

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION. If you are in any doubt as to any aspect of the proposals referred to in this document or as to the action you should take, you should seek your own advice from a stockbroker, solicitor, accountant, or other professional adviser. If you have sold or otherwise transferred all of your shares, please pass this document together with the accompanying documents to the purchaser or transferee, or to the person who arranged the sale or transfer so they can pass these documents to the person who now holds the shares.



SPORTECH PLC

(incorporated and registered in Scotland under number SC069140)

ANNUAL GENERAL MEETING 2008

Notice of the Annual General Meeting of the Company to be held at the offices of Kirkpatrick & Lockhart Preston Gates Ellis LLP, 110 Cannon Street, London EC4N 6AR on 1 July 2008 at 3pm is set out at the end of this document.

Whether or not you propose to attend the Annual General Meeting, please complete and submit a proxy form in accordance with the instructions printed on the enclosed form. The proxy form must be received not less than 24 hours before the time of the holding of the Annual General Meeting.

SPORTECH PLC
(incorporated and registered in Scotland under number SC069140)
(the "Company")

Head Office:
Sportech PLC
Walton House
Charnock Road
Liverpool L67 1AA

Registered Office:
Sportech PLC
249 West George Street
Glasgow
Scotland
G2 4RB

Friday 18 April 2008

To the Shareholders of the Company and, for information only, to holders of options under the Company's share option schemes

NOTICE OF ANNUAL GENERAL MEETING

Dear Shareholder,

I am pleased to be writing to you with details of our 28th Annual General Meeting (the "Meeting") which we are holding at the offices of Kirkpatrick & Lockhart Preston Gates Ellis LLP, 110 Cannon Street, London EC4N 6AR on 1 July 2008 at 3pm. The formal notice of Meeting is set out on pages 7 to 10 of this document. The Company's annual report and accounts for the year ended 31 December 2007 (the "Annual Report and Accounts") are also enclosed.

If you would like to vote on the resolutions but cannot come to the Meeting, please fill in the proxy form at the back of this document and return it to our registrars as soon as possible. They must receive it by 3pm on 30 June 2008.

ELECTRONIC COMMUNICATIONS

During January 2007, new provisions in the Companies Act 2006 came into force regarding the ways that a company is permitted to communicate with its shareholders. Subject to a resolution being passed by shareholders or the inclusion of relevant provisions within its articles of association, a company can use its website to publish documents and to communicate with its shareholders.

The Company would like to take advantage of these new provisions. Therefore in future we intend to publish all shareholder information, including future notices of meetings and annual reports and accounts, on the Company's website at www.sportechplc.com. Reducing the number of communications sent by post will not only result in cost savings for the Company but also reduce the impact that the unnecessary printing and distribution of reports has on the environment.

The Company will put a resolution to shareholders at the Meeting to allow it to use electronic means to convey information to its shareholders and to send any document or information to shareholders by making it available on a website.

In addition to passing this resolution company law requires that shareholders are asked individually to consent to this method of publication. Therefore, subject to the passing of the resolution at the Meeting, we are seeking your consent to receive shareholder information from the Company via publication on the Company's website.

Please note that if you consent to website publication, you will continue to be notified each time that the Company places a shareholder communication on its website. This notification will be sent to you by post. If you would prefer to receive these notifications via e-mail, please register your e-mail address at: www.capitaregistrars.com/shareholders/products/ecommunications.asp.

If you require assistance while registering your email address, please telephone Capita Registrars on 0871 664 0391 (within the UK) or 020 8639 3408 (from overseas).

ACTIONS TO BE TAKEN IN RESPONSE TO THIS LETTER

If you wish to consent to website publication, you do not need to take any action in response to this document.

However, if you wish to continue to receive hard copies of these communications, you must return the personalised electronic communications response form, which acts as the address label to this document and the Annual Report and Accounts. If you do not return this form within 28 days from the date of this document, we will assume that you have consented to website publication of these documents and you will no longer receive hard copies in the post.


NEW ARTICLES OF ASSOCIATION

We are also asking shareholders to approve a number of amendments to our articles of association (the "Current Articles"), through the adoption of new articles of association (the "New Articles"), primarily to reflect the provisions of the Companies Act 2006. An explanation of the main changes between the New Articles and the Current Articles is set out in the appendix on pages 4 to 6 of this document.

