 June 2010 at 10.30 am is set out on pages 5 to 7 of this document.

A Form of Proxy for use at the Meeting is enclosed. However, a proxy may also be appointed by CREST members, by using the CREST electronic proxy appointment service. To be valid, any instrument appointing a proxy must be received by Equiniti, Aspect House, Spencer Road, Lancing, West Sussex BN99 6ZX, as soon as possible but in any event so as to arrive no later than 10.30 am on 27 June 2010.



Pinewood Shepperton plc

(Registered in England and Wales with no. 3889552)

Directors

Michael Grade *Chairman*
 Ivan Dunleavy *Chief Executive*
 Patrick Garner *Finance Director*
 Nicholas Smith *Commercial Director*
 Adrian Burn *Non-Executive Director*
 Nigel Hall *Non-Executive Director*
 James Donald *Non-Executive Director*

Registered Office

Pinewood Road
 Iver Heath
 Buckinghamshire
 SLO 0NH

20 April 2010

To holders of ordinary shares of 10p each in the Company

Dear Shareholder,

This letter accompanies the 2009 Annual Report and gives details of the business to be transacted at the Annual General Meeting of the Company.

Annual General Meeting

Notice of the Annual General Meeting is given on pages 5 to 7. Resolutions 1 to 8 set out in the Notice deal with the ordinary business to be transacted at the Meeting and Resolutions 9 to 12 deal with the special business to be transacted.

Resolution 1 – Adoption of the Annual Accounts, Directors’ report and the Directors’ remuneration report

Company law requires the Directors to present their report, the Annual Accounts and the Auditors’ report on those accounts, on the Directors’ report and on the auditable part of the Directors’ remuneration report to shareholders for formal adoption. The Directors’ report, the Annual Accounts and the Directors’ remuneration report are included in the 2009 Annual Report.

Resolution 2 – Approval of the Directors’ remuneration report

The purpose of Resolution 2 is to approve the Directors’ remuneration report for the year ended 31 December 2009. The Directors’ remuneration report for the year ended 31 December 2009 is contained in the 2009 Annual Report.

Resolution 3 – To declare a final dividend

The purpose of Resolution 3 is to approve the final dividend recommended by the Directors of 2.4p per ordinary share for the year ended 31 December 2009. If the Resolution is approved, the final dividend for the year ended 31 December 2009 will be paid on 9 July 2010 to holders of ordinary shares registered at the close of business on 4 June 2010.

Resolutions 4 and 5 – Election of Directors

The Articles of Association require certain of the Directors to retire by rotation. Accordingly, Ivan Dunleavy is offering himself for re-election. Resolution 4 proposes the re-election of Ivan Dunleavy.

Having served ten years on the Board of Directors, Adrian Burn will retire on an annual basis at each Annual General Meeting and accordingly is offering himself for re-election. Resolution 5 proposes the re-election of Adrian Burn.

Brief biographies of the Directors are included in the 2009 Annual Report.

Resolution 6 – To reappoint the auditors

The Company is required to appoint auditors at each Annual General Meeting at which accounts are laid before the Company, to hold office until the conclusion of the next such meeting. The Audit Committee has reviewed the effectiveness, independence and objectivity of the external auditors, Ernst & Young LLP, on behalf of the Board, who now propose their reappointment as auditors of the Company.

Resolution 7 – Authority for the Directors to fix the auditors’ remuneration

This Resolution authorises the Directors, in accordance with standard practice, to negotiate and agree the remuneration of the auditors. In practice, the Audit Committee will consider the audit fees for recommendation to the Board.

Resolution 8 – Authority to allot shares or grant subscription or conversion rights

This Resolution asks shareholders to grant the Directors authority under section 551 of the Companies Act 2006 (the ‘Act’) to allot shares or grant such subscription or conversion rights as are contemplated by sections 551(1)(a) and (b) respectively of the Act up to a maximum aggregate nominal value of £3,082,133.80, being approximately two-thirds of the nominal value of the issued ordinary share capital of the Company as at 19 April 2010. £1,541,066.90 of this authority is reserved for a fully pre-emptive rights issue. This is the maximum permitted amount under best practice corporate governance guidelines. The authorities granted under Resolution 8 will expire at the next Annual General Meeting of the Company. The Directors have no present intention of exercising such authority. The Resolution replaces a similar resolution passed at the Annual General Meeting held on 22 June 2009.

