

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION.

If you are in any doubt as to any aspect of the proposals referred to in this document or as to the action you should take, you should immediately seek your own advice from your independent financial adviser authorised under the Financial Services and Markets Act 2000.

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.

Inchcape plc

Notice of Annual General Meeting



Your attention is drawn to the letter from the Chairman of Inchcape plc which is set out on pages 2 and 3 of this document and which recommends you to vote in favour of the Resolutions to be proposed at the Annual General Meeting.

Notice of the Annual General Meeting of Inchcape plc to be held at 11.00a.m. on Thursday 15 May 2008 at The Royal Automobile Club, 89-91 Pall Mall, London SW1Y 5HS is set out on pages 9 and 10 of this document.

Whether or not you propose to attend the Annual General Meeting, please complete and submit the accompanying Form of Proxy in accordance with the instructions printed on the enclosed form as soon as possible but, in any event, so as to arrive by no later than 11.00a.m. on Tuesday 13 May 2008. Completion of the Form of Proxy will not preclude you from attending and voting at the Annual General Meeting should you choose to do so. Alternatively, you may register the appointment of a proxy electronically by logging onto the Company's website www.inchcape.com or, if you are a member of CREST, by using the CREST electronic proxy appointment service. Further details are set out in the Explanatory Notes to the Form of Proxy.

Directors:

Peter Johnson* (Chairman)
Will Samuel* (Deputy Chairman and Senior Independent Non-executive Director)
André Lacroix (Group Chief Executive)
Barbara Richmond (Group Finance Director)
Raymond Ch'ien*
Karen Guerra*
Ken Hanna*
Graham Pimlott*
David Scotland*
Michael Wemms*

*Non-executive

26 March 2008**Notice of Annual General Meeting**

Dear Shareholder,

I am pleased to be writing to you with details of our Annual General Meeting ("AGM") which we are holding at The Royal Automobile club, 89-91 Pall Mall, London SW1Y 5HS on Thursday 15 May 2008 at 11.00a.m. The formal notice of Annual General Meeting is set out on pages 9 and 10 of this document.

If you would like to vote on the resolutions but cannot come to the AGM, please fill in the proxy form sent to you with this notice and return it to our registrars as soon as possible. They must receive it by 11.00 a.m. on Tuesday 13 May 2008.

Resolutions**Resolutions 1 to 10**

Resolutions 1 to 10 deal with: the Company's Annual Report and Accounts for the financial year ended 31 December 2007 (the '2007 Accounts') (Resolution 1); the Board Report on Remuneration (Resolution 2); declaration of final dividend (Resolution 3); election and re-election of Directors (Resolutions 4 to 8); and reappointment of Auditors and Auditors' remuneration (Resolutions 9 and 10). All these Resolutions will be proposed as Ordinary Resolutions.

Shareholders are being asked to approve a final dividend of 10.5p per ordinary share for the year ended 2008. If you approve the recommended final dividend, this will be paid on 17 June 2008 to all ordinary shareholders who were on the register of members on 23 May 2008.

Resolutions 11 to 13

Resolutions 11 to 12 deal with: the Directors' authority to issue shares (Resolution 11); authority to disapply pre-emption rights (Resolution 12); and authority for the Company to make market purchases of its own shares (Resolution 13). Resolution 11 will be proposed as an Ordinary Resolution; Resolutions 12 and 13 will be proposed as Special Resolutions.

Resolution 14

Resolution 14 deals with the change in the Company's Articles of Association. We are also asking shareholders to approve a number of amendments to our Articles of Association primarily to reflect the provisions of the Companies Act 2006. An explanation of the main changes between the proposed and the existing Articles of Association is set out in the appendix on pages 6 to 8 of this document. Resolution 14 will be proposed as a Special Resolution.

Explanatory notes to the resolutions to be considered at this year's AGM appear on pages 4 and 5 of this document.

