

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt as to the action you should take, you are recommended to seek your own personal advice from your stockbroker, accountant or other independent professional advisor authorised under the Financial Services and Markets Act 2000.

If you have sold or transferred all your shares in Computacenter plc, you should forward this document and other documents enclosed to the stockbroker, bank or other agent through whom the sale or transfer was effected for transmission to the purchaser.

Computacenter plc

Letter from the Chairman and Notice of Annual General Meeting

2008



Computacenter plc
Registered in England No: 3110569
Registered Office
Hatfield Avenue
Hatfield
Hertfordshire
AL10 9TW

To Ordinary Shareholders

11 April 2008

Dear Shareholder,

Annual General Meeting 16 May 2008

I am pleased to send you details of this year's Annual General Meeting (AGM) to be held on 16 May 2008. If you are unable to attend please complete and return the enclosed form of proxy. The completion and return of the form of proxy will not prevent you attending and voting in person at the meeting if you so wish.

Attached on pages 5 and 6 is the Notice setting out the business to be conducted at this year's Meeting. This letter gives details of the resolutions to approve the Directors' Remuneration Report and to re-elect those Directors retiring from office at the Meeting.

This letter also describes those resolutions that you are being asked to consider as Special Business and explains why the Directors consider them to be in the best interests of the Company.

Resolution 2 – Approval of the Directors' Remuneration Report

The Company is required to seek the approval of shareholders of its annual Directors' Remuneration Report; Resolution 2 in the Notice of Meeting seeks this approval. This report for the financial year ended 31 December 2007 is set out in full in the Annual Report and Accounts 2007 on pages 34 to 39.

Resolutions 4a to 4c – Re-election of Directors

The Directors retiring from office at the Annual General Meeting are Tony Conophy, Philip Hulme and Peter Ogden. Being eligible, Tony, Philip and Peter offer themselves for re-election, and Resolutions 4a to 4c are to re-elect Tony as an Executive Director and Philip and Peter as Non-Executive Directors.

The background details of the Directors retiring from office and standing for re-election at the Meeting are as follows:

Tony Conophy, Finance Director – Aged 50

Tony has been a member of the Institute of Chartered Management Accountants since 1982. He qualified with Semperit (Ireland) Ltd and then worked for five years at Cape Industries plc. He joined Computacenter in 1987 as Financial Controller, rising in 1991 to General Manager of Finance. In 1996 he was appointed Finance and Commercial Director of Computacenter (UK) Limited with responsibility for all financial, purchasing and vendor relations activities. In March 1998 he was appointed Group Finance Director.

Philip Hulme, Non-Executive Director – Aged 59

Philip founded Computacenter with Peter Ogden in 1981 and worked for the Company on a full-time basis until stepping down as Executive Chairman in 2001. He is a Director of Dealogic (Holdings) plc and was previously a Vice-President and Director of Boston Consulting Group.

Peter Ogden, Non-Executive Director – Aged 60

Peter founded Computacenter with Philip Hulme in 1981 and was Chairman of the Company until 1998, when he became a Non-Executive Director. He is Chairman of Dealogic (Holdings) plc. Prior to founding Computacenter, he was a Managing Director of Morgan Stanley and Co.

Resolution 6 – Renewal of authority to allot shares

This resolution asks shareholders to renew, by Ordinary Resolution, the Directors' authority under Section 80 of the Companies Act 1985 ('the Act') to allot unissued shares and other 'relevant securities' as defined in the Act. This renewed authority will, if granted, expire on the date of the Annual General Meeting in 2009 or on 16 August 2009, if earlier. In accordance with corporate governance best practice recommendations, the Directors' authority, if approved, will be limited to a maximum of 51,600,806 shares, equivalent to approximately one third of the issued share capital of the Company (as at 25 March 2008 being the latest practicable date prior to the publication of this document). The aggregate nominal value of this number of shares will, if the resolution is passed, be the 'Section 80 amount' for the purposes of Article 9.5(c) of the Company's Articles of Association. There are no present plans to allot unissued shares other than in connection with employee share and incentive schemes. The Directors believe that they should have the authority proposed in the resolution to enable such allotments to take place, in order to finance business opportunities as they arise.