Explanatory notes on all the special business to be considered at this year's Meeting appear on page 9 of this document.

The directors consider that all the resolutions to be put to the Meeting are in the best interests of the Company and its shareholders as a whole. Your board will be voting in favour of them and unanimously recommends that you do so as well.

Yours sincerely,



PIERS POTTINGER
Chairman

INSPECTION OF DOCUMENTS

The following documents will be available for inspection at the head office of the Company at Walton House, Charnock Road, Liverpool L67 1AA during normal business hours and at the offices of Kirkpatrick & Lockhart Preston Gates Ellis LLP at 110 Cannon Street, London EC4N 6AR from the date of this document until the date of the Meeting and at Kirkpatrick & Lockhart Preston Gates Ellis LLP, 110 Cannon Street, London EC4N 6AR from 15 minutes before the Meeting until it ends:

- copies of the executive directors' service contracts;
- copies of letters of appointment of the non-executive directors; and
- a copy of the proposed new articles of association of the Company, and a copy of the existing articles of association.

ACTION REQUIRED

If you would like to vote on the resolutions but cannot come to the Meeting, please fill in the proxy form at the back of this document and return it to our registrars as soon as possible. They must receive it by 3pm on 30 June 2008.

If you wish to continue to receive hard copies of shareholder communications, you must return the personalised electronic communications response form, which acts as the address label to this document and the annual report. If you do not return this form within 28 days from the date of this letter, we will assume that you have consented to website publication of these documents and you will no longer receive hard copies in the post.

APPENDIX

EXPLANATORY NOTES OF PRINCIPAL CHANGES TO THE COMPANY'S ARTICLES OF ASSOCIATION

1. ARTICLES WHICH DUPLICATE STATUTORY PROVISIONS

Provisions in the Current Articles which replicate provisions contained in the Companies Act 2006 are in the main amended to bring them into line with the Companies Act 2006. Examples include provisions as to the form of resolutions, the variation of class rights, the requirement to keep accounting records and provisions regarding the period of notice required to convene general meetings. The main changes made to reflect this approach are detailed below.

2. FORM OF RESOLUTION

The Current Articles contain a provision that, where for any purpose an ordinary resolution is required, a special or extraordinary resolution is also effective and that, where an extraordinary resolution is required, a special resolution is also effective. This provision is being amended as the concept of extraordinary resolutions has not been retained under the Companies Act 2006.

3. ALTERATION OF SHARE CAPITAL

The Current Articles contain provisions dealing with fractional entitlements, arising on the consolidation of shares in the Company, whereby the Company may aggregate the fractions and sell the resulting shares for the benefit of shareholders. If the net proceeds due to any one shareholder are less than £2, then they may be retained for the benefit of the Company. In the New Articles, it is proposed to raise this threshold to £5.

4. VARIATION OF CLASS RIGHTS

The Current Articles contain provisions regarding the variation of class rights. The proceedings and specific quorum requirements for a meeting convened to vary class rights are contained in the Companies Act 2006. The relevant provisions have therefore been amended in the New Articles to reflect the requirements of the Act.

5. CONVENING EXTRAORDINARY AND ANNUAL GENERAL MEETINGS

The provisions in the Current Articles dealing with the convening of general meetings and the length of notice required to convene general meetings are being amended to conform to the new provisions in the Companies Act 2006. In particular an extraordinary general meeting to consider a special resolution can be convened on 14 days' notice whereas previously 21 days' notice was required.

6. QUORUM

In the Current Articles, the quorum for a general meeting is three members holding 10% of the voting rights in the Company. Under the New Articles, this is to be reduced to two members in person or by proxy.

7. VOTES OF SHAREHOLDERS

Under the Companies Act 2006 proxies are entitled to vote on a show of hands whereas under the Current Articles proxies are only entitled to vote on a poll. The time limits for the appointment or termination of a proxy appointment have been altered by the Companies Act 2006 so that the articles cannot provide that they should be received more than 48 hours before the meeting or, in the case of a poll taken more than 48 hours after the meeting, more than 24 hours before the time for the taking of a poll, with weekends and bank holidays being permitted to be excluded for this purpose. Multiple proxies may be appointed provided that each proxy is appointed to exercise the rights attached to a different share held by the shareholder. Multiple corporate representatives may be appointed (but if they purport to exercise their rights in different ways, then the power is treated as not being exercised). The New Articles reflect all of these new provisions. The Current Articles provide for a 24-hour deadline in respect of the lodging of proxies and it is intended that this be amended to bring the New Articles into line with the Companies Act 2006.

