
Tomkins plc

(incorporated and registered in England and Wales under number 203531)

Notice of Annual General Meeting

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION.

If you are in any doubt as to any aspect of the proposals referred to in this document or as to the action you should take, you should seek your own advice from a stockbroker, solicitor, accountant, or other professional adviser.

If you have sold or otherwise transferred all of your shares, please pass this document together with the accompanying documents to the purchaser or transferee, or to the person who arranged the sale or transfer so they can pass these documents to the person who now holds the shares.

Notice of the Annual General Meeting of the Company to be held at One Great George Street, Westminster, London SW1P 3AA on Tuesday 1 June 2010 at 11.00 a.m. is set out on pages 3 to 5 of 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 by 5.00 p.m. on Friday 28 May 2010.

PART I

Tomkins plc

(incorporated and registered in England and Wales under number 203531)

Tomkins plc
East Putney House
84 Upper Richmond Road
London SW15 2ST
Tel +44 (0)20 8871 4544
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Web www.tomkins.co.uk

15 April 2010

To the holders of Ordinary Shares

Dear Shareholder,

Notice of Annual General Meeting

I am pleased to be writing to you with details of our Annual General Meeting (“AGM”) which we are holding at One Great George Street, Westminster, London SW1P 3AA at 11.00 a.m. on 1 June 2010. The formal notice of Annual General Meeting is set out on page 3 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 5.00 p.m. on Friday 28 May 2010.

Final dividend

Shareholders are being asked to approve a final dividend of 6.50 US cents per ordinary share for the year ended 2 January 2010. If you approve the recommended final dividend, this will be paid on Thursday 10 June 2010 to all ordinary shareholders who were on the register of members on Friday 7 May 2010.

New Articles of Association

We are asking shareholders to approve a number of amendments to our Articles of Association, primarily to reflect the implementation of the Shareholder Rights Directive in the UK in August 2009 and the remaining provisions of the Companies Act 2006 in October 2009. An explanation of the main changes between the proposed and the existing Articles of Association is set out in Part III on page 8 of this document.

Explanatory notes on all the business to be considered at this year’s AGM appear on pages 6 and 7 of this document.

Recommendation

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

Yours sincerely,

David Newlands
Chairman

Inspection of documents

The following documents will be available for inspection during business hours at the Company’s registered office at East Putney House, 84 Upper Richmond Road, London SW15 2ST and at the office of Slaughter and May, One Bunhill Row, London EC1Y 8YY from the date of this document until the time of the AGM and at One Great George Street, Westminster, London SW1P 3AA 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; and*
- *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 10.*

PART II

Tomkins plc

Notice of Annual General Meeting

This year's Annual General Meeting will be held at One Great George Street, Westminster, London SW1P 3AA on Tuesday 1 June 2010 at 11.00 a.m. You will be asked to consider and, if thought fit, pass the resolutions below. Resolutions 8 to 11 will be proposed as special resolutions. All other resolutions will be proposed as ordinary resolutions.

Ordinary resolutions

1. To receive the Directors' report and financial statements for the year ended 2 January 2010 together with the independent auditors' report.
2. To approve the Remuneration Committee report for the year ended 2 January 2010.
3. To declare a final dividend of 6.50 US cents per ordinary share for the year ended 2 January 2010.
4. To reappoint as a Director David Newlands.
5. To reappoint Deloitte LLP as independent auditors.
6. To authorise the Directors to determine the independent auditors' remuneration.
7. THAT the Directors be generally and unconditionally authorised to allot shares in the Company and to grant rights to subscribe for or convert any security into shares in the Company:
 - (A) up to a nominal amount of US\$26,422,047 (such amount to be reduced by the nominal amount allotted or granted under paragraph (B) below in excess of such sum); and
 - (B) comprising equity securities (as defined in section 560(1) of the Companies Act 2006) up to a nominal amount of US\$52,844,095 such amount to be reduced by any allotments or grants made under paragraph (A) above) in connection with an offer by way of a rights issue:
 - (i) to ordinary shareholders in proportion (as nearly as may be practicable) to their existing holdings; and
 - (ii) to holders of other equity securities, as required by the rights of those securities, or as the Directors otherwise consider necessary,