Recommendation

Your Directors consider that each Resolution to be proposed at the AGM is in the best interests of the Company and its shareholders as a whole and, accordingly, unanimously recommend you to give them your support by voting in favour of all Resolutions set out in the Notice of AGM on pages 9 and 10, as your Directors intend to do in respect of their own shareholdings, totalling 819,048 ordinary shares representing 0.18% of the present issued ordinary share capital of the Company.

Action to be taken

Shareholders will find enclosed a Form of Proxy for use in respect of the AGM. If you are not intending to attend the AGM in person, please complete and return this indicating how you wish your votes to be cast on each of the Resolutions. To be effective, the Form of Proxy must be completed in accordance with the instructions contained therein and returned as soon as possible but, in any event, so as to reach the Company's registrars, Computershare Investor Services PLC, The Pavilions, Bridgwater Road, Bristol BS13 8FB by no later than 11.00a.m. on Tuesday 13 May 2008.

Alternatively, you may register the appointment of a proxy electronically by logging onto the Company's website www.inchcape.com or, if you are a member of CREST, by using the CREST electronic proxy appointment service. Further details are set out in the Explanatory Notes to the Form of Proxy.

Dividend Reinvestment Plan (The "Plan")

Inchcape plc has decided to continue to offer the Plan in order to give its existing shareholders the opportunity to use their cash dividend to buy further ordinary shares in the Company through a special low-cost dealing arrangement. Further details of the Plan can be obtained from the Company's registrars, Computershare Investor Services PLC.

Yours sincerely



Peter Johnson
Chairman

Explanatory Notes to the Resolutions

Resolutions 1 to 11 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 12 to 14 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.

Resolution 1 – Accounts

English company law requires the Directors to present the audited accounts of the Company and the related reports of the Directors and Auditors to a general meeting of shareholders.

Resolution 2 – Board Report on Remuneration

In accordance with the Directors' Remuneration Report Regulations 2002, the Directors are required to present the Board Report on Remuneration (the 'report') for approval to a general meeting of shareholders. The report is set out on pages 58 to 64 of the 2007 Accounts.

Resolution 3 – Final Dividend

A final dividend can only be paid after it has been approved by shareholders. The Directors are recommending a final dividend of 10.5p per ordinary share of 25.0p payable on 17 June 2008 to shareholders on the register at the close of business on 23 May 2008. The dividend payable to each shareholder will be rounded down to the nearest whole penny.

Resolutions 4 – Election of Director

Under the Articles of Association of the Company (the 'Company's Articles'), Directors appointed since the last Annual General Meeting may offer themselves for election. Graham Pimlott was appointed on 25 March 2008. Accordingly, he offers himself for election. Graham Pimlott has joined the Board as an Independent Non-executive Director.

Graham Pimlott is currently Chairman of the Export Credit Guarantee Department. Between 2000 and December 2005, he was Deputy Chairman of Hammerson plc having been a Non-executive Director since 1993. He has also served terms as a Non-executive Director of Tesco plc and Provident Financial plc. He is a member of the UK Auditing Practices Board.

Graham qualified as a solicitor in 1976 with international law firm Lovell White Durrant, becoming a Partner in 1981. He also spent two years as Secretary of the Takeover Panel. In 1986 he moved into investment banking when he joined Kleinwort Benson's Corporate Finance department. In 1989 he moved to BZW as Head of Corporate Finance and over the next ten years held various senior positions at BZW and Barclays Bank plc, including membership of the Group Executive Committee. He retired from the company in 1999.

Resolutions 5 to 7 – Re-election of Directors retiring by rotation

The Company's Articles require Directors to retire by rotation at least every three years, with a minimum of one third of the Directors being required so to retire, and provide that they may offer themselves for re-election. This year Will Samuel, André Lacroix and Barbara Richmond retire by rotation and offer themselves for re-election. Following the formal performance evaluation of the Board and the individual Directors which was carried out for 2007, the Board believes that Will Samuel, André Lacroix and Barbara Richmond continue to demonstrate strong commitment, including commitment of time, to their roles and duties as Directors and that their performance on the Board continues to be effective. The biographical details of Will Samuel, André Lacroix and Barbara Richmond are shown on page 45 of the 2007 Accounts.

