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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 2010

Notice of the Annual General Meeting of the Company to be held at the offices of Olswang LLP, 90 High Holborn, London WC1V 6XX on 13 May 2010 at 10.30am is set out at the end of this document.

A proxy form for use in connection with the Annual General Meeting is enclosed and, to be valid, should be completed and returned as soon as possible, but in any event, so as to be received by Capita Registrars, The Registry, 34 Beckenham Road, Beckenham, Kent BR3 4TU by not later than 10.30am on 11 May 2010. Return of a proxy form will not prevent shareholders from attending the Annual General Meeting.

**SPORTECH PLC**

(incorporated and registered in Scotland under number SC069140)

(the "Company")

Head office:
Sportech plc
101 Wigmore Street
London W1U 1QU

Registered office:
Sportech plc
249 West George Street
Glasgow
Scotland G2 4RB

12 April 2010

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 30th Annual General Meeting (the "Meeting") which we are holding at the offices of Olswang LLP, 90 High Holborn, London WC1V 6XX on 13 May 2010 at 10.30am.

The formal Notice of Meeting is set out on pages 3 and 4 of this document.

I do hope that you will be able to attend the Meeting. If you would like to vote on the resolutions to be proposed but cannot attend the Meeting, you may appoint a proxy if you hold your shares in CREST via the CREST system or by completing and returning the enclosed proxy form. In each case, notice of your appointment of a proxy should reach the Company's registrars, Capita Registrars, no later than 10.30am on 11 May 2010. Further details about the appointment of proxies is set out in the notes on pages 5 to 7 of this document.

Explanatory notes for all the business of the Meeting are given on pages 8 to 11 of this document.

RECOMMENDATION

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.

INSPECTION OF DOCUMENTS

The following documents will be available for inspection at the Company's operational centre, Walton House, Charnock Road, Liverpool L67 1AA during normal business hours and at the offices of Olswang LLP, 90 High Holborn, London WC1V 6XX from the date of this document until the conclusion of the Meeting:

- copies of the Executive Directors' service contracts;
- copies of letters of appointment of the Non-executive Directors;
- a copy of the Company's current Articles of Association;
- a copy of the Company's proposed new Articles of Association; and
- a copy of the Company's current Articles of Association marked up to show the changes being proposed in Resolution 9.

Yours sincerely,

A handwritten signature in red ink that reads "Piers Pottinger".

PIERS POTTINGER
CHAIRMAN

NOTICE OF THE ANNUAL GENERAL MEETING 2010

NOTICE IS HEREBY GIVEN that the 30th Annual General Meeting (the "Meeting") of Sportech plc (the "Company") will be held at the offices of Olswang LLP, 90 High Holborn, London WC1V 6XX on 13 May 2010 at 10.30am to consider and, if thought fit, pass the following resolutions.

All resolutions will be proposed as ordinary resolutions save for Resolutions 8, 9 and 10 which will be proposed as special resolutions.

ORDINARY BUSINESS

1. To receive the accounts of the Company for the year ended 31 December 2009, 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 2009 (Resolution 2).
3. To re-appoint Ian Penrose retiring by rotation in accordance with the Articles of Association as a Director of the Company (Resolution 3).
4. To re-appoint Jon Holmes retiring by rotation in accordance with the Articles of Association as a Director of the Company (Resolution 4).
5. 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 (Resolution 5).
6. To authorise the Directors to fix the remuneration of the auditors (Resolution 6).