EXPLANATORY NOTES OF PRINCIPAL CHANGES TO THE COMPANY'S ARTICLES OF ASSOCIATION CONTINUED**8. CONFLICTS OF INTEREST**

- 8.1. The Companies Act 2006 sets out directors' general duties which largely codify the existing law but with some changes. Under the Companies Act, from 1 October 2008 a director must avoid a situation where he has, or can have, a direct or indirect interest that conflicts, or possibly may conflict with the Company's interests. The requirement is very broad and could apply, for example, if a director becomes a director of another company or a trustee of another organisation. The Companies Act 2006 allows directors of public companies to authorise conflicts and potential conflicts, where appropriate, where the articles of association contain a provision to this effect. The Companies Act 2006 also allows the articles of association to contain other provisions for dealing with directors' conflicts of interest to avoid a breach of duty. The New Articles give the directors authority to approve such situations and to include other provisions to allow conflicts of interest to be dealt with in a similar way to the current position.
- 8.2. There are safeguards which will apply when directors decide whether to authorise a conflict or potential conflict. First, only directors who have no interest in the matter being considered will be able to take the relevant decision, and secondly, in taking the decision the directors must act in a way they consider, in good faith, will be most likely to promote the Company's success. The directors will be able to impose limits or conditions when giving authorisation if they think this is appropriate.
- 8.3. It is also proposed that the New Articles should contain provisions relating to confidential information, attendance at board meetings and availability of board papers to protect a director being in breach of duty if a conflict of interest or potential conflict of interest arises. These provisions will only apply where the position giving rise to the potential conflict has previously been authorised by the directors. It is the board's intention to report annually on the Company's procedures for ensuring that the board's powers to authorise conflicts are operated effectively.

9. NOTICE OF BOARD MEETINGS

Under the Current Articles, a director is entitled to be given notice of directors' meetings if he is absent from the UK. This provision has been altered to a more general provision that a director is treated as having waived his entitlement to notice, unless he supplies the Company with the information necessary to ensure that he receives notice of a meeting before it takes place.

10. DISTRIBUTION OF ASSETS OTHERWISE THAN IN CASH

The Current Articles contain provisions dealing with the distribution of assets in kind in the event of the Company going into liquidation. These provisions have been removed in the New Articles on the grounds that a provision about the powers of liquidators is a matter for insolvency law rather than the articles and that the Insolvency Act 1986 confers powers on the liquidator which would enable it to do what is envisaged by the Current Articles.

11. PROVISION FOR EMPLOYEES ON CESSATION OF BUSINESS

The Companies Act 2006 provides that the powers of the directors to make provision for a person employed or formerly employed by the Company in connection with the cessation or transfer to any person of the whole or part of the undertaking of the Company, may be exercised by the directors or by the Company in general meeting. However, if the power is to be exercised by the directors, the articles of association must include a provision to this effect. The New Articles provide that the directors may exercise this power.

APPENDIX CONTINUED

EXPLANATORY NOTES OF PRINCIPAL CHANGES TO THE COMPANY'S ARTICLES OF ASSOCIATION CONTINUED

12. ELECTRONIC AND WEB COMMUNICATIONS

Provisions of the Companies Act 2006 which came into force in January 2007 enable companies to communicate with shareholders by electronic and/or website communications. The New Articles continue to allow communications to shareholders in electronic form and, in addition, they also permit the Company to take advantage of the new provisions relating to website communications. Before the Company can communicate with a shareholder by means of website communication, the relevant shareholder must be asked individually by the Company to agree that the Company may send or supply documents or information to him by means of a website, and the Company must either have received a positive response or have received no response within the period of 28 days beginning with the date on which the request was sent. The Company has made such a request, which is set out on page 1 of this document. The Company will notify the shareholder (either in writing, or by other permitted means) when a relevant document or information is placed on the website and a shareholder can always request a hard copy version of the document or information. Further details are given in the explanatory notes attached to the notice of Meeting.