Resolution 8 – Re-election of Raymond Ch'ien

The Combined Code states that, subject to annual re-election, Non-executive Directors may serve longer than nine years. Raymond Ch'ien was appointed a Non-executive Director in July 1997 and completed 10 years' service on the Board in July 2007. In accordance with the Combined Code, he retires and offers himself for re-election. Following the formal performance evaluation of the Board and the individual Directors which was carried out for 2007, the Board believes Raymond Ch'ien continues to demonstrate strong commitment, including commitment of time, to his role and duties as a Director and that his performance on the Board continues to be effective. The biographical details of Raymond Ch'ien are shown on page 45 of the 2007 Accounts.

Resolution 9 – Reappointment of Auditors

The Company's independent Auditors must be appointed at each general meeting at which accounts are laid before the shareholders. The Directors recommend retaining PricewaterhouseCoopers LLP as Auditors.

Resolution 10 – Auditors' remuneration

This resolution, in accordance with normal practice, authorises the Directors to determine the auditors' remuneration.

Resolution 11 – Issues of shares by the Directors

Resolution 11 is to renew the Directors' authority to issue the authorised but un-issued capital of the Company. The authority is over shares up to an aggregate nominal value of £38,279,937 (153,119,751 ordinary shares of 25.0p each), being approximately one third of the total ordinary share capital in issue at 26 February 2008. The Directors have no present intention of issuing any shares except under the Company's employee share schemes.

Resolution 12 – Disapplication of pre-emption rights

Resolution 12 is to renew the Directors' authority to issue a limited number of shares for cash without first offering them to existing shareholders. This resolution disapplies the pre-emption provisions of Section 89 of the Companies Act 1985. The authority is limited to shares with an aggregate nominal value of £5,741,990 (22,967,962 ordinary shares of 25.0p each), which represents approximately 5.0% of the Company's issued ordinary share capital at 26 February 2008. In relation to the exercise of this authority the Directors will have regard to the guidelines published by the investment committees of the Association of British Insurers and the National Association of Pension Funds.

With effect from 1 December 2003, the Companies Act 1985 has been amended to permit the Company to purchase and hold up to 10.0% of its issued shares in treasury with a view to possible sale at a future date, rather than cancelling such shares on purchase as had previously been required by legislation. The use of treasury shares will provide the Company with additional flexibility in the management of its capital base.

Unless otherwise authorised by shareholders, treasury shares must in the first instance be offered to existing shareholders in proportion to their holdings. Resolution 13 will permit the Directors also to sell treasury shares on a non pre-emptive basis, but only up to the limit of the authority.

Resolution 13 – Purchase of own shares by the Company

Resolution 13 is to renew the authority for the Company to buy its own shares in the market. This may include buying shares into treasury. The resolution limits the number of shares which can be purchased to approximately 10.0% of the total issued ordinary share capital at 26 February 2008.

The authority will only be exercised if the Directors believe that market conditions make it advantageous to do so. The Directors will only make such purchases if this would result in an increase in earnings per share and be in the best interests of shareholders generally.

Options to subscribe for up to 10.74 million equity shares in the Company were outstanding on 26 February 2008, representing 2.3% of the issued share capital at that time. If the full authority to buy back shares is used then such options will represent 2.6% of the issued share capital of the Company at that date.

The authorities sought by resolutions 11, 12 and 13 are to replace the existing powers of the Directors, which will expire at the conclusion of the Annual General Meeting. The authorities sought will expire at the conclusion of the Annual General Meeting to be held in 2009.

Resolution 14 – Adoption of new Articles of Association

It is proposed in Resolution 14 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 changes in English company law brought about by the Companies Act 2006.

The principal changes introduced in the New Articles are summarised in the Appendix. 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 have not been noted in the Appendix. The New Articles showing all the changes to the Current Articles are available for inspection, as noted on page 12 of this document.