and so that the Directors may impose any limits or restrictions and make any arrangements which they consider necessary or appropriate to deal with treasury shares, fractional entitlements, record dates, legal, regulatory or practical problems in, or under the laws of, any territory or any other matter,

such authorities to apply until the end of next year's annual general meeting (or, if earlier, until the close of business on 1 September 2011) but, in each case, during this period the Company may make offers and enter into agreements which would, or might, require shares to be allotted or rights to subscribe for or convert securities into shares to be granted after the authority ends and the Directors may allot shares or grant rights to subscribe for or convert securities into shares under any such offer or agreement as if the authority had not ended.

Special resolutions

Disapplication of pre-emption rights

8. THAT, if resolution 7 is passed, the Directors be given power to allot equity securities (as defined in the Companies Act 2006) for cash under the authority given by that resolution and/or to sell ordinary shares held by the Company as treasury shares for cash as if section 561 of the Companies Act 2006 did not apply to any such allotment or sale, such power to be limited:
 - (A) to the allotment of equity securities and sale of treasury shares for cash in connection with an offer of, or invitation to apply for, equity securities (but in the case of the authority granted under paragraph (B) of resolution 7, by way of a rights issue only):
 - (i) to ordinary shareholders in proportion (as nearly as may be practicable) to their existing holdings; and
 - (ii) to holders of other equity securities, as required by the rights of those securities, or as the Directors otherwise consider necessary,
 - and so that the Directors may impose any limits or restrictions and make any arrangements which they consider necessary or appropriate to deal with treasury shares, fractional entitlements, record dates, legal, regulatory or practical problems in, or under the laws of, any territory or any other matter; and
 - (B) in the case of the authority granted under paragraph (A) of resolution 7 and/or in the case of any sale of treasury shares for cash, to the allotment (otherwise than under paragraph (A) above) of equity securities or sale of treasury shares up to a nominal amount of US\$3,978,896,

such power to apply until the end of next year's annual general meeting (or, if earlier, until the close of business on 1 September 2011) but, in each case, during this period the Company may make offers, and enter into agreements, which would, or might, require equity securities to be allotted (and treasury shares to be sold) after the power ends and the Directors may allot equity securities (and sell treasury shares) under any such offer or agreement as if the power had not ended.

Purchase of shares

9. THAT the Company be and is hereby generally and unconditionally authorised, in substitution for any authority to purchase ordinary shares in the capital of the Company ("Shares") previously conferred (save to the extent the same has been exercised), to make market purchases (within the meaning of section 693(4) of the Companies Act 2006) of Shares provided that:
- (A) the maximum number of Shares hereby authorised to be acquired is 88,419,923 Shares or, if lower, such number of Shares as is equal to 10 per cent. of the issued ordinary share capital of the Company at the close of business on 28 May 2010;
 - (B) the maximum price which may be paid for any Share is an amount equal to 105 per cent. of the average of the middle market quotations for a Share as derived from the London Stock Exchange Daily Official List for the five business days immediately preceding the day on which the Share is contracted to be purchased and the minimum price which may be paid for any such Share shall be the nominal value of that Share; and
 - (C) this authority shall expire at the conclusion of the annual general meeting of the Company to be held in 2011, but a contract of purchase may be made before such expiry which will or may be executed wholly or partly thereafter, and a purchase of Shares may be made in pursuance of any such contract.

Adopt New Articles of Association

10. THAT:

- (A) the Articles of Association of the Company be amended by deleting all the provisions of the Company's Memorandum of Association which, by virtue of section 28 of the Companies Act 2006, are to be treated as provisions of the Company's Articles of Association; and
- (B) the Articles of Association produced to the meeting and initialled by the chairman of the meeting for the purpose of identification be adopted as the Articles of Association of the Company in substitution for, and to the exclusion of, the existing Articles of Association.

