

**THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION. If you are in any doubt as to the action you should take you should seek your own personal financial advice from your stockbroker, solicitor, accountant or other independent financial adviser authorised under the Financial Services and Markets Act 2000 if you are resident in the United Kingdom or, if not, another appropriately authorised independent financial adviser.**

If you have sold or otherwise transferred all of your Ordinary Shares please forward this document and the accompanying Form of Proxy at once to the purchaser or transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for delivery to the purchaser or transferee. If you have sold or otherwise transferred only some of your Ordinary Shares you should retain this document and consult with the stockbroker, bank or other agent through whom the sale or transfer was effected.

The Directors, whose names appear on page 5 of this document, accept responsibility, both individually and collectively, for the information contained in this document. To the best of the knowledge of the Directors, who have taken all reasonable care to ensure that such is the case, the information contained in this document is in accordance with the facts and does not omit anything likely to affect the import of such information.

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## **e-Therapeutics plc**

(incorporated in England & Wales with registered number 4304473)

### **Notice of a General Meeting Proposed Placing of Ordinary Shares Proposed Issue of Warrants and Secured Loan Notes**

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WH Ireland, which is authorised and regulated by the Financial Services Authority, is acting exclusively for the Company and no one else in connection with the matters set out in this document and will not be responsible to any person other than the Company for providing the protections afforded to its clients or for providing advice in relation to such matters. No liability is accepted by WH Ireland for the accuracy of any information contained in this document. WH Ireland has given and not withdrawn its consent to the inclusion of the reference to its name in this document in the form and context in which it appears.

This document does not constitute or form part of any offer or invitation to sell or issue, or any solicitation of any offer to purchase or subscribe for any securities. This document provides you with information about the Proposals but does not invite you to participate in them.

**This document should be read as a whole. Your attention is drawn to the letter from the Chairman of the Company which is set out on pages 5 to 6 of this document and in which the Board recommends that Shareholders vote in favour of the Resolutions.**

Notice of the General Meeting to be held at Holland Park, Holland Drive, Newcastle upon Tyne, NE2 4LZ at 10.30am on 16 March 2009 is set out on page 9 of this document. The Form of Proxy for use at the General Meeting forms part of this document and should be returned, together with the power of attorney or other authority (if any) under which the Form of Proxy is signed or a certified copy of such power or authority, to the registered office of the Company at Holland Park, Holland Drive, Newcastle upon Tyne, NE2 4LZ by hand or by post, or by fax to 0191 233 1303 (in each case marked for the attention of the Company Secretary) so as to be received not less than 48 hours before the time fixed for the holding of the meeting or any adjournment thereof (as the case may be). Completion and return of the Form of Proxy will not preclude Shareholders from attending and voting in person at the General Meeting should they wish to do so.

Copies of this document will be available, free of charge, for a period of one month from the date of this document, at the Company's registered office during normal business hours (Saturdays, Sundays and public holidays excepted) and at the Company's website, [www.etherapeutics.co.uk](http://www.etherapeutics.co.uk).

The distribution of this document in jurisdictions other than the United Kingdom may be restricted by law and therefore persons into whose possession this document and/or the accompanying Form of Proxy comes should inform themselves about and observe such restrictions. Any failure to comply with such restrictions may constitute a violation of the securities law of any such jurisdiction.

## CONTENTS

	Page
Expected Timetable of Events	2
Placing Statistics	2
Definitions	3
Letter from the Chairman of the Company	5
Notice of General Meeting	9
Form of Proxy	10

### EXPECTED TIMETABLE OF EVENTS

Latest time and date for receipt of Forms of Proxy	10.30am on 14 March 2009
General Meeting	10.30am on 16 March 2009