SPECIAL BUSINESS

7. THAT:

- (a) the Directors be and are hereby generally and unconditionally authorised under Section 551 of the Companies Act 2006 to exercise all the powers of the Company to allot shares in the Company and to grant rights to subscribe for, or to convert any security into, shares in the Company:
 - (i) up to an aggregate nominal amount of £26,511,354 (such amount to be reduced by the nominal amount allotted or granted under paragraph (ii) in excess of such sum); and
 - (ii) comprising equity securities (as defined in Section 560 of the Companies Act 2006), up to an aggregate nominal amount of £53,022,708 (such amount to be reduced by any allotments or grants made under paragraph (i) above) in connection with an offer by way of a rights issue to:
 - (1) ordinary shareholders in proportion (as nearly as may be) to their existing holdings; and
 - (2) holders of other equity securities, if this is required by the rights of those securities or, if the Directors consider it necessary as permitted by the rights of those securities,but subject to such exclusions and other arrangements as the Directors may consider necessary or appropriate in relation to fractional entitlements, record dates, treasury shares or any legal, regulatory or practical problems under the laws of any territory or the requirements of any regulatory body or stock exchange or any other matter;
- (b) such authorities shall expire (unless previously revoked by the Company) on the earlier of 13 August 2011 and the conclusion of the next Annual General Meeting of the Company, save that under each authority the Company may, before such expiry, make any offer or agreement which would or might require shares to be allotted or rights to subscribe for or convert securities into shares to be granted after such expiry, and the Directors may allot shares or grant rights to subscribe for or convert any security into shares in pursuance of any such offer or agreement as if the relevant authority had not expired; and
- (c) (save for the authority conferred by Resolution 1 passed at a general meeting of the Company held on 12 February 2010 relating to the allotment of shares in connection with the acquisition of the pari-mutuel wagering and venue management business division of Scientific Games Corporation) all previous authorities to allot shares or grant rights to subscribe for or convert securities into shares, to the extent unused, shall be revoked (Resolution 7).

NOTICE OF THE ANNUAL GENERAL MEETING 2010 CONTINUED

SPECIAL BUSINESS CONTINUED

8. THAT:

- (a) subject to the passing of Resolution 7 above, the Directors be and are hereby empowered pursuant to Section 570 of the Companies Act 2006 to allot equity securities (within the meaning of Section 560 of the Companies Act 2006) for cash pursuant to the authority conferred by Resolution 7 above as if Section 561(1) of the Companies Act 2006 did not apply to such allotment provided that this power shall be limited to:
- (i) the allotment of equity securities in connection with an offer or issue of equity securities (but in the case of the authority granted under paragraph 7(a)(ii) of Resolution 7 by way of a rights issue only) to or in favour of:
- (1) ordinary shareholders in proportion (as nearly as may be) to their existing holdings; and
- (2) holders of other equity securities, if this is required by the rights of those securities or, if the Directors consider it necessary as permitted by the rights of those securities,
- but subject to such exclusions and other arrangements as the Directors may consider necessary or appropriate in relation to fractional entitlements, record dates, treasury shares or any legal, regulatory or practical problems under the laws of any territory or the requirements of any regulatory body or stock exchange or any other matter; and
- (ii) in the case of the authority granted under paragraph 7(a)(i) of Resolution 7 the allotment of equity securities (otherwise than under paragraph (i) of this resolution) up to an aggregate nominal amount of £3,976,703;
- (b) such authorities shall expire (unless previously revoked by the Company) on the earlier of 13 August 2011 and the conclusion of the next Annual General Meeting of the Company, save that under each authority the Company may, before such expiry, make any 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 any such offer or agreement as if the relevant authority had not expired; and
- (c) this power applies in relation to a sale of treasury shares which constitutes an allotment of equity securities by virtue of Section 560(3) of the Companies Act 2006 as if the words "under the authority conferred by Resolution 7" were omitted from the introductory wording to this resolution (Resolution 8).

9. THAT:

- (a) the Articles of Association of the Company be amended by deleting all the provisions of the Company's Memorandum of Association which, by virtue of Section 28 Companies Act 2006, are to be treated as provisions of the Company's Articles of Association; and
- (b) the Articles of Association produced to the Meeting and initialled by the Chairman of the Meeting for the purpose of identification be adopted as the Articles of Association of the Company in substitution for, and to the exclusion of, the Company's existing Articles of association. (Resolution 9)

10. THAT a general meeting of the Company other than an Annual General Meeting may be called on not less than 14 days' clear notice. (Resolution 10)

By order of the Board



STEVE CUNLIFFE
COMPANY SECRETARY
12 April 2010

HEAD OFFICE:

Sportech PLC
101 Wigmore Street
London W1U 1QU

OPERATIONAL CENTRE:

Sportech PLC
Walton House
Charnock Road
Liverpool L67 1AA

REGISTERED OFFICE:

Sportech PLC
249 West George Street
Glasgow
Scotland G2 4RB

NOTES

1. The Company specifies that only those shareholders entered on the register of members of the Company as at 6.00pm on 11 May 2010 or, in the event that this Annual General Meeting is adjourned, in the register of members of the Company 48 hours before the time of any adjourned Annual General Meeting will be entitled to attend or vote at the Annual General Meeting in respect of the number of shares registered in their name at that time. Changes to entries on the register after 6.00pm on 11 May 2010 or, in the event that this Annual General Meeting is adjourned, in the register of members of the Company 48 hours before the time of any adjourned Annual General Meeting will be disregarded in determining the rights of any person to attend or vote at the General Meeting.
2. A shareholder of the Company entitled to attend, speak and vote at the Annual General Meeting is entitled to appoint a proxy or proxies to exercise all or any of his or her rights to attend and to speak and vote at the Meeting instead of him or her.
3. Shareholders unable to attend the Annual General Meeting may appoint a proxy or proxies: (a) by completing and returning the enclosed proxy form; or (b) through the CREST electronic proxy appointment service (if they are users of CREST, including CREST personal members). Shareholders who have lodged proxy forms, or who have appointed a proxy through CREST, are not thereby prevented from attending the Annual General Meeting and voting in person if they so wish. A proxy need not be a member of the Company but must attend the Annual General Meeting to represent you. If you wish your proxy to speak on your behalf at the Annual General Meeting, you will need to appoint your own choice of proxy (not the Chairman) and give your instructions directly to them.
4. Details of how to appoint the Chairman of the Annual General Meeting or another person as your proxy using the proxy form are set out in the notes to the proxy form. If you wish to appoint a proxy in this way, you must follow the procedures set out in these notes and the notes to the proxy form.
5. To be effective, the completed and signed proxy form (together with any power of attorney or other authority under which it is signed or a notarially certified copy of such power or authority) must be lodged at the offices of Capita Registrars, The Registry, 34 Beckenham Road, Beckenham, Kent BR3 4TU not later than 48 hours before the time appointed for the holding of the Annual General Meeting or adjourned Annual General Meeting or (in the case of a poll taken otherwise than at or on the same day as the Annual General Meeting or adjourned Annual General Meeting) for the taking of the poll at which it is to be used.
6. CREST members who wish to appoint and/or give instructions to a proxy or proxies through the CREST electronic proxy appointment service may do so for the Annual General Meeting 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.
7. In order for a proxy appointment or instruction made using the CREST service to be valid, the appropriate CREST message (the CREST Proxy Instruction) must be properly authenticated in accordance with Euroclear UK & Ireland Limited's (Euroclear) specifications 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 so as to be received by Capita Registrars (CREST participant RA10) by the latest time(s) for receipt of proxy appointments specified in this Notice of Annual General 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 Capita Registrars 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.
8. CREST members and, where applicable, their CREST sponsors or voting service providers should note that Euroclear 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 CREST sponsor or voting service provider(s) take(s)) such action as is 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) or the Uncertificated Securities Regulations 2001.
9. A shareholder may appoint more than one proxy in relation to the Annual General Meeting provided that each proxy is appointed to exercise the rights attached to different shares held by a shareholder. You may not appoint more than one proxy to exercise rights attached to any one share. To appoint more than one proxy you may photocopy the proxy form. Please indicate the proxy holder's name and the number of shares in relation to which they are authorised to act as your proxy (which, in aggregate, should not exceed the number of shares held by you). Please also indicate if the proxy instruction is one of multiple instructions being given. All forms must be signed and should be returned together in the same envelope.