13. DIRECTORS' INDEMNITIES AND LOANS TO FUND EXPENDITURE

The Companies Act 2006 has in some areas widened the scope of the powers of a company to indemnify directors and to fund expenditure incurred in connection with certain actions against directors. In particular, a company that is a trustee of an occupational pension scheme can now indemnify a director against liability incurred in connection with the company's activities as trustee of the scheme. In addition, the existing exemption allowing a company to provide money for the purpose of funding a director's defence in court proceedings now expressly covers regulatory proceedings and applies to associated companies.

14. 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.

NOTICE OF ANNUAL GENERAL MEETING 2008

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 an appropriate independent adviser without delay. If you have sold or transferred all your ordinary shares in Sportech PLC, this notice and the attached form of proxy should be passed to the purchaser or transferee, or to the person through whom the sale or transfer was effected for transmission to the purchaser or transferee.

NOTICE IS HEREBY GIVEN that the 28th Annual General Meeting (the "Meeting") of Sportech PLC (the "Company") will be held on 1 July 2008 at the offices of Kirkpatrick & Lockhart Preston Gates Ellis LLP at 110 Cannon Street, London EC4N 6AR at 3pm for the following purposes:

ORDINARY BUSINESS

1. To receive the accounts of the Company for the year ended 31 December 2007, the Directors' Report and Auditors' Report; ("Resolution 1")
2. To approve the Directors' Remuneration Report (as that term is used in Section 439 of the Companies Act 2006) for the year ended 31 December 2007; ("Resolution 2")
3. To re-appoint Piers Pottinger retiring by rotation in accordance with the articles of association as a director of the Company; ("Resolution 3")
4. To re-appoint John Barnes retiring by rotation in accordance with the articles of association as a director of the Company; ("Resolution 4")
5. To re-appoint Jon Holmes who, having been appointed since the previous annual general meeting, retires in accordance with the articles of association as a director of the Company and offers himself for re-election; ("Resolution 5")
6. To re-appoint PricewaterhouseCoopers LLP as auditors of the Company to hold office from the conclusion of the Meeting until the conclusion of the next general meeting of the Company at which accounts are laid and to authorise the directors to fix their remuneration; ("Resolution 6")

SPECIAL BUSINESS

7. To consider and, if thought fit, pass the following resolution which will be proposed as an ordinary resolution:

THAT the directors be and are hereby generally and unconditionally authorised for the purposes of Section 80 of the Companies Act 1985 (the "Act") to exercise all powers of the Company to allot relevant securities (as defined in Section 80(2) of the Act) up to a maximum nominal amount of £19,673,698 at any time during the period of five years from the date on which this resolution is passed, and that the directors be entitled under the authority conferred by Section 80(7) of the Act and this resolution to make at any time prior to the expiry of such authority any offer or agreement which would or might require relevant securities of the Company to be allotted after the expiry of such authority; ("Resolution 7")

8. To consider and, if thought fit, pass the following resolution which will be proposed as a special resolution:

THAT the directors of the Company be and are hereby empowered pursuant to Section 95 of the Companies Act 1985 (the "Act") to allot equity securities (within the meaning of Section 94 of the Act) for cash pursuant to the authority conferred by the previous resolution as if Section 89(1) of the Act did not apply to any such allotment:

(a) in connection with an offer of equity securities by way of rights or any other offer on a pre-emptive basis where the equity securities are offered to the holders of ordinary shares in proportion to their respective holdings of ordinary shares and (where applicable) to other holders of equity securities, but subject in each case to such exclusions or other arrangements as the directors of the Company may deem to be necessary or expedient in relation to fractional entitlements or any legal or practical problems under the laws of any territory or the requirements of any regulatory body or stock exchange; and

(b) otherwise than pursuant to paragraph (a) up to an aggregate nominal amount of £5,032,630 representing 10% in a nominal amount of the current issued ordinary share capital of the Company,

such power to expire on the date of the annual general meeting of the Company to be held in 2009 or, if earlier, 15 months from the date that this resolution is passed but so that the Company may before such expiry make an offer or agreement which would or might require equity securities to be allotted after such expiry and the directors of the Company may allot equity securities in pursuance of such offer or agreement as if this power had not expired.

