

Imagination Technologies Group plc

Notice of 2010 Annual General Meeting

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

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If you are in doubt as to any aspect of the proposals referred to in this document or as to the action you should take on any issue with this document, you are recommended to seek your own personal advice from your stockbroker, bank manager, solicitor, accountant or other independent professional adviser.

If you have sold or otherwise transferred all of your ordinary shares in Imagination Technologies Group plc please forward this document, together with the accompanying Form of Proxy, at once to the purchaser or transferee or to the stockbroker, bank or other agent through whom the sale or transfer was effected for onward transmission to the purchaser or transferee.

Notice of the Annual General Meeting of the Company to be held at Imagination Technologies, Imagination House, Home Park Estate, Kings Langley, Hertfordshire WD4 8LZ on 13th August 2010 at 11.00am is set out in this circular.

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 48 hours before the time of the holding of the Annual General Meeting.

NOTICE IS HEREBY GIVEN that the Annual General Meeting of Imagination Technologies Group plc (incorporated in England and Wales with registered number 2920061) (the "Company") will be held at Imagination Technologies, Imagination House, Home Park Estate, Kings Langley, Hertfordshire WD4 8LZ on 13th August 2010 at 11.00am.

At the AGM you will be asked to consider and vote on the resolutions below. Resolutions 1 to 8 will be proposed as ordinary resolutions and resolutions 9 to 12 will be proposed as special resolutions.

1. To receive the Company's audited accounts for the financial year ending 30 April 2010, together with the directors' and auditors' reports on those accounts.
2. To receive and approve the directors' remuneration report for the financial year ending 30 April 2010 together with the auditors' report on it as set out in the Company's annual report.
3. To re-elect Geoff Shingles as a director.
4. To re-elect Ian Pearson as a director.
5. To re-elect David Hurst-Brown as a director.
6. To re-appoint KPMG Audit Plc as auditors, to hold office from the conclusion of the meeting until the conclusion of the next Annual General Meeting of the Company at which accounts are laid.
7. To authorise the directors to agree the auditors' remuneration.
8. To resolve as an ordinary resolution that:
 - 8.1 the directors of the Company be 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 ("Rights"):
 - 8.1.1 up to an aggregate nominal amount of £8,057,913; and
 - 8.1.2 comprising equity securities (as defined in section 560(1) of the Companies Act 2006), up to a further aggregate nominal amount of £8,057,913 in connection with an offer by way of a rights issue to:
 - 8.1.2.1 ordinary shareholders in proportion (as nearly as may be) to their existing holdings; and
 - 8.1.2.2 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 (including the requirements of any regulatory body or stock exchange) or any other matter; and

- 8.2 such authority shall expire (unless previously revoked by the Company) at the conclusion of the next Annual General Meeting of the Company after the passing of this resolution (or, if earlier, the date fifteen months after the date of passing of this resolution) and in each case the Company may, before such expiry, make an offer or agreement which would or might require shares to be allotted or Rights to be granted after the authority has expired and the directors may allot shares or grant Rights in pursuance of any such offer or agreement notwithstanding that this authority has expired; and
- 8.3 all previous authorities to allot shares or grant Rights, to the extent unused, shall be revoked.
9. To resolve as a special resolution that:
- 9.1 subject to the passing of resolution 8, the directors of the Company shall have the power to allot equity securities (within the meaning of section 560 of the Companies Act 2006) for cash under the authority conferred by resolution 8 as if section 561 of the Companies Act 2006 did not apply to the allotment and this power shall be limited to:
- 9.1.1 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 8.1.2 of resolution 8, by way of a rights issue only) to or in favour of:
- 9.1.1.1 ordinary shareholders in proportion (as nearly as may be) to their existing holdings; and
- 9.1.1.2 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 (including the requirements of any regulatory body or stock exchange) or any other matter; and
- 9.1.2 the allotment of equity securities (otherwise than under paragraph 9.1.1 of this resolution) up to an aggregate nominal amount of £1,220,895; and
- 9.2 this power shall expire when the authority given by resolution 8 is revoked or expires but the Company may before expiry of this power make 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 that offer or agreement notwithstanding that the power has expired; and
- 9.3 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 8" were omitted from the introductory wording to resolution 9.1.