NOTES CONTINUED

10. In the case of joint holders, the signature of only one of the joint holders is required on the proxy form. Where more than one of the joint holders purports to appoint a proxy, only the appointment submitted by the more senior holder will be accepted. Seniority is determined by the order in which the names of the joint holders appear in the Company's register of members in respect of the joint holding (the first-named being the more senior).
11. The statement of the rights of shareholders in relation to the appointment of proxies under the procedures set out in these notes does not apply to Nominated Persons as defined below. The rights described in these notes can only be exercised by shareholders.
12. A vote withheld is not a vote in law, which means that the vote will not be counted in the calculation of votes for or against the resolution. If no voting indication is given, your proxy will vote or abstain from voting at his or her discretion. Your proxy will vote (or abstain from voting) as he or she thinks fit in relation to any other matter which is put before the Annual General Meeting.
13. To change your proxy instructions, simply submit a new proxy appointment using the methods set out above. Note that the cut-off time for receipt of proxy appointments (see above) also applies in relation to amended instructions: any amended proxy appointment received after the relevant cut-off time will be disregarded.
14. Where you have appointed a proxy using the hard-copy proxy form and would like to change the instructions using another hard-copy proxy form, please contact Capita Registrar's helpline on 0871 664 0321 or, if telephoning from outside the UK, on +44 20 8639 3399 between 9.00am and 5.00pm. Calls to Capita Registrars' 0871 664 0321 number are charged at 10p per minute (including VAT) plus any of your service provider's network extras. Calls to Capita Registrars' +44 20 8639 3399 number from outside the UK are charged at applicable international rates. Different charges may apply to calls made from mobile telephones and calls may be recorded and monitored randomly for security and training purposes. Capita Registrars cannot provide advice on the merits of the proposed resolutions nor give any financial, legal or tax advice.
15. If you submit more than one valid proxy appointment in respect of the same shares, the appointment received last before the latest time for the receipt of proxies will take precedence.
16. In order to revoke a proxy instruction, you will need to inform the Company by sending a signed notice clearly stating your intention to revoke your proxy appointment to Capita Registrars, The Registry, 34 Beckenham Road, Beckenham, Kent BR3 4TU. In the case of a shareholder which is a company, the revocation notice must be executed under its common seal or signed on its behalf by an officer of the company or an attorney for the company. Any power of attorney or any other authority under which the revocation notice is signed (or a duly certified copy of such power or authority) must be included with the revocation notice. The revocation notice must be received by Capita Registrars no later than 10.30am on 11 May 2010. If you attempt to revoke your proxy appointment but the revocation is received after the time specified then, subject to the paragraph directly below, your proxy appointment will remain valid.
17. Appointment of a proxy does not preclude you from attending the Annual General Meeting and voting in person. If you have appointed a proxy and attend the Annual General Meeting in person in respect of shares for which you have appointed a proxy, your proxy appointment in respect of those shares will automatically be terminated.
18. At 12 April 2010 (being the latest practicable date prior to the printing of this Notice of Annual General Meeting), the Company's issued share capital consists of 159,068,123 ordinary shares, each carrying the right to one vote at an Annual General Meeting of the Company. As at the date of this document, the Company does not hold any ordinary shares in treasury. Therefore, the total number of voting rights in the Company as at 12 April 2010 was 159,068,123. If you are a person who has been nominated under Section 146 of the Companies Act 2006 to enjoy information rights (a "Nominated Person"):
 - (a) you may have a right under an agreement between you and the shareholder who has nominated you to have information rights ("Relevant Member") to be appointed or to have someone else appointed as a proxy for the Annual General Meeting;
 - (b) if you either do not have such a right or if you have such a right but do not wish to exercise it, you may have a right under an agreement between you and the Relevant Member to give instructions to the Relevant Member as to the exercise of voting rights; and
 - (c) your main point of contact in terms of your investment in the Company remains the Relevant Member (or, perhaps, your custodian or broker) and you should continue to contact them (and not the Company) regarding any changes or queries relating to your personal details and your interest in the Company (including any administrative matters). The only exception to this is where the Company expressly requests a response from you.
19. If you wish to attend the Annual General Meeting in person, you will be required to sign a register of entry upon arrival at the Annual General Meeting at Olswang LLP, 90 High Holborn, London WC1V 6XX.