Notice of general meetings

11. THAT a general meeting other than an annual general meeting may be called on not less than 14 clear days' notice.

By order of the Board

D P Burton
Company Secretary

15 April 2010

Registered Office:
East Putney House
84 Upper Richmond Road
London SW15 2ST

Registered in England and Wales No. 203531

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 our Registrars, Equiniti, on 0871 384 2811. Calls to this number are charged at 8p per minute from a BT landline. Other telephone provider costs may vary. If you are calling from outside the UK, please call +44 121 415 7047.
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 Equiniti, Aspect House, Spencer Road, Lancing, West Sussex BN99 6NN or at the electronic address provided on the proxy form, in each case no later than 5.00 p.m. on Friday 28 May 2010.
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 6.00 p.m. on Friday 28 May 2010 (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 6 April 2010 (being the latest practicable date prior to the publication of this Notice) the Company's issued share capital consists of 884,199,235 ordinary shares, carrying one vote each and the Company held 3,464,308 ordinary shares in treasury (representing 0.39 per cent. of the Company's issued ordinary share capital). Therefore, the total voting rights in the Company as at 6 April 2010 are 880,734,927.
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 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 RA19) by 5 p.m. on Friday 28 May 2010. For this purpose, the time of receipt will be taken to be the time (as determined by the time stamp 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.
10. CREST members and, where applicable, their CREST sponsors, or voting service providers should note that Euroclear UK & 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. Any corporation which is a member can appoint one or more corporate representatives who may exercise on its behalf all of its powers as a member provided that they do not do so in relation to the same shares.
13. Under section 527 of the Companies Act 2006 members 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.
14. Any member 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.
15. A copy of this notice, and other information required by s311A of the Companies Act 2006, can be found at the AGM Information section of the Investors page at www.tomkins.co.uk.
16. Under section 338 and section 338A of the Companies Act 2006, members meeting the threshold requirements in those sections have the right to require the company (i) to give, to members of the company entitled to receive notice of the meeting, notice of a resolution which may properly be moved and is intended to be moved at the meeting and/or (ii) to include in the business to be dealt with at the meeting any matter (other than a proposed resolution) which may be properly included in the business. A resolution may properly be moved or a matter may properly be included in the business unless (a) (in the case of a resolution only) it would, if passed, be ineffective (whether by reason of inconsistency with any enactment or the company's constitution or otherwise), (b) it is defamatory of any person, or (c) it is frivolous or vexatious. Such a request may be in hard copy form or in electronic form, must identify the resolution of which notice is to be given or the matter to be included in the business, must be authorised by the person or persons making it, must be received by the company not later than Monday 19 April 2010, being the date 6 clear weeks before the meeting, and (in the case of a matter to be included in the business only) must be accompanied by a statement setting out the grounds for the request.
17. You may not use any electronic address provided either in this Notice of General Meeting or any related documents, including the Form of Proxy, to communicate with the Company for any purposes other than those expressly stated.

Explanatory Notes to the Notice of Annual General Meeting

The notes on the following pages give an explanation of the proposed resolutions.

Resolutions 1 to 7 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 8 to 11 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.

The business to be transacted at the AGM is as follows:

Normal business

Resolution 1

Receive and adopt the Tomkins Annual Report 2009.

Resolution 2

Approve the 2009 Tomkins Remuneration Committee report.

Resolution 3

Declare a dividend. Subject to approval by shareholders at the Annual General Meeting on 1 June 2010, the final dividend will be paid on 10 June 2010 to shareholders on the register on 7 May 2010.

Shareholders with registered addresses in the UK and the Republic of Ireland will receive their dividends in sterling, unless they choose to receive them in US dollars. All other shareholders will receive their dividends in US dollars. Any currency elections need to be received by the Company's registrars, Equiniti, no later than 21 May 2010. The exchange rate that will be used to calculate the dividend amount payable in sterling will be determined by reference to the prevailing forward exchange rate for the dividend payment date achieved by the Company on or around 1 June 2010. We will publish the exchange rate on the Company's website on the following day.