10. To resolve as a special resolution that the Company be, and it is hereby, generally and unconditionally authorised for the purpose of sections 693 and 701 of the Companies Act 2006 to make one or more market purchases (within the meaning of section 693(4) of the Companies Act 2006) of ordinary shares of 10 pence each in the capital of the Company upon such terms and in such manner as the directors of the Company shall determine provided that:
 - 10.1 the maximum aggregate number of ordinary shares authorised to be purchased is 24,417,918;
 - 10.2 the minimum price (excluding expenses) which may be paid for any one ordinary share is 10 pence;
 - 10.3 the maximum price (excluding expenses) which may be paid for an ordinary share cannot be more than an amount equal to the higher of:
 - 10.3.1 105% of the average of the closing mid market price of one ordinary share of the Company as derived from the Daily Official List of the London Stock Exchange plc for the five business days immediately preceding the day on which such ordinary share is contracted to be purchased; and
 - 10.3.2 the price stipulated by Article 5(1) of Commission Regulation (EC) No 2273/2003 (the Buy-back and Stabilisation Regulation);
 - 10.4 this authority shall expire (unless previously revoked) at the conclusion of the next Annual General Meeting of the Company after the passing of this resolution (or, if earlier, the date fifteen months after the date of passing of this resolution); and
 - 10.5 the Company may make a contract or contracts to purchase ordinary shares under this authority prior to the expiry of such authority which will or may be executed wholly or partly after the expiry of such authority and may make a purchase of ordinary shares in pursuance of any such contract or contracts.
11. To resolve as a special resolution that a general meeting other than an annual general meeting may be called on not less than 14 clear days notice.
12. To resolve as a special resolution that:
 - 12.1 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 of the Companies Act 2006, are to be treated as provisions of the Company's articles of association; and
 - 12.2 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 existing articles of association.

By order of the Board

A handwritten signature in black ink that reads "Anthony Llewellyn". The signature is written in a cursive, flowing style.

A Llewellyn

Company Secretary

Registered Office:

Imagination House

Home Park Estate

Kings Langley

Hertfordshire

WD4 8LZ

15 July 2010

(Incorporated in England and Wales, registered number 2920061)

Voting 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.

Notes:

1. Members are entitled to appoint a proxy to exercise all or any of their rights to attend and to speak and vote on their behalf at the meeting. A 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 a different share or shares held by that shareholder. A proxy need not be a shareholder of the Company. A proxy form which may be used to make such appointment and give proxy instructions accompanies this Notice. If you do not have a proxy form and believe that you should have one, or if you require additional forms, please contact Capita Registrars on 0871 664 0300 (Calls cost 10p per minute plus network extras), lines are open Mon-Fri 8.30 am to 5.30pm or if you are calling from overseas on +44 208 639 3399. Alternatively you may submit your proxy vote electronically using the Share Portal Service at www.capitashareportal.com.
2. To be valid, any proxy form or other instrument appointing a proxy must be received by post or (during normal business hours only) by hand at the offices of the Company's registrars, Capita Registrars, PXS, 34 Beckenham Road, Beckenham, Kent BR3 4TU not later than 48 hours before the time appointed for the meeting or any adjourned meeting together with the power of attorney or other authority (if any) under which it is signed (or, in the case of an authority signed by an agent of a member who is not a corporation, an office copy of a copy certified by that member, a solicitor, a notary public or stockbroker or in the case of an authority signed by an officer or agent of a corporation, a notarially certified copy). If you are submitting your proxy vote electronically using the Share Portal Service, it must, in order to be valid, be transmitted so as to be received at www.capitashareportal.com not later than 48 hours before the time appointed for the meeting or any adjourned meeting.
3. Members who have lodged a proxy (whether by post, via the Share Portal Service or by submitting a CREST Proxy Instruction (as described in paragraph 9 below)) are not prevented from attending the Annual General Meeting and voting in person if he/she wishes to do so.
4. Any person to whom this Notice is sent who is a person nominated under section 146 of the Companies Act 2006 to enjoy information rights (a "Nominated Person") may, under an agreement between him/her and the shareholder by whom he/she was nominated, have a right to be appointed (or to have someone else appointed) as a proxy for the Annual General Meeting. If a Nominated Person has no such proxy appointment right or does not wish to exercise it, he/she may, under any such agreement, have a right to give instructions to the shareholder as to the exercise of voting rights.
5. The statement of the rights of shareholders in relation to the appointment of proxies in paragraphs 1 and 2 above does not apply to Nominated Persons. The rights described in these paragraphs can only be exercised by shareholders of the Company.
6. To be entitled to attend and vote at the Annual General Meeting (and for the purpose of the determination by the Company of the votes they may cast), shareholders must be registered in the Register of Members of the Company at 6 pm on 11 August 2010 (or, in the event of any adjournment, 48 hours before the time of the adjourned meeting). Changes to the Register of