20. Under Section 527 of the Companies Act 2006, shareholders meeting the threshold requirements set out in that section have the right to require the Company to publish on a website a statement setting out any matter relating to: (i) the audit of the Company's accounts (including the auditors' 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 Annual General Meeting held in 2009. The Company may not require the shareholders requesting any such website publication to pay its expenses in complying with Sections 527 or 528 of the Act. Where the Company is required to place a statement on a website under Section 527 of the Act it must forward the statement to the Company's auditors not later than the time when it makes the statement available on the website. The business which may be dealt with at the Annual General Meeting includes any statement that the Company has been required under Section 527 of the Act to publish on a website.
21. A copy of this Notice, and any other information required by Section 311A of the Companies Act 2006, can be found at www.sportechplc.com.
22. Pursuant to Section 319A of the Companies Act 2006, any shareholder attending the Annual General Meeting has the right to ask questions relating to the business being dealt with at the meeting. In certain circumstances prescribed by Section 319A, the Company need not answer a question.
23. Except as provided above, shareholders who wish to communicate with the Company in relation to the Annual General Meeting should do so by writing to Capita Registrars, The Registry, 34 Beckenham Road, Beckenham, Kent BR3 4TU. No other methods of communication will be accepted. In particular, you may not use any electronic address provided either in this Notice of Annual General Meeting or in any related documents (including in the Chairman's letter and the proxy form) to communicate with the Company for any purposes other than those expressly stated.

EXPLANATORY NOTES TO THE RESOLUTIONS

ORDINARY BUSINESS

APPROVAL OF THE REPORT AND ACCOUNTS (RESOLUTION 1)

This resolution deals with the receipt and the adoption of the Directors' Report and the financial statements for the period ended 31 December 2009.

APPROVAL OF THE DIRECTORS' REMUNERATION REPORT (RESOLUTION 2)

In accordance with the Companies Act 2006, shareholders are being invited to approve the Directors' Remuneration Report for the financial period ended 31 December 2009. The report is set out on pages 27 to 32 of the Annual Report.

RE-APPOINTMENT OF DIRECTORS (RESOLUTIONS 3 AND 4)

In accordance with the Company's Articles of Association, Ian Penrose and Jon Holmes are retiring by rotation and, being eligible, are offering themselves for re-appointment. Biographical details of the Directors can be found on pages 22 and 23 of the Annual Report and, in addition, are maintained at www.sportechplc.com.

RE-APPOINTMENT OF THE AUDITORS AND THEIR REMUNERATION (RESOLUTIONS 5 AND 6)

These resolutions deal with the re-appointment of PricewaterhouseCoopers LLP as the auditors of the Company until the conclusion of the next Annual General Meeting and authorise the Directors to set their remuneration.

SPECIAL BUSINESS

Where resolutions are proposed as special resolutions, in order for those resolutions to be passed at least three-quarters of the votes cast must be in favour of the resolution.

AUTHORITY OF DIRECTORS TO ALLOT SHARES (RESOLUTION 7)

Paragraph 7(a)(i) of Resolution 7 will give the Directors the authority to allot shares in the Company and grant rights to subscribe for or convert any security into shares in the Company up to an aggregate nominal value of £26,511,354. This represents approximately one third of the share capital of the Company in issue at 12 April 2010 (being the last practicable date prior to the publication of this Notice).

In line with guidance issue by the Association of British Insurers ("ABI") paragraph 7(a)(ii) of Resolution 7 will give the Directors the authority to allot shares in the Company and grant rights to subscribe for or convert any security into shares in the Company in connection with a rights issue up to an aggregate nominal value of £53,022,708 (as reduced by the nominal amount of any shares issued under paragraph 7(a)(i) of this resolution). This amount (before any reduction) represents approximately two-thirds of the share capital of the Company in issue at 12 April 2010 (being the last practicable date prior to the publication of this Notice).

In accordance with the ABI guidance, in the event that the general and additional authorities were used and:

- (a) the number of ordinary shares in issue is thereby increased, in aggregate, by more than one-third; and
- (b) in the case of any issue being in whole or part by way of a fully pre-emptive rights issue, where the monetary proceeds exceed one-third of the pre-issue market capitalisation of the Company,

all members of the Board wishing to remain in office would be expected to seek re-election at the Company's next Annual General Meeting following the decision to make the issue in question.