Resolution 9 – Disapplication of pre-emption rights (Special resolution)

If the Directors wish to allot unissued shares or other equity securities for cash or sell any shares which the Company holds in treasury following a purchase of its own shares pursuant to the authority in Resolution 11 below, the Act requires that such shares or other equity securities are offered first to existing shareholders in proportion to their existing holding. Resolution 9 asks shareholders to grant the Directors authority to allot equity securities or sell treasury shares for cash up to an aggregate nominal value of £231,160 (being 5% of the Company’s issued ordinary share capital as at 19 April 2010) without first offering the securities to existing shareholders. The Resolution also disappplies the statutory pre-emption provisions in connection with a rights issue, but only in relation to the amount permitted under Resolution 8.1 and/or 8.2 and allows the Directors, in the case of a rights issue, to make appropriate arrangements in relation to fractional entitlements or other legal or practical problems which might arise. The authority will expire at the next Annual General Meeting of the Company.

Resolution 10 – Calling of general meetings (Special resolution)

Resolution 10 to be proposed at the Annual General Meeting seeks authority from shareholders to hold general meetings (other than Annual General Meetings) on 14 clear days’ notice. This is permissible under the existing articles of the Company and the Act. However, pursuant to the EU Shareholder Rights Directive and in accordance with published guidance from the Department of Business, Enterprise and Regulatory Reform, specific shareholder approval is required annually in order to retain this ability. The Directors believe that there may be circumstances in which it will be important for the Company to be able to call meetings at short notice. Accordingly, the Directors believe that it is important for the Company to retain this flexibility.

Resolution 11 – Purchases of own shares by the Company (Special resolution)

Resolution 11 to be proposed at the Annual General Meeting seeks authority from holders of ordinary shares of 10p each in the capital of the Company (‘ordinary shares’) for the Company to make market purchases of its own ordinary shares, such authority being limited to the purchase of 10% of the ordinary shares in issue as at 19 April 2010. The maximum price payable for the purchase by the Company of its own ordinary shares will be limited to the higher of 5% above the average of the middle market quotations of the Company’s ordinary shares, as derived from the Daily Official List of the London Stock Exchange, for the five business days prior to the purchase and the higher of the price of the last independent trade of an ordinary share and the highest current independent bid for an ordinary share as derived from the London Stock Exchange Trading System. The minimum price payable by the Company for the purchase of its own ordinary shares will be 10p per share (being the amount equal to the nominal value of an ordinary share). The authority to purchase the Company’s own ordinary shares will only be exercised if the Directors consider that there is likely to be a beneficial impact on earnings per ordinary share and that it is in the best interests of the Company at the time. The Resolution renews a similar resolution passed at the Annual General Meeting on 22 June 2009. Company law allows the Company to hold in treasury any shares purchased by it using its distributable profits. Such shares will remain in issue and capable of being re-sold by the Company or used in connection with certain of its share schemes. The Company intends to take advantage of these provisions to the extent that it exercises the authority to buy back its shares, so as to hold the purchased shares in treasury.

Options to subscribe and awards for up to 2,244,766 ordinary shares, in aggregate, have been granted and are outstanding as at 19 April 2010 (being the latest practicable date prior to publication of this document) representing 4.8% of the issued ordinary share capital at that date. If the Directors were to exercise in full the power for which they are seeking authority under Resolution 11, the options outstanding as at 19 April 2010 would represent 4.6% of the ordinary share capital in issue following such exercise.

Resolution 12 – Adoption of new Articles of Association (Special resolution)

On 8 November 2006, the Act received Royal Assent. At that time it was announced that all of the provisions of the Act, which overhaul the Companies Act 1985 (the '**1985 Act**'), would be in force by October 2008. This date was postponed until October 2009. In order to reflect those provisions of the Act that had already or were coming into force in 2007 and 2008 certain changes were made to the Company's Articles of Association at the Annual General Meeting of the Company held on 22 June 2008. Further changes came into force in 2009 and, consequently, a number of further changes are required or recommended to the Company's existing Articles of Association (the '**Existing Articles**') to reflect these developments. Resolution 12 proposes the adoption of new Articles of Association (the '**New Articles**') in substitution for the Existing Articles. The principal changes are summarised in the Schedule to this document.