The power given by this resolution applies in relation to a sale of shares which is an allotment of equity securities by virtue of Section 94(3A) of the Act as if in the first sentence of this resolution, the words "pursuant to the authority conferred by the previous resolution" were omitted; ("Resolution 8")

NOTICE OF ANNUAL GENERAL MEETING 2008 CONTINUED

SPECIAL BUSINESS CONTINUED

9. To consider and, if thought fit, pass the following resolution which will be proposed as an ordinary resolution:

THAT the Company may:

- (a) use "electronic means" (as defined by the Financial Services Authority's Disclosure Rules and Transparency Rules) to convey information to its shareholders; and
- (b) send or supply any document or information to members by making it available on a website; ("Resolution 9")

10. To consider and, if thought fit, pass the following resolution which will be proposed as a special resolution:

THAT the proposed articles of association contained in the document marked "A" submitted to this Meeting and initialled for the purposes of identification by the Chairman be approved and adopted as the new articles of association of the Company, in substitution for and to the exclusion of the existing articles of association. ("Resolution 10").

By Order of the Board



STEVE CUNLIFFE
Company Secretary
18 April 2008

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HEAD OFFICE:
Sportech PLC
Walton House
Charnock Road
Liverpool L67 1AA

REGISTERED OFFICE:
Sportech PLC
249 West George Street
Glasgow G2 4RB

EXPLANATORY NOTES TO THE ANNUAL GENERAL MEETING

EXPLANATORY NOTES TO RESOLUTIONS 7, 8, 9 AND 10 OF THE NOTICE OF ANNUAL GENERAL MEETING

Resolution 7, which will be proposed as an ordinary resolution, seeks the renewal of the directors' authority to allot shares and other relevant securities. The maximum amount of relevant securities which the directors will have authority to allot is £19,673,698, representing 39% of the issued ordinary share capital of the Company as at 17 April 2008 (the latest practicable date before the publication of this notice). The Company held no treasury shares at that date. The authority will expire five years after the date of passing of the resolution, unless previously revoked, varied or renewed. The directors have no present intention of exercising this authority, although they believe it is important to retain flexibility so as to allow the allotment of shares or other relevant securities in order to take advantage of opportunities as they arise.

Resolution 8, which will be proposed as a special resolution, seeks to disapply shareholders' statutory pre-emption rights under Section 89 of the Companies Act 1985. The maximum amount of equity securities covered by the disapplication will be £5,032,630. Except in relation to rights issues, open offers and other offers on a pre-emptive basis, the disapplication will be limited to equity securities up to a maximum nominal amount of £5,032,630 representing 10% of the issued ordinary share capital of the Company as at 17 April 2008 (the latest practicable date before the publication of this notice). The disapplication will cease to have effect when the authority to be granted under Resolution 7 is revoked or expires.

Resolution 9, which will be proposed as an ordinary resolution, seeks to allow the Company both to communicate with shareholders using e-mail and to make information and documents available to them through a website, rather than through the post, in accordance with new provisions of the Companies Act 2006 and the Disclosure and Transparency Rules. In order to take advantage of these provisions (subject to the resolution being approved by shareholders), the Company has written to shareholders requesting their agreement to: (i) the Company communicating with them by e-mail; and (ii) the Company's use of a website for the purpose of providing documents and other information. The Company will continue to communicate in the usual way with those shareholders who do not agree to e-mail communications and will continue to provide documents and information through the post in the usual way to those shareholders who do not agree (and who are not treated under the Companies Act 2006 as having agreed) to their provision through a website. Notwithstanding any prior request or deemed consent to receive communications electronically, a shareholder may at any time tell the Company that he or she wishes to receive all or any specific information in paper form. In addition, the Company has to notify shareholders who receive information in electronic form when certain key information is available on the Company's website. The overall effect of this resolution will be to allow the Company to increase its use of electronic communications with shareholders. The Company believes that there are potential advantages to electronic communications, including cost savings and environmental benefits.

Resolution 10, which will be proposed as a special resolution, seeks your approval for the adoption of new articles of association in substitution for the Company's existing articles of association, designed to take advantage of the Companies Act 2006. Further details and a brief description of the main changes are set out in the appendix on pages 4 to 6 of the accompanying circular to shareholders.