The authority to be granted by this resolution is in addition to the authority granted by Resolution 1 passed at the general meeting of the Company held on 12 February 2010 relating to the allotment of shares in connection with the acquisition of the pari-mutuel wagering and venue management business division of Scientific Games Corporation ("SGR"). Other than in connection with the acquisition of SGR or pursuant to the Company's employee share schemes, the Directors have no present intention of allotting, or agreeing to allot, any further shares. However this authority will give the Directors flexibility to take advantage of any business opportunities which might arise. This authority will expire 15 months from the date of this resolution or, if earlier, at the conclusion of the next Annual General Meeting.

DISAPPLICATION OF PRE-EMPTION RIGHTS ON SHARE ALLOTMENT (RESOLUTION 8)

Under Section 561 of the Companies Act 2006, when new shares are allotted or treasury shares are sold for cash, they must first be offered to existing shareholders pro rata to their holdings. There may be occasions, however, when the Directors will need the flexibility to finance business opportunities by the issue of ordinary shares without a pre-emption offer to existing shareholders. This special resolution gives the Directors authority to: (a) allot ordinary shares of the Company in connection with a rights issue, scrip dividend or other similar issue; and (b) otherwise allot ordinary shares of the Company, or sell treasury shares for cash, up to an aggregate nominal value of £3,976,703 (representing in accordance with institutional investor guidelines, approximately 5% of the share capital in issue as at 12 April 2010, being the last practicable date prior to the publication of this Notice) as if the pre-emption rights of Section 561 did not apply.

The Directors have no immediate plans to make use of these authorities. In line with best practice, the Board confirms that it does not intend to issue more than 7.5% of the issued share capital of the Company on a non pre-emptive basis in any rolling three-year period.

This authority will expire 15 months from the date of this resolution or, if earlier, at the conclusion of the next Annual General Meeting.

SPECIAL BUSINESS CONTINUED**ADOPTION OF NEW ARTICLES OF ASSOCIATION (RESOLUTION 9)**

It is proposed in Resolution 9 to adopt new Articles of Association (the "New Articles") in order to update the Company's current Articles of Association (the "Current Articles") primarily to take account of the coming into force of the Companies (Shareholders' Rights) Regulations 2009 (the "Shareholders' Rights Regulations"), the implementation of the last parts of the Companies Act 2006 and amendments to the Uncertificated Securities Regulations 2001.

The principal changes introduced in the New Articles are summarised in the explanatory notes on pages 10 and 11 of this document. Other changes, which are of a minor, technical or clarifying nature and also some more minor changes which merely reflect changes made by the Companies Act 2006, the Shareholders' Rights Regulations or the Uncertificated Securities Regulations 2001, or conform the language of the New Articles with that used in the model articles for public companies produced by the Department for Business, Innovation and Skills, have not been noted in the explanatory notes. The New Articles showing all the changes to the Current Articles are available for inspection, as noted on page 2 of this document.

NOTICE OF GENERAL MEETINGS (RESOLUTION 10)

This resolution seeks to renew an authority granted at last year's Annual General Meeting to allow the Company to call general meetings other than an Annual General Meeting on 14 clear days' notice.

Changes made to the Companies Act 2006 by the Shareholders' Rights Regulations increase the notice period required for general meetings of the Company to 21 days unless shareholders approve a shorter notice period, which cannot however be less than 14 clear days (Annual General Meetings will continue to be held on at least 21 clear days' notice). If passed, this resolution will enable the Company to retain maximum flexibility to seek shareholder approval for any future change or transaction that may require such approval. The resolution will be effective until the Company's next Annual General Meeting, when it is intended that a similar resolution will be proposed. Shareholders should note that to call a general meeting on less than 21 clear days' notice, the Company will be required to provide a means for all shareholders to vote electronically for that meeting.