Action to be taken

You are asked to either:

1. complete the attached Form of Proxy and return it, together with any power of attorney or other authority under which it is signed or a notarially certified or office copy thereof, to Equiniti, Aspect House, Spencer Road, Lancing, West Sussex BN99 6ZX, so as to arrive no later than 10.30 am on 27 June 2010; or
2. if you hold your shares in uncertificated form, use the CREST electronic proxy appointment service details of which are set out in Note 3 to the Notice of Annual General Meeting.

Completion of the Form of Proxy or appointment of a proxy through CREST does not prevent you from attending and voting in person.

Recommendation

The Board believes that the Resolutions to be put to the Annual General Meeting are in the best interests of the shareholders as a whole and, accordingly, recommends that the shareholders vote in favour of the Resolutions, as the Directors intend to do in respect of their beneficial holdings of ordinary shares which, in aggregate, amount to 2,145,911 ordinary shares (representing approximately 4.6% of the issued share capital of the Company) as at 19 April 2010 (being the latest practicable date prior to publication of this document).

Yours sincerely

Michael Grade
Chairman

Notice of Annual General Meeting

Pinewood Shepperton plc

(Registered in England and Wales with no. 3889552)

NOTICE is hereby given that the Annual General Meeting of Pinewood Shepperton plc (the '**Company**') will be held at J.P. Morgan Cazenove, 20 Moorgate, London EC2R 6DA on 29 June 2010 at 10.30 am for the transaction of the following business:

Ordinary business

As ordinary business to consider and, if thought fit, to pass the following Resolutions, of which numbers 1 to 8 will be proposed as ordinary resolutions and Resolution 9 will be proposed as a special resolution:

1. That the Company's Annual Accounts for the year ended 31 December 2009 together with the Directors' report and the Auditors' report on those accounts and on the auditable part of the Directors' remuneration report be adopted.
2. That the Directors' remuneration report for the year ended 31 December 2009, which is set out in the Annual Report of the Company for the year ended 31 December 2009, be approved.
3. That the final dividend recommended by the Directors of 2.4p per ordinary share for the year ended 31 December 2009 be approved.
4. That Ivan Dunleavy be re-elected as a Director.
5. That Adrian Burn be re-elected as a Director.
6. That Ernst & Young LLP be reappointed as auditors to the Company until the conclusion of the next Annual General Meeting of the Company.
7. That the Directors be authorised to fix the auditors' remuneration.
8. That for the purposes of section 551 Companies Act 2006 (the '**Act**') (and so that expressions used in this Resolution shall bear the same meanings as in the said section 551):
 - 8.1 the Directors be and are generally and unconditionally authorised to exercise all powers of the Company to allot shares and to grant such subscription and conversion rights as are contemplated by sections 551(1)(a) and (b) of the Act respectively up to a maximum nominal amount of £1,541,066.90 to such persons and at such times and on such terms as they think proper during the period expiring at the end of the next Annual General Meeting of the Company (unless previously revoked or varied by the Company in general meeting); and further
 - 8.2 the Directors be and are generally unconditionally authorised to exercise all powers of the Company to allot equity securities (as defined in section 560 of the Act) in connection with a rights issue in favour of the holders of equity securities and any other persons entitled to participate in such issue where the equity securities respectively attributable to the interests of such holders and persons are proportionate (as nearly as may be) to the respective number of equity securities held by them up to an aggregate nominal amount of £1,541,066.90, during the period expiring at the end of the next Annual General Meeting of the Company subject only to such exclusions or other arrangements as the Directors may consider necessary or expedient to deal with fractional entitlements or legal or practical problems under the laws or requirements of any recognised regulatory body or stock exchange in any territory;
 - 8.3 the Company be and is hereby authorised to make prior to the expiry of such period any offer or agreement which would or might require such shares or rights to be allotted or granted after the expiry of the said period and the Directors may allot such shares or grant such rights in pursuance of any such offer or agreement notwithstanding the expiry of the authority given by this Resolution;

so that all previous authorities of the Directors pursuant to section 80 of the Companies Act 1985 be and are hereby revoked and to the extent that any restriction on the Directors' authority to allot shall apply to the Company by virtue of the operation of paragraph 42(2)(a) of the Companies Act 2006 (Commencement No. 8, Transitional Provisions and Savings) Order 2008, such restriction shall be and is hereby revoked in accordance with paragraph 42(2)(b) of that Order.