Resolution 4

Reappoint Mr D B Newlands as a Director. The Directors of the Company at the year end are listed in the table on page 41 of the 2009 Annual Report, which accompanies this document. They were all Directors throughout the year. In accordance with the Articles of Association, David Newlands retires by rotation. Mr Newlands will be seeking reappointment and brings to the Board and the affairs of the Company considerable financial and management experience, having been Finance Director of The General Electric Company, plc and a Non-Executive Director of a number of other companies. He also has substantial experience in relationships with institutional shareholders. David Newlands performed well during the year, as evidenced by the evaluations of the effectiveness of both the Board and its Chairman conducted during the year, and the Board strongly supports his reappointment and recommends that shareholders vote in favour of his reappointment.

Resolutions 5 and 6

Reappoint Deloitte LLP as independent auditors and authorise the Directors to determine their remuneration.

Resolution 7

Paragraph (A) of this resolution would give the Directors the authority to allot ordinary shares or grant rights to subscribe for or convert any securities into ordinary shares up to an aggregate nominal amount equal to US\$26,422,047 (representing 293,578,300 ordinary shares of US\$0.09 each). This amount represents approximately one-third of the issued ordinary share capital (excluding treasury shares) of the Company as at 6 April 2010, the latest practicable date prior to publication of this document.

In line with recent guidance issued by the Association of British Insurers, paragraph (B) of this resolution would give the Directors authority to allot ordinary shares or grant rights to subscribe for or convert any securities into ordinary shares in connection with a rights issue in favour of ordinary shareholders up to an aggregate nominal amount equal to US\$52,844,095 (representing 587,156,611 ordinary shares of US\$0.09 each), as reduced by the nominal amount of any shares issued under paragraph (A) of this resolution. This amount (before any reduction) represents approximately two-thirds of the issued ordinary share capital (excluding treasury shares) of the Company as at 6 April 2010, the latest practicable date prior to publication of this document.

The authorities sought under paragraphs (A) and (B) of this resolution will expire at the earlier of the conclusion of the next annual general meeting of the Company or 1 September 2011.

The Directors have no present intention to exercise either of the authorities sought under this resolution, except, under paragraph (A), to satisfy options under the Company's share option schemes. However, if they do exercise the authorities, the Directors intend to follow recommendations from the Association of British Insurers concerning their use (including as regards the Directors standing for re-election in certain cases).

As at 6 April 2010, the latest practicable date prior to the publication of this document, 3,464,308 ordinary shares are held by the company in treasury.

Resolution 8 (special resolution)

Resolution 8 would give the Directors the authority to allot ordinary shares (or sell any ordinary shares which the Company elects to hold in treasury) for cash without first offering them to existing shareholders in proportion to their existing shareholdings.

This authority would be limited to allotments or sales in connection with pre-emptive offers and offers to holders of other equity securities if required by the rights of those shares or as the board otherwise considers necessary, or otherwise up to an aggregate nominal amount of US\$3,978,896 (representing 44,209,955 ordinary shares of US\$0.09 each). This aggregate nominal amount represents approximately 5 per cent. of the issued ordinary share capital of the Company as at 6 April 2010, the latest practicable date prior to publication of this document.

In respect of this aggregate nominal amount, the Directors confirm their intention to follow the provisions of the Pre-Emption Group's Statement of Principles regarding cumulative usage of authorities within a rolling three-year period where the Principles provide that usage in excess of 7.5 per cent. should not take place without prior consultation with shareholders.

The authority will expire at the earlier of the conclusion of the next annual general meeting of the Company or 1 September 2011.

Resolution 9 (special resolution)

Resolution 9 seeks authority for the Company to make market purchases of its own ordinary shares up to a maximum of 10 per cent. of the issued ordinary share capital (excluding any treasury shares), being 88,419,923 ordinary shares. Your Board may make purchases of the Company's shares if it considers such purchases will result in an increase in earnings per share and are in the best interests of shareholders generally. The Company may also purchase its own shares in order that they can, at the relevant time, be allocated to employees as required under the Company's Annual Bonus Incentive Plan and Interim Bonus Plan. If the Company purchases any of its ordinary shares pursuant to this resolution, the Company may cancel these shares or hold them in treasury. Such decision will be made by your Board at the time of purchase.