### PLACING STATISTICS

Number of Existing Ordinary Shares	55,710,103
Number of Ordinary Shares covered by Existing Options/Warrants	3,915,320
Existing Fully Diluted Share Capital assuming exercise of the Existing Options/Warrants	59,625,423
Minimum Number of Placing Shares	1,000,000
Maximum Number of Warrants	5,666,667
Maximum Number of Placing Shares	6,666,667
Percentage of the Enlarged Share Capital represented by the minimum number of Placing Shares	1.51%
Percentage of the Enlarged Share Capital represented by the maximum number of Placing Shares	10.06%
Percentage of the Enlarged Share Capital represented by the minimum number of Placing Shares and the maximum number of Ordinary Shares to be allotted pursuant to the Warrants (assuming that all Warrants are taken up)	10.06%
Placing Price	30 pence
Estimated gross proceeds of the Placing receivable by the Company	£1,999,990
Market capitalisation of the Company at the date of this Document at the Placing Price	£16,713,031

## DEFINITIONS

The following definitions apply throughout this document and in the accompanying Form of Proxy unless the context otherwise requires:

“Act”	the Companies Act 1985 (as amended) and shall include, so far as it is in force and applicable the Companies Act 2006
“Admission”	the admission of the Placing Shares to trading on AIM becoming effective in accordance with Rule 6 of the AIM Rules
“AIM”	a market operated by London Stock Exchange plc
“AIM Rules”	the AIM Rules for Companies governing the admission to and the operation of AIM published by London Stock Exchange plc as amended from time to time
“Articles”	the articles of association of the Company, as amended from time to time
“Board” or “Directors”	the directors of the Company as at the date of this document
“Chairman’s Letter”	the letter from the Chairman of the Company to the Shareholders contained in this document
“Company” or “e-Therapeutics”	e-Therapeutics plc
“Enlarged Share Capital”	the issued and committed ordinary share capital of the Company following the issue and allotment of the minimum number of Placing Shares and maximum number of the Warrants (assuming that all Warrants are taken up and that no further Options or Warrants are granted)
“Existing Ordinary Shares”	the 55,710,103 Ordinary Shares in issue as at the date of this document
“Form of Proxy”	the form of proxy enclosed with this document for use by Shareholders in connection with the General Meeting
“Funds”	Octopus Titan VCT 1 PLC, Octopus Titan VCT 2 PLC and Octopus Titan VCT 3 PLC
“General Meeting”	the general meeting of the Company, convened for 10.30am on 16 March 2009, and any adjournment thereof, notice of which is set out at the end of this document
“HMRC”	H M Revenue and Customs
“Issue Date”	the date of issue and allotment of the Placing Shares and the Warrants

“Loan Notes ”	up to £1,700,000 12% secured loan notes 2014 of the Company to be subscribed for by the Funds on the Issue Date on terms summarised in the Chairman’s Letter
“Notice”	the notice of General Meeting which is set out at the end of this document
“Ordinary Shares”	ordinary shares of 0.1p each in the capital of the Company
“Placees”	the Funds, Octopus Investments Nominees Limited and other individuals to whom Placing Shares may be issued under the terms of the Placing Agreement
“Placing”	the proposed placing of Ordinary Shares pursuant to the Placing Agreement
“Placing Agreement”	the agreement between the Company, certain of the Directors, certain of the Placees and Octopus Ventures Limited pursuant to which the Placees have agreed to subscribe or procure subscribers for the Placing Shares and Loan Notes and the Company has agreed to allot the Placing Shares and Loan Notes and issue the Warrants conditional upon, <i>inter alia</i> , the Resolutions being approved
“Placing Price”	30 pence per Placing Share
“Placing Shares”	the Ordinary Shares to be allotted by the Company pursuant to the Placing
“Proposals”	the Placing and the issue of the Warrants and the Loan Notes
“Resolutions”	the resolutions to be proposed at the General Meeting, details of which are set out in the Notice
“Shareholder” or “Shareholders”	the holder or holders of Ordinary Shares
“Warrants”	warrants over up to 5,666,667 Ordinary Shares to be issued by the Company to the Placees on the terms summarised in the Chairman’s Letter
“WH Ireland”	WH Ireland Limited