9. That, subject to the passing of Resolution 8 set out in the Notice convening this Meeting, the Directors be and are empowered in accordance with section 570 of the Companies Act 2006 (the '**Act**') to allot equity securities (as defined in section 560 of the Act) for cash, pursuant to the authority conferred on them to allot such shares or grant such rights by that Resolution, as if section 561(1) and sub-sections (1)–(6) of section 562 of the Act did not apply to any such allotment, provided that the power conferred by this Resolution shall be limited to:
- 9.1 the allotment of equity securities in connection with an issue or offering in favour of holders of equity securities (but in the case of the authority granted under Resolution 8.2 by way of a rights issue only) and any other persons entitled to participate in such issue or offering where the equity securities respectively attributable to the interests of such holders and persons are proportionate (as nearly as may be) to the respective number of equity securities held by or deemed to be held by them on the record date of such allotment, subject only to such exclusions or other arrangements as the Directors may consider necessary or expedient to deal with fractional entitlements or legal or practical problems under the laws or requirements of any recognised regulatory body or stock exchange in any territory; and
- 9.2 the allotment (otherwise than pursuant to paragraph 9.1 above) of equity securities up to an aggregate nominal value not exceeding £231,160;
- and this power, unless renewed, shall expire at the end of the next Annual General Meeting of the Company but shall extend to the making, before such expiry, of an offer or agreement which would or might require equity securities to be allotted after such expiry and the Directors may allot equity securities in pursuance of such offer or agreement as if the authority conferred hereby had not expired.

Special business

As special business to consider and, if thought fit, to pass the following Resolutions which will be proposed as special resolutions:

10. That a general meeting of the Company other than an annual general meeting may be called on not less than 14 clear days' notice.
11. That the Company be and is hereby generally and unconditionally authorised for the purpose of section 701 of the Companies Act 2006 to make market purchases (as defined in section 693 of the said Act) of ordinary shares of 10p each in the capital of the Company ('**ordinary shares**') provided that:
- 11.1 the maximum number of ordinary shares hereby authorised to be purchased is 4,623,200;
- 11.2 the minimum price (exclusive of expenses) which may be paid for such ordinary shares is 10p per share, being the nominal amount thereof;
- 11.3 the maximum price (exclusive of expenses) which may be paid for such ordinary shares shall be an amount equal to the higher of (i) 5% above the average of the middle market quotations for such shares taken from the London Stock Exchange Daily Official List for the five business days immediately preceding the day on which the purchase is made and (ii) the higher of the price of the last independent trade of an ordinary share and the highest current independent bid for an ordinary share as derived from the London Stock Exchange Trading System;
- 11.4 the authority hereby conferred shall (unless previously renewed or revoked) expire on the earlier of the end of the next Annual General Meeting of the Company and the date which is 18 months from the date on which this Resolution is passed; and
- 11.5 the Company may make a contract to purchase its own ordinary shares under the authority conferred by this Resolution prior to the expiry of such authority, and such contract will or may be executed wholly or partly after the expiry of such authority, and the Company may make a purchase of its own ordinary shares in pursuance of any such contract.

12. THAT:

12.1 the Articles of Association of the Company be amended by deletion of all provisions of the Company's Memorandum of Association which, by virtue of section 28 of the Companies Act 2006 (the '**Act**') are to be treated as provisions of the Company's Articles of Association; and

12.2 pursuant to section 21 of the Act, the Articles of Association of the Company submitted to the Meeting and for the purposes of identification signed by the Chairman, be approved and adopted as the Articles of Association of the Company in substitution for, and to the exclusion of, the existing Articles of Association.