The Company currently has 3,464,308 ordinary shares in treasury. The minimum price, exclusive of expenses, which may be paid for an ordinary share is US\$0.09 (its nominal value). The maximum price, exclusive of expenses, which may be paid for an ordinary share is the highest of (i) an amount equal to 5 per cent. above the average market value for an ordinary share of the Company for the five business days immediately preceding the date of the purchase and (ii) the higher of the price of the last independent trade and the highest current independent bid on the trading venues where the purchase is carried out.

Options to subscribe for a total of 16,567,418 ordinary shares of US\$0.09 each in the Company, being 1.88 per cent. of the issued ordinary share capital (excluding treasury shares), were outstanding at 6 April 2010 (being the latest practicable date prior to the publication of this document). If the existing authority given at the 2009 annual general meeting and the authority now being sought by resolution 9 were to be fully used, these would represent 2.35 per cent. of the Company's ordinary issued share capital (excluding treasury shares) at that date.

Resolution 10: Adoption of new articles of association (special resolution)

It is proposed in resolution 10 to adopt new articles of association (the "**New Articles**") in order to update the Company's current articles of association (the "**Current Articles**") primarily to take account of the coming into force of the Companies (Shareholders' Rights) Regulations 2009 (the "**Shareholders' Rights Regulations**") and the implementation of the last parts of the Companies Act 2006.

The principal changes introduced in the New Articles are summarised in Part III. 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 or the Shareholders' Rights Regulations, or conform the language of the New Articles with that used in the model articles for public companies produced by the UK Government's Department for Business, Innovation and Skills have not been noted in Part III. The New Articles showing all the changes to the Current Articles are available for inspection, as noted at the foot of the Chairman's introductory letter on page 2 of this document.

Resolution 11: Notice of general meetings (special resolution)

Changes made to the Companies Act 2006 by the Shareholders' Rights Regulations increase the notice period required for general meetings of the Company to 21 days unless shareholders approve a shorter notice period, which cannot however be less than 14 clear days. Annual General Meetings will continue to be held on at least 21 clear days' notice.

Before the coming into force of the Shareholders' Rights Regulations on 3 August 2009, the Company was able to call general meetings other than an AGM on 14 clear days' notice without obtaining such shareholder approval. In order to preserve this ability, Resolution 11 seeks such approval. The approval will be effective until the Company's next annual general meeting, when it is intended that a similar resolution will be proposed.

Note that the changes to the Companies Act 2006 mean that, in order to be able to call a general meeting on less than 21 clear days' notice, the Company must make a means of electronic voting available to all shareholders for that meeting.

The shorter notice period would not be used as a matter of routine for such meetings, but only where the flexibility is merited by the business of the meeting and is thought to be to the advantage of shareholders as a whole.

PART III

Explanatory Notes of Principal Changes to the Company's Articles of Association

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 of Association 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 of Association 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, and replace them with an unrestricted objects clause within the New Articles. 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.

Use of seals

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

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

Voting by proxies on a show of hands

The Shareholders' Rights Regulations have amended the Companies Act 2006 so that it now provides that each proxy appointed by a member has one vote on a show of hands unless the proxy is appointed by more than one member, in which case the proxy has one vote for and one vote against if the proxy has been instructed by one or more members to vote for the resolution and by one or more members to vote against the resolution. The New Articles reflect these changes.

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 is able to change its name by other means provided for by its articles. To take advantage of this provision, the New Articles will enable the Directors to pass a resolution to change the Company's name.

Authorised share capital and unissued shares

The Companies Act 2006 abolishes the requirement for a company to have an authorised share capital. The New Articles reflect this change, though the 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.

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.

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.

Vacation of office by Directors

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

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 New Articles reflect this requirement.

Deferred shares

All reference to deferred shares in the Articles have been removed in the New Articles following their cancellation on 16 December 2009.

General

Generally, the opportunity has been taken to bring clearer language into the New Articles and in some areas to conform the language of the New Articles with that used in the model articles for public companies produced by the UK Government's Department for Business, Innovation and Skills.

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 UK Government that statutory provisions should not be duplicated in a company's constitution.