# LETTER FROM THE CHAIRMAN OF E-THERAPEUTICS PLC

## **e-Therapeutics plc**

(incorporated in England & Wales with registered number 4304473)

### **Directors:**

Professor Oliver Francis Wintour James, Non Executive Chairman  
Professor Malcolm Young, Chief Executive Officer  
Dr Royston Drucker, Chief Medical Officer  
Johnny Cordiner, Finance and Commercial Director  
Brad Hoy, Non Executive Director

### **Registered Office:**

Holland Park  
Holland Drive  
Newcastle upon Tyne  
NE2 4LZ

25 February 2009

Dear Shareholder

## **Notice of a General Meeting, Proposed Placing of Ordinary Shares and Proposed Issue of Warrants and Loan Notes**

### **Introduction**

The Company today announced its intention to raise £1,999,990, gross of expenses, through the issue and allotment to the Placees of the Placing Shares at the Placing Price, the issue of the Loan Notes and, in connection with the issue of the Placing Shares, the issue of the Warrants.

The number of Placing Shares (and associated Warrants) and the total amount of Loan Notes to be issued to the Placees, is yet to be determined but it is agreed by the Placees and the Company that the total investment under the Proposals will not exceed £1,999,990.

The Proposals are conditional, *inter alia*, upon the Company obtaining the authorities necessary to enable it to issue and allot the Placing Shares and any Ordinary Shares which are to be issued and allotted on exercise of the Warrants. These authorities will be sought at the General Meeting, notice of which is set out at the end of this document. The purpose of this document is to provide Shareholders with details of, and the background to and reasons for the Proposals, to explain why the Board believes they are in the best interests of the Company and to recommend that Shareholders vote in favour of the Resolutions.

### **Background to and reasons for the Proposals**

The Company continues to make progress with its strategy to exploit a major opportunity in the pharmaceutical market. The phase IIa clinical testing of the Company's asthma and depression candidates has now been completed, and reported. The results support the therapeutic attributes that the Company's drug discovery system predicted for each candidate, drug attributes that represent a potentially new treatment capability in each disease. The Directors believe that the results further verify the capabilities of the Company's proprietary drug discovery technology.

In addition, the UK and global biotechnology community has been badly affected by the turbulence in world financial markets, which has manifested itself in a shortage of capital and diminished valuations. This has created an opportunity for acquisition and consolidation in the sector. The Directors believe that the ability of the Company's drug discovery technology to assess drug candidates for efficacy and safety ahead of clinical data is a unique advantage, which the Directors intend will be exploited to evaluate potential acquisition opportunities.

The Proposals provide the Company with the necessary capital to allow it to continue with the exploitation of these opportunities, and they carry the following key benefits:-

- Working capital to continue to build value in the business and develop the pipeline of existing and forthcoming drug candidates.
- The opportunity to make acquisitions of quality companies and/or drug candidates.

The development and commercialisation of the Company's candidates that have clinical data will be supported initially by licences to pharmaceutical partners operating in smaller pharmaceutical markets. These smaller out-licences are designed to bring the dual benefits of providing further late-stage clinical evidence on the clinical properties of the Company's candidates at lower cost to the Company, and a defined route to markets with worthwhile potential sales revenue.

## **Placing**

Pursuant to the terms of the Placing Agreement, the Placees have agreed to subscribe for a minimum of 1,000,000 Placing Shares at the Placing Price, a minimum subscription of £300,000. Octopus Ventures Limited will, from the date of this document to the date of the General Meeting, endeavour to procure new subscribers for Placing Shares in excess of 1,000,000. As set out above, if new subscribers are identified more Placing Shares will be issued, and the Funds will subscribe for a reduced amount of Loan Notes, to the effect that the total investment in the Company pursuant to the Proposals will not exceed £1,999,990.