Appendix

Explanatory notes of principal changes to the Company's Articles of Association

1. Articles which duplicate statutory provisions

Provisions in the Current Articles which replicate provisions contained in the Companies Act 2006 are in the main to be removed in the New Articles. This is in line with the approach advocated by the Government that statutory provisions should not be duplicated in a company's constitution. Certain examples of such provisions include provisions as to the form of resolutions, the variation of class rights, the requirement to keep accounting records and provisions regarding the period of notice required to convene general meetings. The main changes made to reflect this approach are detailed below.

2. Form of resolution

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

4. Convening extraordinary and annual general meetings

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

5. Votes of members

Under the Companies Act 2006 proxies are entitled to vote on a show of hands whereas under the Current Articles proxies are only entitled to vote on a poll. The time limits for the appointment or termination of a proxy appointment have been altered by the Companies Act 2006 so that the articles cannot provide that they should be received more than 48 hours before the meeting or in the case of a poll taken more than 48 hours after the meeting, more than 24 hours before the time for the taking of a poll, with weekends and bank holidays being permitted to be excluded for this purpose. Multiple proxies may be appointed provided that each proxy is appointed to exercise the rights attached to a different share held by the shareholder. The New Articles reflect all of these new provisions.

6. Age of directors on appointment

The Current Articles contain a provision requiring a director's age to be disclosed if he has attained the age of 70 years or more in the notice convening a meeting at which the director is proposed to be elected or re-elected. Such a provision could now fall foul of the Employment Equality (Age) Regulations 2006 and so has been removed from the New Articles.

7. Conflicts of interest

The Companies Act 2006 sets out directors' general duties which largely codify the existing law but with some changes. Under the Companies Act, from 1 October 2008 a director must avoid a situation where he has, or can have, a direct or indirect interest that conflicts, or possibly may conflict with the company's interests. The requirement is very broad and could apply, for example, if a director becomes a director of another company or a trustee of another organisation. The Companies Act 2006 allows directors of public companies to authorise conflicts and potential conflicts, where appropriate, where the articles of association contain a provision to this effect. The Companies Act 2006 also allows the articles of association to contain other provisions for dealing with directors' conflicts of interest to avoid a breach of duty. The New Articles give the directors authority to approve such situations and to include other provisions to allow conflicts of interest to be dealt with in a similar way to the current position.

There are safeguards which will apply when directors decide whether to authorise a conflict or potential conflict. First, only directors who have no interest in the matter being considered will be able to take the relevant decision, and secondly, in taking the decision the directors must act in a way they consider, in good faith, will be most likely to promote the company's success. The directors will be able to impose limits or conditions when giving authorisation if they think this is appropriate.

It is also proposed that the New Articles should contain provisions relating to confidential information, attendance at board meetings and availability of board papers to protect a director being in breach of duty if a conflict of interest or potential conflict of interest arises. These provisions will only apply where the position giving rise to the potential conflict has previously been authorised by the directors. It is the Board's intention to report annually on the Company's procedures for ensuring that the Board's powers of authorisation of conflicts are operated effectively and that the procedures have been followed.

8. Notice of board meetings

Under the Current Articles, when a director is abroad he can request that notice of directors' meetings are sent to him at a specified address and if he does not do so he is not entitled to receive notice while he is away. This provision has been removed, as modern communications mean that there may be no particular obstacle to giving notice to a director who is abroad.

9. 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.

10. Distribution of assets otherwise than in cash

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

11. Electronic and web communications

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

12. Directors' indemnities and loans to fund expenditure

The Companies Act 2006 has in some areas widened the scope of the powers of a company to indemnify directors and to fund expenditure incurred in connection with certain actions against directors. The New Articles reflect this change.

13. Retirement by rotation

The Current Articles relating to retirement by rotation have been combined and redrafted. The concept of one third of the directors retiring from office at each annual general meeting has been removed because it is no longer appropriate in view of the Combined Code requirement for directors to offer themselves for re-election every 3 years. It is a principle of the Combined Code that all directors should be required to submit themselves for re-election at regular intervals and at least every three years. The New Articles reflect the Combined Code guidance.