By order of the Board

D M Richardson

Company secretary

20 April 2010

Pinewood Road, Iver Heath, Buckinghamshire SL0 0NH

Notes:

- (1) A member entitled to attend and vote at the Meeting convened by the above Notice is entitled to appoint a proxy to attend and speak and vote on his behalf. A proxy need not be a member of the Company. 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. The right to appoint a proxy does not apply to any person to whom this notice is sent who is a person nominated under section 146 of the Companies Act 2006 (the '**Act**') to enjoy information rights (a '**Nominated Person**').
- (2) To appoint a proxy you may:
 - (a) use the Form of Proxy enclosed with this Notice of Annual General Meeting. To be valid, the Form of Proxy, together with the power of attorney or other authority (if any) under which it is signed or a notarially certified or office copy of the same, must be deposited by 10.30 am on 27 June 2010 at the offices of Equiniti, Aspect House, Spencer Road, Lancing, West Sussex BN99 6ZX; or
 - (b) if you hold your shares in uncertificated form, use the CREST electronic proxy appointment service as described in Note (3) below.

Completion of the Form of Proxy or appointment of a proxy through CREST will not prevent you from attending and voting in person.

- (3) CREST members who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service may do so for the Annual General Meeting to be held on 29 June 2010 and any adjournment(s) thereof by using the procedures described in the CREST Manual. CREST personal members or other CREST sponsored members, and those CREST members who have appointed a voting service provider(s), should refer to their CREST sponsor or voting service provider(s), who will be able to take the appropriate action on their behalf.

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 Euroclear UK & Ireland's specifications and must contain the information required for such instructions, as described in the CREST Manual (www.euroclear.com/CREST). The message, regardless of whether it constitutes the appointment of a proxy or an amendment to the instruction given to a previously appointed proxy must, in order to be valid, be transmitted so as to be received by the issuer's agent (ID RA19) by the latest time(s) for receipt of proxy appointments specified in the notice of meeting. For this purpose, the time of receipt will be taken to be the time (as determined by the timestamp applied to the message by the CREST Applications Host) from which the issuer's agent is able to retrieve the message by enquiry to CREST in the manner prescribed by CREST. After this time any change of instructions to proxies appointed through CREST should be communicated to the appointee through other means.

CREST members and, where applicable, their CREST sponsors or voting service providers should note that Euroclear UK & Ireland does not make available special procedures in CREST for any particular messages. Normal system timings and limitations will therefore apply in relation to the input of CREST Proxy Instructions. It is the responsibility of the CREST member concerned to take (or, if the CREST member is a CREST personal member or sponsored member or has appointed a voting service provider(s), to procure that his or her CREST sponsor or voting service provider(s) take(s) such action as shall be necessary to ensure that a message is transmitted by means of the CREST system by any particular time. In this connection, CREST members and, where applicable, their CREST sponsors or voting service providers are referred, in particular, to those sections of the CREST Manual concerning practical limitations of the CREST system and timings.

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

- (4) Any member or his proxy attending the Meeting has the right to ask any question at the Meeting relating to the business of the Meeting.
- (5) Pursuant to section 360B of the Act and regulation 41 of the Uncertificated Securities Regulations 2001 (as amended), only shareholders registered in the register of members of the Company as at 6.00 pm on 27 June 2010 shall be entitled to attend and vote at the Annual General Meeting in respect of the number of shares registered in their name at such time. If the Meeting is adjourned, the time by which a person must be entered on the register of members of the Company in order to have the right to attend and vote at the adjourned Meeting is 6.00 pm on the day preceding the date fixed for the adjourned Meeting. Changes to the register of members after the relevant times shall be disregarded in determining the rights of any person to attend and vote at the Meeting.
- (6) In the case of joint holders, the vote of the senior holder who tenders a vote whether in person or by proxy shall 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 of the Company in respect of the relevant joint holding.
- (7) The following documents are available for inspection at the registered office of the Company, Pinewood Road, Iver Heath, Buckinghamshire SL0 0NH, during usual business hours on any weekday (Saturdays, Sundays and public holidays excluded) from the date of this Notice until the conclusion of the Annual General Meeting and will be available for inspection at the place of the Annual General Meeting for at least 15 minutes prior to and during the Meeting:
 - (a) the register of interests of the Directors and their families in the share capital of the Company;
 - (b) copies of the terms and conditions of appointment of the Non-Executive Directors;
 - (c) copies of service contracts between the Directors and the Company or its subsidiary undertakings; and
 - (d) copies of the Existing Articles and the New Articles.