Assuming the allotment of only 1,000,000 Placing Shares the Placing Shares will represent 1.51% of the Enlarged Share Capital of the Company.

The Placing is conditional on, *inter alia*:-

- the passing of the Resolutions at the General Meeting;
- confirmation from HMRC that the Company qualifies for Enterprise Investment Scheme relief and Venture Capital Trust relief in relation to the Ordinary Shares to be issued as part of the Placing;
- certain shareholders entering into lock in agreements with the Company; and
- Admission taking place on or before 17 March 2009.

The Company expects to make an application to London Stock Exchange plc for the Placing Shares to be admitted to trading on AIM. It is expected that dealings in the new Ordinary Shares (subject to orderly market arrangements to be entered into in connection with the Placing) will commence on or around 17 March 2009.

The Placing Shares will, when issued, rank *pari passu* in all respects with the Existing Ordinary Shares, including the right to receive all dividends and distributions declared, paid or made after the date of this document.

The maximum number of Ordinary Shares which can be issued in connection with the Placing (assuming that all Warrants are taken up) is 6,666,667. Depending on the number of Placees procured by Octopus Ventures Limited the number of Ordinary Shares allotted at Admission could be 6,666,667 (in which case no Loan Notes or Warrants would be issued).

## **Loan Notes**

The Funds have agreed to subscribe for up to £1,700,000 of Loan Notes on the Issue Date. This subscription is subject to the same conditions as the Placing of Ordinary Shares.

To the extent that the Placees subscribe for more than 1,000,000 Placing Shares the Funds will subscribe for a smaller nominal amount of Loan Notes so that the total investment in Placing Shares and Loan Notes does not exceed £1,999,990.

Interest is payable on the Loan Notes at 12% per annum, payable on 1 September and 1 March in each year. The Loan Notes are repayable by the Company in full on the date falling five years after the Issue Date, although they may be repaid early in whole or in part earlier at the discretion of the Company. The Loan Notes will be secured by a floating charge over certain intellectual property of the Company (the "Charge").

The Charge will be granted in favour of the Funds and will be security for all amounts due in respect of the Loan Notes. The floating charge created by the Charge will be capable of being converted into a fixed charge upon the occurrence of certain events, including the failure of the Company to pay amounts due in respect of the Loan Notes when due and in the event of insolvency proceedings being instituted. Under the terms of the Charge, the Company is prohibited from granting any other security over the assets covered by the charge without the prior written consent of the Funds.

## **Warrants**

In connection with the Placing, the Company has agreed to issue Warrants over up to 5,666,667 Ordinary Shares to the Placees. Assuming that the full amount of Warrants are exercised the Ordinary Shares to be allotted pursuant to the Placing (including the 1,000,000 Placing Shares) will represent 10.06% of the Enlarged Share Capital of the Company. The Warrants are exercisable at any time after the Issue Date and on or prior to the fifth anniversary of Admission at the Placing Price. If the Company issues further Ordinary Shares at a price less than the Placing Price that lower price will be applied to the Warrants. The holders of the Warrants will have the right to receive certain information from the company, to attend general meetings of the Company and participate in any buyback of Ordinary Shares by the Company.

The number of Warrants issued will reduce from 5,666,667 by the number of Placing Shares above 1,000,000 subscribed by the Placees, so that the maximum number of Placing Shares and Warrants will never represent more than 6,666,667 Ordinary Shares.

Any Ordinary Shares issued on exercise of the Warrants will, upon issue, rank *pari passu* in all respects with the Ordinary Shares in issue on the date such Ordinary Shares are allotted, including the right to receive any dividends and other distributions declared, made or paid after the date of issue and will be issued credited as fully paid.

## **General Meeting**

At the end of this document there is a notice convening the General Meeting to be held at Holland Park, Holland Drive, Newcastle upon Tyne, NE2 4LZ at 10.30am on 16 March 2009. Set out below is an explanation of the Resolutions to be proposed at the General Meeting.