EXPLANATORY NOTES OF 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 Companies Act 2006 significantly reduces the constitutional significance of a company's memorandum. The Companies Act 2006 provides that a memorandum will record only the names of subscribers and the number of shares each subscriber has agreed to take in the company. Under the Companies Act 2006 the objects clause and all other provisions which are contained in a company's memorandum, for existing companies at 1 October 2009, are deemed to be contained in the company's articles of association but the company can remove these provisions by special resolution.

Further the Companies Act 2006 states that unless a company's articles provide otherwise, a company's objects are unrestricted. This abolishes the need for companies to have objects clauses. For this reason the Company is proposing to remove its objects clause together with all other remaining provisions of its memorandum which, by virtue of the Companies Act 2006, are treated as forming part of the Company's articles of association as of 1 October 2009. Resolution 9(a) confirms the removal of these provisions for the Company. The Current Articles already contain an express statement regarding the limited liability of shareholders and this provision will be preserved in the New Articles.

2. 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 in line with the Companies Act 2006.

3. CHANGE OF NAME

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

4. REDEMABLE SHARES

Under the Companies Act 1985, if a company wished to issue redeemable shares, it had to include in its articles the terms and manner of redemption. The Companies Act 2006 enables directors to determine such matters instead provided they are so authorised by the articles. The New Articles contain such an authorisation. The Company has no plans to issue redeemable shares but if it did so the directors would need shareholders' authority to issue new shares in the usual way.

5. AUTHORITY TO PURCHASE OWN SHARES, CONSOLIDATE AND SUB-DIVIDE SHARES, AND REDUCE SHARE CAPITAL

Under the Companies Act 1985, a company required specific enabling provisions in its articles to purchase its own shares, to consolidate or sub-divide its shares and to reduce its share capital or other undistributable reserves as well as shareholder authority to undertake the relevant action. The Current Articles include these enabling provisions. Under the Companies Act 2006 a company will only require shareholder authority to do any of these things and it will no longer be necessary for articles to contain enabling provisions. Accordingly the relevant enabling provisions have been removed in the New Articles.

6. USE OF SEALS

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

The New Articles provide an alternative option for execution of documents (other than share certificates). Under the New Articles, when the seal is affixed to a document it may be signed by one authorised person in the presence of a witness, whereas previously the requirement was for signature by either a Director and the secretary or two Directors or such other person or persons as the Directors may approve.

7. VACATION OF OFFICE BY DIRECTORS

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

8. VOTING BY PROXIES ON A SHOW OF HANDS

The Shareholders' Rights Regulations have amended the Companies Act 2006 so that it now provides that each proxy appointed by a member has one vote on a show of hands unless the proxy is appointed by more than one member, in which case the proxy has one vote for and one vote against if the proxy has been instructed by one or more members to vote for the resolution and by one or more members to vote against the resolution. The Current Articles had already been amended to reflect these changes. The New Articles contain provisions clarifying how the provisions giving a proxy a second vote on a show of hands should apply to discretionary powers granted to a proxy.

9. VOTING BY CORPORATE REPRESENTATIVES

The Shareholders' Rights Regulations have amended the Companies Act 2006 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 Current Articles have been amended to reflect these changes.

10. ELECTRONIC CONDUCT OF MEETINGS

Amendments made to the Companies Act 2006 by the Shareholders' Rights Regulations specifically provide for the holding and conducting of electronic meetings. The Current Articles have been amended to reflect more closely the relevant provisions.

11. NOTICE OF GENERAL MEETINGS

The Shareholders' Rights Regulations amend the Companies Act 2006 to require a company to give 21 clear days' notice of general meetings unless the company offers members an electronic voting facility and a special resolution reducing the period of notice to not less than 14 days has been passed. Annual general meetings must be held on 21 clear days' notice. The New Articles amend the provisions of the Current Articles to conform with the new requirements.

12. ADJOURNMENTS FOR LACK OF QUORUM

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

13. VOTING RECORD DATE

Under the Companies Act 2006 as amended by the Shareholders' Rights Regulations a company must determine the right of members to vote at a general meeting by reference to the register not more than 48 hours before the time for the holding of the meeting, not taking account of days which are not working days. The Current Articles have been amended to reflect this requirement.

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 with that used in the model articles for public companies produced by the Department for Business, Innovation and Skills.