The Directors believe that the passing of Resolutions 7, 8, 9 and 10 will be in the best interests of shareholders as a whole and unanimously recommend shareholders to vote in favour of all such resolutions.

NOTES TO THE ANNUAL GENERAL MEETING

NOTES

1. A member who is entitled to attend and vote at the above Meeting is entitled to appoint one or more proxies to attend and to speak and vote instead of him. A proxy need not be a member of the Company. A Form of Proxy is enclosed with this document. The completion and return of a Form of Proxy will not preclude members entitled to attend and vote at the Meeting from doing so if they wish.
2. To be effective, this form, together with any power of attorney or other written authority under which it is signed, or a notarially certified copy or a copy certified in accordance with the Powers of Attorney Act 1971, of such power or written authority must be completed, signed and deposited with Capita Registrars, The Registry, 34 Beckenham Road, Beckenham, Kent BR3 4BR by not later than 24 hours before the time appointed for the holding of the Meeting.
3. Pursuant to Regulation 41 of the Uncertificated Securities Regulations 2001, the Company specifies that only those members registered in the register of members of the Company at 3pm on 30 June 2008 or, in the event that this Meeting is adjourned, in the register of members 24 hours before the time of any adjourned Meeting, shall be entitled to attend and vote at the Meeting in respect of the number of shares registered in their name at that time. Changes to the entries on the register of members after 3pm on 30 June 2008 or, in the event that the Meeting is adjourned, after 24 hours before the time of any adjourned Meeting, shall be disregarded in determining the rights of any person to attend or vote at the Meeting.
4. Copies of all the Executive Directors' service contracts, the terms and conditions of appointment for the Company's Non-Executive Directors, the proposed new articles of association of the Company and the existing articles of association will be available for inspection at the head office of the Company at Walton House, Charnock Road, Liverpool, L67 1AA during normal business hours and at the offices of Kirkpatrick & Lockhart Preston Gates Ellis LP at 110 Cannon Street, London EC4N 6AR from the date of this Notice until the date of the Meeting and at Kirkpatrick & Lockhart Preston Gates Ellis LLP, 110 Cannon Street, London EC4N 6AR from 15 minutes before the Meeting until the conclusion of the Meeting.
5. In the case of joint holders, the vote of the senior who tenders a vote whether in person or by proxy will be accepted to the exclusion of the votes of the other joint holders and for this purpose seniority will be determined by the order in which the names stand in the register of members of the Company in respect of the relevant holding.
6. You may appoint more than one proxy provided that each proxy is appointed to exercise rights attached to different shares. You may not appoint more than one proxy to exercise rights attached to any one share. To appoint more than one proxy, please contact Capita Registrars by telephone on 0970 162 3121, or if you are calling from overseas +44 20 8639 3367.
7. Biographical details for each of the Directors proposed to be re-appointed are set out on pages 22 and 23 of the Annual Report and Accounts.
8. As at 17 April 2008 (being the latest practicable date prior to the publication of this notice), the Company's issued share capital consisted of 100,652,603 ordinary shares with a nominal value of 50p each. Each ordinary share carries the right to one vote at a general meeting of the Company and, therefore, the total number of voting rights in the Company as at 17 April 2008 was 100,652,603.
9. In accordance with Section 149 of the Companies Act 2006 (the "Act"):
 - the right to appoint proxies under Section 325 of the Act does not apply to persons nominated to receive information rights under Section 146 of the Act; and
 - persons nominated to receive information rights under Section 146 of the Act who have been sent a copy of this notice of meeting are hereby informed, in accordance with Section 149 (2) of the Act, that they may have a right under an agreement with the registered member by whom they were nominated to be appointed, or to have someone else appointed, as a proxy for this meeting. If they have no such right, or do not wish to exercise it, they may have a right under such an agreement to give instructions to the member as to the exercise of voting rights. Nominated persons should contact the registered member by whom they were nominated in respect of these arrangements.

FORM OF PROXY

For use at the 28th Annual General Meeting of Sportech PLC (the "Company") to be held on 1 July 2008 at the offices of Kirkpatrick & Lockhart Preston Gates Ellis LLP, 110 Cannon Street, London EC4N 6AR at 3pm (the "Meeting").