### *Increase in authorised share capital*

Resolution 1 will be proposed as an ordinary resolution to increase the authorised share capital of the Company from £83,766.48 to £100,218.152 comprising 100,218,152 Ordinary Shares of 0.1 pence each. This increase ensures that the Company will have sufficient authorised and unissued shares to satisfy its obligations under existing share options, warrants (including the Warrants) and employee incentive schemes while also allowing additional shares (equal to one half of the Enlarged Share Capital) to be issued if appropriate opportunities arise.

### *Authority to allot shares*

Resolution 2 will be proposed as an ordinary resolution to authorise the Directors pursuant to section 80 of the Act to allot relevant securities generally up to a maximum aggregate nominal amount of £44,508.049. The authority will expire on conclusion of the annual general meeting of the Company to be held in 2009. This resolution will, if passed, give the Directors section 80 authority, following the issue and allotment of the Placing Shares, over Ordinary Shares representing 50% of the Enlarged Share Capital (ignoring any allotments that might be made to satisfy obligations under existing share options, warrants (including the Warrants) and employee incentive schemes) for general share issuance purposes.

### *Disapplication of Pre-emption Rights*

Resolution 3 will be proposed as a special resolution to empower the Directors pursuant to section 95 of the Act to allot equity securities for cash without having to offer them first to existing Shareholders on a pre-emptive basis. The authority applies only to (i) the issue to the Placees of the Placing Shares and any

Ordinary Shares which may be issued on exercise of the Warrants; (ii) the issue of any Ordinary Shares pursuant to existing share options, warrants and employee incentivisation schemes; (iii) where a *pro rata* offer has effectively been made, but subject to exclusions or arrangements to avoid logistical, regulatory or legal issues; and (iv) generally up to an aggregate nominal amount of £21,824.007 which (excluding the Placing Shares, Warrants and existing options and warrants) represents approximately 10% of the Enlarged Share Capital. The Directors consider that in the present economic climate, it is possible that opportunities to invest in or acquire other businesses or assets will arise. It may well be necessary to move quickly to take advantage of such propositions and the Directors have therefore concluded that it would be prudent to have the authority to issue more shares on a non-pre-emptive basis than has previously been the Company's practice. The authority will expire on conclusion of the annual general meeting of the Company to be held in 2009.

### **Documents Available for Inspection**

Copies of the Loan Note instrument, Warrant instrument and Charge will be available for inspection at the General Meeting and for 30 minutes before the General Meeting.

### **Action to be taken**

A Form of Proxy for use at the General Meeting is at the end of this document. Whether or not Shareholders intend to be present at the General Meeting, they are requested to complete the Form of Proxy and return it, together with the power of attorney or other authority (if any) under which the Form of Proxy is signed or a certified copy of such power or authority, to the registered office of the Company at Holland Park, Holland Drive, Newcastle upon Tyne, NE2 4LZ by hand or by post, or by fax to 0191 233 1303 (in each case marked for the attention of the Company Secretary), so as to be received not less than 48 hours before the time fixed for the holding of the meeting or any adjournment thereof (as the case may be).

Completion and return of a Form of Proxy will not preclude a Shareholder from attending and voting in person at the General Meeting should they wish to do so.

### **Recommendation**

The Board considers the Proposals and the Resolutions to be in the best interests of the Company and the Shareholders as a whole. Accordingly, the Board unanimously recommends that Shareholders vote in favour of the Resolutions, as they intend to do or procure to be done in respect of their own beneficial holdings of Ordinary Shares, which in aggregate amount to 22,614,778 Ordinary Shares representing approximately 40.59% of the Company's existing issued Ordinary Share capital.