Members after the relevant deadline shall be disregarded in determining the rights of any person to attend and vote at the meeting.

7. As at 14 July 2010 being the last practicable day prior to the publication of this Notice) the Company's issued share capital consists of 244,179,182 ordinary shares, carrying one vote each. Therefore, the total voting rights in the Company as at 14 July 2010 are 244,179,182.
8. CREST members who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service may do so 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.
9. 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 Limited's specifications, and must contain the information required for such instruction, as described in the CREST Manual (available via www.euroclear.com/CREST). The message, regardless of whether it constitutes the appointment of a proxy or is 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 RA10 by not less than 48 hours before the time of the 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.
10. CREST members and, where applicable, their CREST sponsors, or voting service providers should note that Euroclear UK and Ireland Limited does not make available special procedures in CREST for any particular message. 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, to procure that his 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 system providers are referred, in particular, to those sections of the CREST Manual concerning practical limitations of the CREST system and timings.
11. 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.
12. Except as provided above, members who have general queries about the Meeting should use the following means of communication (no other methods of communication will be accepted):
 - writing to the Company Secretary at the Registered Office address;
 - writing to the Registrars, Capita Registrars, PXS, 34 Beckenham Road, Beckenham, Kent, BR3 4TU

You may not use any electronic address provided either in this Notice or any related documents (including the chairman's letter and proxy form), to communicate with the Company for any purposes other than those expressly stated.

13. Any corporation which is a shareholder can appoint one or more corporate representatives who may exercise on its behalf all of its powers as a shareholder provided that they do not do so in relation to the same shares.
14. 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 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 Companies Act 2006. 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 Companies Act 2006. Where the Company is required to place a statement on a website under section 527 of the Companies Act 2006, it must forward the statement to the Company's auditor 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 Companies Act 2006 to publish on a website.
15. Any shareholder attending the meeting has the right to ask questions. The company must cause to be answered any such question relating to the business being dealt with at the meeting but no such answer need be given if (a) to do so would interfere unduly with the preparation for the meeting or involve the disclosure of confidential information, (b) the answer has already been given on a website in the form of an answer to a question, or (c) it is undesirable in the interests of the company or the good order of the meeting that the question be answered.
16. A copy of this Notice, and other information required by section 311A of the Companies Act 2006, can be found at www.imgtec.com.
17. The following documents will be available for inspection at the Company's head office and at the offices of Olswang LLP, 90 High Holborn, London WC1V 6XX from date of this Notice until the close of the AGM and at the AGM location from 15 minutes before the AGM until it ends:
 - Copies of the executive directors' service contracts
 - Copies of letters of appointment of the non-executive directors
 - A copy of the proposed new articles of association of the Company, and a copy of the existing memorandum and articles of association marked to show the changes being proposed in resolution 12.