I/We
 (FULL NAME IN BLOCK LETTERS PLEASE)

of
 (ADDRESS)

being a member/members of the above-named Company hereby appoint

.....
 or the Chairman of the Meeting (note 8) as my/our proxy to vote for me/us at the Meeting of the Company and at any adjournment thereof, as directed below.

I/We wish my/our proxy to vote on the resolutions as follows. Please insert X in the appropriate box.

Resolutions	For	Against	Vote withheld (see note 3)	Discretionary (see note 4)
1. Ordinary resolution – to receive the Directors' Report, Auditors' Report and the accounts for the year ended 31 December 2007.				
2. Ordinary resolution – to approve the Directors' Remuneration Report for the year ended 31 December 2007.				
3. Ordinary resolution – that Piers Pottinger, a retiring director, be re-appointed a director of the Company.				
4. Ordinary resolution – that John Barnes, a retiring director, be re-appointed a director of the Company.				
5. Ordinary resolution – that Jon Holmes, appointed by the directors since the last annual general meeting, be re-appointed a director of the Company.				
6. Ordinary resolution – to re-appoint PricewaterhouseCoopers LLP as auditors and to authorise the directors to fix their remuneration.				
7. Ordinary resolution – to authorise the directors to allot the ordinary shares in the Company.				
8. Special resolution – to disapply pre-emption rights in respect of the directors' authority granted in Resolution 7.				
9. Ordinary resolution – to approve the Company's use of electronic communications with its shareholders.				
10. Special resolution – to adopt new articles of association of the Company.				

Unless otherwise directed, the proxy will vote or abstain as he thinks fit.

As witness my/our hand(s) this day of 2008

Signed

NOTES

- As a member of the Company, you are entitled to appoint one or more proxies to exercise all or any of your rights to attend and to speak and vote at a general meeting of the Company. You can only appoint a proxy using the procedures set out in these notes.
- Please indicate with a cross in the appropriate box how you wish the proxy to vote. In the absence of any indication, the proxy will exercise his/her discretion as to whether and how he/she votes.
- A vote withheld is not a vote in law. If you mark the box "vote withheld", it will mean that your proxy will abstain from voting and, accordingly, your vote will not be counted either for or against the relevant resolution.
- If you select "discretionary" or fail to select any of the given options, the proxy can vote as he/she chooses or can decide not to vote at all.
- To be effective, this form, together with any power of attorney or other written authority under which it is signed, or a notarially certified copy or a copy certified in accordance with the Powers of Attorney Act 1971, of such power or written authority must be completed, signed and deposited with Capita Registrars, The Registry, 34 Beckenham Road, Beckenham, Kent BR3 4BR by not later than 3pm on 30 June 2008.
- You may appoint more than one proxy provided that each proxy is appointed to exercise rights attached to different shares. You may not appoint more than one proxy to exercise rights attached to any one share. To appoint more than one proxy, please contact Capita Registrars by telephone on 0970 162 3121, or if you are calling from overseas +44 20 8639 3399.
- A corporation must execute this form either under its common seal or under the hand of an officer or attorney duly authorised in writing.
- If you wish to appoint any other person as proxy delete the words "the Chairman of the Meeting" and add the name and address of the proxy appointed. A proxy need not be a member of the Company. If you complete the proxy form but do not delete the words "the Chairman of the Meeting" and you do not appoint another person as proxy, the Chairman shall be entitled to vote as proxy. In the absence of any specific direction, a proxy shall be deemed to be entitled to vote in respect of all the shares in the relevant holding.
- In the case of joint holders, the signature of any one holder will be sufficient but the names of all the joint holders should be stated and the vote of the senior who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the votes of the other joint holders. For this purpose, seniority will be determined by the order in which the names stand in the register of members in respect of the shares.
- Any alteration to this form must be initialled.
- Returning the form of proxy will not prevent you from attending the meeting and voting in person.

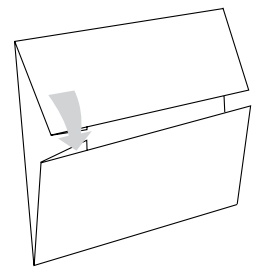


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Capita Registrars
Proxy Department
The Registry
34 Beckenham Road
Beckenham
Kent BR3 4BR

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