Yours faithfully

**Professor Oliver James**  
**Chairman**

## NOTICE OF A GENERAL MEETING

Notice is hereby given that a general meeting of e-Therapeutics plc (the "Company") will be held at its registered office at Holland Park, Holland Drive, Newcastle upon Tyne, NE2 4LZ at 10.30 on 16 March 2009 for the purposes of considering, and if thought fit, passing the following resolutions, of which resolutions 1 and 2 will be proposed as ordinary resolutions and resolution 3 will be proposed as a special resolution:

### **Ordinary Resolutions**

1. That the authorised share capital of the Company be increased from £83,766.468 to £100,218.152 by the creation of 16,451,684 ordinary shares of 0.1p.
2. That the Directors be and they are hereby generally and unconditionally authorised pursuant to section 80 of the Companies Act 1985 (the "Act"), in substitution for all previous powers granted to them, to exercise all the powers of the Company to allot and make offers to allot relevant securities (within the meaning of section 80(2) of the Act) up to a maximum aggregate nominal amount of £44,508.049. Such authority shall, unless previously revoked or varied by the Company in general meeting, expire on the conclusion of the annual general meeting of the Company to be held in 2009 provided that the Company may, at any time before such expiry, make an offer or enter into an agreement which would or might require relevant securities to be allotted after such expiry and the Directors may allot relevant securities pursuant to any such offer or agreement as if the authority conferred hereby had not expired.

### **Special Resolution**

3. That, subject to resolution 2 above having been passed and pursuant to the authority conferred by resolution 2 above, the Directors be and they are hereby empowered pursuant to section 95 of the Act to allot equity securities (as defined in section 94(2) of the Act) for cash pursuant to the authority so conferred or where the equity securities are held by the Company as qualifying shares (to which sections 162A to 162G of the Act apply) as if section 89(1) of the Act did not apply to any such allotment, provided that this power shall be in substitution for any previous powers conferred on the Directors pursuant to the said section 95 and shall be limited to:
  - (a) the allotment of equity securities in connection with any rights issue, open offer or other pre-emptive offer to holders of equity securities in proportion (as nearly as may be practicable) to their respective holdings of such equity securities, but subject to such exclusions or other arrangements as the directors may deem 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 in any territory or any other matter whatsoever;
  - (b) the allotment of ordinary shares of 0.1p each in the capital of the Company pursuant to the e-Therapeutics plc Long Term Incentive Plan 2007;
  - (c) the allotment of up to 3,855,320 ordinary shares of 0.1p each in the capital of the Company pursuant to the option agreements referred to in paragraphs 2.9 to 2.13 of Part VII of the admission document relating to the Company dated 22 November 2007;
  - (d) the allotment of up to 60,000 ordinary shares of 0.1p each in the capital of the Company pursuant to the warrants created by the Company on 22 November 2007;
  - (e) the allotment and issue of equity securities in connection with the placing or pursuant to the warrants described in the circular to shareholders of the Company dated 25 February 2009 of which this Notice forms a part; and
  - (f) otherwise than pursuant to paragraphs (a) and (b) above, the allotment of equity securities up to an aggregate nominal amount of £21,824.007 and such power shall expire on the date of the Company's next annual general meeting or (if earlier) the day which is 15 months after the date of passing this resolution except 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 may allot equity securities in pursuance of any such offer or agreement notwithstanding that the power conferred by this resolution has expired.

BY ORDER OF THE BOARD

S T Nicolson  
Company Secretary  
Holland Park  
Holland Drive  
Newcastle upon Tyne  
NE2 4LZ

**E-THERAPEUTICS PLC**  
**FORM OF PROXY**

I/We .....(please complete in capitals)  
of .....being (a) member(s) of e-Therapeutics plc, hereby appoint the  
chairman of the meeting or the following person .....(see note 3 below)  
of .....

as my/our proxy to exercise all or any of my/our rights to attend, speak and vote in respect of my/our voting entitlement on my/our behalf at the annual general meeting of e-Therapeutics plc to be held at 10.30 am at Holland Park, Holland Drive, Newcastle upon Tyne, NE2 4LZ on 16 March 2009 and at any adjournment of the meeting.