14. Reasons for refusal to register transfer

The Companies Act 2006 requires the reason for a refusal by the board of directors to register a transfer of shares on the register of members to be given. The Current Articles allow the board to refuse to register any transfer of shares "in its absolute discretion, without giving any reason for so doing" which is no longer appropriate. The New Articles reflect the requirement of the Companies Act 2006.

15. Miscellaneous

The Current Articles do not contain provisions concerning how to deal with the following administrative points: (i) uncashed dividends; (ii) untraced shareholders and (iii) amendments to resolutions. Provisions dealing with these three separate matters have been inserted in the New Articles, in order to conform the New Articles with general practice for articles of association of listed companies.

16. General

Generally the opportunity has been taken to bring clearer language into the New Articles. This has been done by redrafting existing provisions in the Current Articles without changing their substance to any material extent, 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, Enterprise and Regulatory Reform.

Notice of Annual General Meeting of Inchcape plc

The FIFTIETH Annual General Meeting of the Company will be held at The Royal Automobile Club, 89-91 Pall Mall, London SW1Y 5HS on Thursday 15 May 2008 at 11.00a.m., to consider and, if thought fit, to pass the following resolutions. Resolutions 1 to 11 will be proposed as Ordinary Resolutions and Resolutions 12 to 14 as Special Resolutions:

Ordinary Business

1. To receive the financial statements of the Company for the financial year ended 31 December 2007 and the Directors' and Auditors' reports thereon.
2. To approve the Board Report on Remuneration for the year ended 31 December 2007.
3. To declare a final dividend for the year ended 31 December 2007.
4. To elect Graham Pimlott, who was appointed since the last AGM, as a Director.
5. To re-elect Will Samuel, who retires by rotation, as a Director.
6. To re-elect André Lacroix who retires by rotation, as a Director.
7. To re-elect Barbara Richmond who retires by rotation, as a Director.
8. To re-elect Raymond Ch'ien is a Director.
9. To reappoint PricewaterhouseCoopers LLP as Auditors.
10. To authorise the Directors to determine the Auditors' remuneration.
11. "THAT, in substitution for all existing authorities, the Directors be and are hereby generally and unconditionally authorised to exercise all powers of the Company to allot relevant securities (within the meaning of Section 80 of the Companies Act 1985) up to an aggregate nominal value of £38,279,937, which authority shall (unless previously revoked or varied by the Company in general meeting) expire at the conclusion of the next Annual General Meeting of the Company after the passing of this resolution, save that the Company may before such expiry make an offer or agreement which would or might require relevant securities to be allotted after such expiry and the Directors may allot relevant securities in pursuance of such an offer or agreement as if the authority conferred hereby had not expired."
12. "THAT, subject to the passing of Resolution 11, the Directors be and are hereby empowered pursuant to Section 95 of the Companies Act 1985 to allot equity securities (within the meaning of Section 94 of the said Act) wholly for cash pursuant to the authority conferred by resolution 11 above and/or where such allotment constitutes an allotment of equity securities by virtue of Section 94(3A) of the said Act, as if sub-section (1) of Section 89 of the said Act did not apply to any such allotment, provided that this power shall be limited:
 - (a) to the allotment of equity securities in connection with a rights issue, open offer or other pre-emptive offer in favour of ordinary shareholders (excluding any shareholder holding shares as treasury shares) where the equity securities respectively attributable to the interests of such ordinary shareholders on a fixed record date are proportionate (as nearly as may be) to the respective numbers of ordinary shares held by them, subject to such exclusions or other arrangements as the Directors may deem necessary or expedient to deal with fractional entitlements, legal or practical problems arising in any overseas territory, the requirements of any regulatory body or stock exchange or any other matter whatsoever; and