Explanatory Notes to the Resolutions

General

Resolutions 1 to 8 are proposed as ordinary resolutions. This means that for each of those resolutions to be passed, more than half of the votes cast must be in favour of the resolution. Resolutions 9 to 12 are proposed as special resolutions. This means that for each of those resolutions to be passed, at least three-quarters of the votes cast must be in favour of the resolution.

Resolutions 3, 4 and 5 (re-election of directors)

Mr G S Shingles is retiring by rotation in accordance with the Company's Articles of Association. Mr I R Pearson and Mr D Hurst-Brown are being submitted for re-election in accordance with the Combined Code, having served as non-executive directors for more than 9 years.

The Board is satisfied that all of the non-executive directors standing for election and re-election are independent in character and judgment, and there are no relationships or circumstances which are likely to affect their character or judgement. Each of the directors has had a formal performance evaluation and the Board believes that each of them continues to be effective and demonstrate commitment to the role.

Biographical details for these directors are set out on page 32 of the Annual Report.

Resolution 8 (authority to allot)

Paragraph 8.1.1 of resolution 8 would 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 £8,057,913. This represents approximately 33% of the ordinary share capital of the Company in issue at 14 July 2010 (being the last practicable date prior to the publication of this Notice).

In line with guidance issued by the Association of British Insurers ('ABI') paragraph 8.1.2 of resolution 8 would 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 a further aggregate nominal value of £8,057,913 in connection with a rights issue. This amount represents approximately 33% of the ordinary share capital of the Company in issue at 14 July 2010 (being the last practicable date prior to the publication of this Notice).

The directors' authority will expire at the conclusion of the next Annual General Meeting of the Company after the passing of the resolution (or, if earlier, the date fifteen months after the date of passing of the resolution).

As at the date of this Notice the Company does not hold any ordinary shares in the capital of the Company in treasury.

Resolution 9 (statutory pre-emption rights)

Under company law, when new shares are allotted or treasury shares are sold for cash, they must generally first be offered to existing shareholders pro rata to their holdings.

This special resolution renews for the period ending at the conclusion of the next Annual General Meeting of the Company after the passing of the resolution (or, if earlier, the date fifteen months after

the date of passing of the resolution), the authorities previously granted to the directors to: (a) allot shares of the Company and sell treasury shares for cash in connection with a rights issue or other pre-emptive offer; and (b) otherwise allot shares of the Company, or sell treasury shares, for cash up to an aggregate nominal value of £1,220,895 (representing in accordance with institutional investor guidelines, approximately 5% of the total ordinary share capital in issue as at 14 July 2010 (being the last practicable date prior to the publication of this Notice) in each case as if the pre-emption rights in company law did not apply.

Resolution 10 (approval of market purchase)

This proposed resolution grants the directors authority to make limited market purchases of the Company's ordinary shares. The power is limited to a maximum aggregate number of 24,417,918 shares (representing 10% of the issued share capital as at 14 July 2010 (being the latest practicable date prior to publication of this Notice)) and the resolution details the minimum and maximum prices that can be paid, exclusive of expenses.

The shares repurchased by the Company under this authority would either be cancelled or held as treasury shares. No dividends may be paid on shares which are held as treasury shares and no voting rights are attached to them. The Company currently holds no shares in treasury, but it is the intention of the Company to hold some or all of the shares which are repurchased under this authority as treasury shares within the limits allowed by law. Once held in treasury, treasury shares may be cancelled, sold for cash or used for the purpose of employee share schemes, but the directors' current intention is only to use them for the purpose of employee share schemes.

The directors would only purchase shares if, in their opinion, the expected effect would be to result in an increase in earnings per share and would benefit shareholders generally.