Please insert number of shares in relation to which this proxy is authorised to act.

Please tick here if this proxy appointment is one of multiple appointments being made.

For the appointment of more than one proxy, please refer to note 2 below.

I would like my/our proxy to vote on the resolutions proposed at the meeting as indicated on this form. Unless otherwise instructed, the proxy may vote as he or she thinks fit or abstain in relation to any business of the meeting.

I/we acknowledge that a vote withheld is not a vote in law and will not be counted in the calculation of the proportion of votes for and against the resolutions set out below.

(Full details of the resolutions are set out in the notice of meeting attached to this form of proxy).

	<b>Ordinary Resolution</b>	FOR	AGAINST	VOTE WITHHELD
Resolution 1	To increase the company's share capital			
Resolution 2	To grant the directors' authority to allot shares			
	<b>Special Resolution</b>			
Resolution 3	To disapply statutory pre-emption rights			

Please indicate with an "X" in the spaces above how you wish your vote to be cast.

Please indicate if you wish to attend the annual general meeting by ticking here:

Signature(s) .....Date:.....2009

**Notes**

1. Every holder has the right to appoint some other person(s) of their choice, who need not be a shareholder, as his/her proxy to exercise all or any of his/her rights, to attend, speak and vote on their behalf at the meeting. If you wish to appoint a person other than the Chairman, please insert the name of your chosen proxy holder in the space provided. If the proxy is being appointed to less than your full voting entitlement, please enter in the box next to the proxy holder's name the number of shares in relation to which they are authorised to act as your proxy. If left blank, your proxy will be deemed to be authorised in respect of your full voting entitlement (or if this proxy form has been issued in respect of a designated account for a shareholder, the full voting entitlement for that designated account).
2. To appoint more than one proxy, an additional proxy form or forms may be obtained by contacting the Company or you may photocopy this form. Please indicate in the box next to the proxy holder's name the number of shares in relation to which they are authorised to act as your proxy. Please also indicate by ticking the box provided 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.
3. If you wish to appoint a specified person as your proxy, please delete the words "the chairman of the meeting" and insert the full name of the proxy and initial the alteration. If no name is inserted, the chairman of the meeting will be your proxy.
4. The vote of the senior of joint holders who tenders a vote (whether in person or by proxy) shall be accepted to the exclusion of the vote(s) of other joint holder(s). For this purpose the senior joint holder shall be the one whose name appears in the register of members first. In the case of joint holders only one need sign this form, but please state the names of all joint holders.
5. In the case of a corporate shareholder, this form should be validly executed on behalf of the company under its common seal or under the hand of a duly authorised officer or attorney.
6. To be valid this form of proxy must be lodged at Holland Park, Holland Drive, Newcastle upon Tyne NE2 4LZ not later than 48 hours before the time fixed for the meeting or any adjournment, together with any power of attorney or other authority (or a notarially certified copy thereof) under which it is signed.
7. Completion and return of this form of proxy will not prevent you from attending and voting at the meeting.
8. Any alteration to this form should be initialled.
9. To be entitled to attend and vote at the meeting (and for the purpose of determining the number of votes cast), members must be entered on the Company's register of members not less than 48 hours before the time set for the meeting. This time will still apply for the purpose of determining who is entitled to attend and vote at the meeting (and for the purpose of determining the number of votes cast) if the meeting is adjourned from its scheduled time by 48 hours or less. If the meeting is adjourned for a longer period, members who wish to attend and vote at the meeting must be entered on the Company's register of members not less than 48 hours before the time set for the adjourned meeting.
10. The "vote withheld" option is provided to enable you to abstain on any particular resolution; however, it should be noted that a "vote withheld" is not a vote in law and will not be counted in the calculation of the proportion of the votes "for" and "against" a resolution.