- (8) As at 19 April 2010 (being the last business day prior to the publication of this Notice) the Company's issued share capital consists of 46,232,006 ordinary shares, carrying one vote each. Therefore, the total voting rights in the Company as at 19 April 2010 are 46,232,006 voting rights.
- (9) The information required to be published by section 311(A) of the Act (information about the contents of this Notice and numbers of shares in the company and voting rights exercisable at the meeting and details of any members' statements, members' resolutions and members' items of business received after the date of this Notice) may be found at www.pinewoodgroup.com.
- (10) Members representing 5% or more of the total voting rights of all the members or at least 100 persons (being either members who have a right to vote at the Meeting and hold shares on which there has been paid up an average sum, per member, of £100 or persons satisfying the requirements set out in section 153(2) of the Act) may:
- (a) require the Company, under section 338 of the Act, to give notice of a resolution which may properly be moved at the Meeting. Any such request, which must comply with section 338(4) of the Act, must be received by the Company no later than 6 weeks before the date fixed for the Meeting;
 - (b) require the Company, under section 338A of the Act to include a matter (other than a proposed resolution) in the business to be dealt with at the Meeting. Any such request, which must comply with section 338A(3) of the Act, must be received by the Company no later than 6 weeks before the date fixed for the Meeting; and
 - (c) require the Company, under section 527 of the Act 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 Act. 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 Act to publish on a website.
- (11) A Nominated Person may under an agreement between him/her and the member who nominated him/her, have a right to be appointed (or to have someone else appointed) as a proxy entitled to attend and speak and vote at the Meeting. Nominated Persons are advised to contact the member who nominated them for further information on this and the procedure for appointing any such proxy.
- (12) If a Nominated Person does not have a right to be appointed, or to have someone else appointed, as a proxy for the Meeting, or does not wish to exercise such a right, he/she may still have the right under an agreement between himself/herself and the member who nominated him/her to give instructions to the member as to the exercise of voting rights at the Meeting. Such Nominated Persons are advised to contact the members who nominated them for further information on this.
- (13) You may not use any electronic address provided in either this Notice of Annual General Meeting or any related documents (including the Form of Proxy) to communicate with the Company for any purposes other than those expressly stated.

Schedule

SUMMARY OF THE PRINCIPAL CHANGES TO THE COMPANY'S ARTICLES OF ASSOCIATION

1. 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 Act significantly reduces the constitutional significance of a company's memorandum. The 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 Act from 1 October 2009 the objects clause and all other provisions which are currently contained in a company's memorandum have been deemed to be contained in a company's articles of association but the company can remove some of these provisions by special resolution.

The 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 Company is proposing to remove its objects clause which by virtue of the Act has been treated as forming part of the Company's articles of association since 1 October 2009. Resolution 12 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 and the location of the Company's registered office, the New Articles also contain express provisions reflecting these statements.

2. Articles which duplicate statutory provisions

Provisions in the Existing Articles which replicate provisions contained in the Act 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.

3. Change of name

Under the 1985 Act, a company could only change its name by special resolution. Under the Act 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.

4. Authorised share capital and unissued shares

The Act 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 Act, save in respect of employee share schemes.

5. Redeemable shares

Under the 1985 Act if a company wished to issue redeemable shares, it had to include in its articles the terms and manner of redemption. The Act 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.

6. 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 Existing Articles include these enabling provisions. Under the Act 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.

7. Use of seals

Under the 1985 Act a company required authority in its articles to have an official seal for use abroad. Under the Act 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.

8. Suspension of registration of share transfers

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

9. Vacation of office by directors

The Existing Articles specify the circumstances in which a director must vacate office. The New Articles update these provisions to reflect the approach taken on mental and physical incapacity in the model articles for public companies set out in secondary legislation.

10. Voting by proxies on a show of hands

The Shareholders' Rights Regulations have amended the 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 contain provisions which reflect these amendments.

11. Voting by corporate representatives

The Shareholders' Rights Regulations have amended the 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. The New Articles contain provisions which reflect these amendments.

12. Notice of general meetings

The Shareholders' Rights Regulations amend the Act to require the 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 New Articles amend the provisions of the Existing Articles to be consistent with the new requirements.

13. Adjournments for lack of quorum

Under the 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. The New Articles reflect this requirement.