As at 14 July 2010 (being the last practicable date prior to the publication of this Notice) there were options outstanding over approximately 6,972,802 ordinary shares in the capital of the Company which represent 2.85% of the Company's issued ordinary share capital (excluding treasury shares) at that date. If the authority to purchase the Company's ordinary share was exercised in full, these options would represent 3.17% of the Company's issued ordinary share capital (excluding treasury shares)

Resolution 11 (Ability to call general meetings on 14 days' notice)

This resolution is proposed to allow the Company to call general meetings (other than an AGM) on not less than 14 clear days' notice.

Changes made to the Companies Act 2006 by the Companies (Shareholders' Rights) Regulations 2009 have increased 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. AGMs will continue to be held on at least 21 clear days' notice.

The Company does not intend to use this authority as a matter of routine, but only where the flexibility is merited by the business of the meeting and is thought by the directors at the relevant time to be to the advantage of shareholders as a whole.

The approval will be effective until the Company's next annual general meeting, when it is intended that a similar resolution will be proposed.

Resolution 12 (Adoption of new articles of association)

It is proposed in resolution 12 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 implementation of the Companies (Shareholders' Rights) Regulations 2009 and the implementation of the final parts of the Companies Act 2006.

The principal changes introduced in the New Articles are summarised in the Appendix to 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 Companies (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 summary.

The New Articles showing all the changes to the Current Articles are available for inspection as noted on page 4 of this document.

APPENDIX

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

1. Articles which duplicate statutory provisions

Certain provisions in the Current Articles which replicate provisions contained in the Companies Act 2006 are to be removed in the New Articles. Certain other provisions are to be amended to bring them into line with the Companies Act 2006. 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 removed as the concept of extraordinary resolutions has not been retained under the Companies Act 2006.

3. 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 removed in the New Articles.

4. Records to be kept

The provision in the Current Articles requiring the Board to keep accounting records has been removed as this requirement is contained in the Companies Act 2006.

5. 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.

6. 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 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. Paragraph 12.1 of 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, the New Articles also contain an express statement regarding the limited liability of shareholders.

7. 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.

8. Authorised share capital and unissued shares

The Companies Act 2006 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 Companies Act 2006, save in respect of employee share schemes.

9. Redeemable 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.

10. 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.

11. Suspension of registration of share transfers

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

12. Voting by proxies and corporate representatives

Under the Companies Act 2006 proxies are entitled to vote on a show of hands and any one shareholder may appoint multiple proxies or multiple corporate representatives.

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 New Articles reflect all of these new provisions. The opportunity has also been taken to generally refresh the provisions in the Current Articles relating to proxies and corporate representatives to bring them up to date.

13. 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 New Articles include new provisions for the holding of electronic meetings in line with the relevant provisions.

14. Chairman's casting vote

The New Articles remove the provision giving the chairman a casting vote in the event of an equality of votes as this is no longer permitted under the Companies Act 2006.

15. Notice of general meetings

The Shareholders' Rights Regulations amend the Companies Act 2006 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 Current Articles to be consistent with the new requirements.

Article 123 of the Current Articles allows, in certain circumstances (such as by reason of the suspension or any curtailment of postal services), notice of a meeting to be given by way of a newspaper advert. Section 308 of the Companies Act 2006 only allows a notice to be given in hard copy, in electronic form or by website and that section is not subject to the articles. This brings into doubt whether a notice may be given by way of a newspaper advert. However, under section 310 of the Companies Act 2006, the persons to whom a notice is sent can be subject to the articles. The Current Articles have been amended so that in limited circumstances (such as suspension or any curtailment of postal services) the persons to whom notice must be sent is more limited (therefore seeking to remove the doubt as to the efficacy of this Article). The obligation for the Company to publish the notice by newspaper advert remains.

16. 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 10 clear days after the original meeting. The Current Articles have been changed to reflect this requirement.

17. Notices requiring information about interests in shares

The provisions in the Current Articles relating to sanctions for failure to comply with notices requiring information about interests in its shares have been amended to ensure they are consistent with the Listing Rules.

18. General

In places, the opportunity has been taken to bring clearer language into the New Articles, to update definitions and legislative references 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.