- (b) to the allotment (otherwise than pursuant to sub-paragraph (a) above) of equity securities up to an aggregate nominal value of £5,741,990, and shall (unless previously revoked or varied by the Company in general meeting) expire at the conclusion of the next Annual General Meeting of the Company after the passing of this resolution, save 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 such offer or agreement as if the power conferred hereby had not expired."
13. "THAT the Company be and is hereby generally and unconditionally authorised pursuant to and in accordance with Section 166 of the Companies act 1985 to make market purchases (as defined in Section 163(3) of the Companies Act 1985) of its ordinary shares of 25.0p each in the capital of the Company provided that:
- (a) the maximum number of ordinary shares, which may be acquired, is 46,536,694 ordinary shares of 25.0p;
- (b) the minimum price which may be paid for any such share is 25.0p; and
- (c) the maximum price (exclusive of expenses) which may be paid for any such share, is an amount equal to 105.0% of the average of the middle market quotations for an ordinary share as derived from the London Stock Exchange Daily Official List for the five business days immediately preceding the day on which the purchase is contracted to take place.
- This authority shall expire at the conclusion of the next Annual General Meeting of the Company after the passing of this resolution, save that the Company may before such expiry make a contract of purchase which would or might be executed wholly or partly after such expiry and may purchase shares in accordance with such contract as if the authority conferred hereby had not expired."
14. "THAT 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



Claire Chapman
General Counsel and Group Company Secretary
22a St James's Square
London SW1Y 5LP

26 March 2008

Explanatory notes to the Notice of Annual General Meeting

Note:

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 Mr Andy Jones, Computershare Investor Services PLC, on 0870 703 0028.
2. To be valid any proxy form or other instrument appointing a proxy must be received:
 - i) by post or (during normal business hours only) by hand at Computershare Investor Services PLC, The Pavilions, Bridgwater Road, Bristol BS13 8AE no later than 11.00a.m. on 13 May 2008; or
 - ii) by logging onto the Company's website, www.inchcape.com, entering the unique 16-character reference number and following the online instructions no later than 11.00a.m. on 13 May 2008.
3. The return of a completed proxy form, other such instrument or any CREST Proxy Instruction (as described in paragraph 9 below) will not prevent a shareholder 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 11.00a.m. on 13 May 2008 (or, in the event of any adjournment, on the date which is two days 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 20 March 2008 (being the last business day prior to the printing of this Notice) the Company's issued share capital consists of 459,404,883 ordinary shares, carrying one vote each. Therefore, the total voting rights in the Company as at 20 March 2008 are 459,404,883.
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 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 CRESTCo's specifications, and must contain the information required for such instruction, as described in the CREST Manual. 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 3RA50) by 11:00 a.m. on 13 May 2008.

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 Application 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.

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10. CREST members and, where applicable, their CREST sponsors, or voting service providers should note that CRESTCo 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. In order to facilitate voting by corporate representatives at the meeting, arrangements will be put in place at the meeting so that (i) if a corporate shareholder has appointed the chairman of the meeting as its corporate representative with instructions to vote on a poll in accordance with the directions of all of the other corporate representatives for that shareholder at the meeting, then on a poll those corporate representatives will give voting directions to the chairman and the chairman will vote (or withhold a vote) as corporate representative in accordance with those directions; and (ii) if more than one corporate representative for the same corporate shareholder attends the meeting but the corporate shareholder has not appointed the chairman of the meeting as its corporate representative, a designated corporate representative will be nominated, from those corporate representatives who attend, who will vote on a poll and the other corporate representatives will give voting directions to that designated corporate representative. Corporate shareholders are referred to the guidance issued by the Institute of Chartered Secretaries and Administrators on proxies and corporate representatives (www.icsa.org.uk) for further details of this procedure. The guidance includes a sample form of representation letter if the chairman is being appointed as described in (i) above.

Inspection of documents

The following documents will be available for inspection at the registered office of the Company during normal business hours on any weekday (public holidays excluded) until the time of the AGM and at The Royal Automobile Club, 89-91 Pall Mall, London SW1Y 5HS 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 Articles of Association marked to show the changes being proposed in Resolution 14.