Resolution 7 – Disapplication of pre-emption rights

If the Directors wish to allot unissued shares and other equity securities for cash, Section 89 of the Act requires that these shares are offered first to existing shareholders in proportion to their holdings. This is known as shareholders' pre-emption rights. There may be occasions, however, when the Directors need the flexibility to finance business opportunities as they arise without offering securities on a pre-emptive basis. Section 95 of the Act allows a limited disapplication of these pre-emption rights in certain circumstances. Therefore this resolution, which will be proposed as a Special Resolution, renews the Directors' authority to issue for cash up to 7,740,121 shares, equivalent to approximately 5% of the issued share capital of the Company (as at 25 March 2008), without the shares first being offered to existing shareholders. The aggregate nominal value of this number of shares will, if the resolution is passed, be the 'Section 89 Amount' for the purposes of Article 9.5(d) of the Company's Articles of Association.

The resolution also confers authority to allot shares (and other equity securities) in connection with a rights issue or other issues where the securities are offered (subject to any exclusions or other arrangements as a result of legal or technical requirements) on a pre-emptive basis to ordinary shareholders. This Special Resolution will be proposed subject to Resolution 6 (referred to above) first being carried by the meeting and the authority sought, if granted, will be for the same period as that granted under Resolution 6.

Resolution 8 – Authority to purchase own shares in the market

The authority, under Section 166 of the Act, which will be proposed as a Special Resolution, would permit the Company to purchase on the London Stock Exchange up to 15,480,242 shares, which is equivalent to approximately 10% of the issued share capital of the Company (as at 25 March 2008) at not less than 6p per ordinary share, nor more than the higher of:

- 5 per cent above 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 before the purchase is made; or
- An amount equal to the higher of the price of the last independent trade and the highest current independent bid as derived from the London Stock Exchange Trading System (SETS).

The Company was given authority at the 2007 AGM to make market purchases of up to 15,957,832 ordinary shares of 6p. During 2007 1,483,995 ordinary shares of 6p were purchased for cancellation, representing 0.93% of the issued share capital of the Company. The share repurchase has continued into 2008, and from the year-end up until 25 March 2008 a further 3,537,600 ordinary shares of 6p were purchased for cancellation. This, together with the re-purchases made during 2007, represents 3.14% of the issued share capital.

As the existing shareholder approval to purchase shares expires at the 2008 AGM, purchases after that date are subject to renewed shareholder approval at the AGM. The Directors will use the authority to purchase shares only after careful consideration, taking into account market conditions, other investment opportunities, appropriate gearing levels and the overall financial position of the Company. The Directors will only purchase such shares after taking into account the impact on earnings per share and the wider benefit for shareholders.

The authority will expire at the conclusion of the Company's AGM in 2009 or on 16 August 2009 if earlier, at which time the Board expects to seek its renewal.

As at 25 March 2008, there were outstanding options to subscribe for shares, granted under all share option schemes operated by the Company, in respect of a total of 7,361,171 shares of the Company which, if exercised, would represent approximately 4.76% of the issued share capital of the Company. If the authority now being sought together with the existing authority to purchase shares granted at last year's AGM were exercised in full, such options, if exercised, would represent approximately 5.73% of the issued share capital of the Company.

Resolution 9 – The Computacenter Sharesave Plus Scheme 2008

This Resolution seeks approval of the Computacenter Sharesave Plus Scheme 2008 ('the Scheme') which is to be established as a replacement to the Computacenter Sharesave Plus Scheme 1998 ('the 1998 scheme'), which expires in 2008. The rules of the Scheme mirror those of the 1998 Scheme and will be submitted to HM Revenue and Customs for approval. The main terms of the Scheme are outlined in Appendix 1 to this Notice.

The existing scheme has proved popular with employees and the Directors believe that the operation of the scheme benefits both employees and shareholders. A copy of the proposed scheme rules will be available for inspection at the Company's London office, which is located at Computacenter House, 93-101 Blackfriars Road, London SE1 8HL, from the date of this letter up until the AGM. A copy will also be available 15 minutes prior to, and during the AGM.

Resolution 10 – Adoption of new Articles of Association

The Company proposes to adopt new Articles of Association, incorporating amendments to the existing Articles of Association to reflect provisions of the Companies Act 2006, that have already come into effect or will be effective from October 2008. Shareholders should note that further changes to the Articles of Association may be required at a future AGM, in order to comply with the provisions of the Companies Act 2006, which are due to be implemented in October 2009. A copy of the proposed Articles of Association will be available for inspection at the Company's London office, which is located at Computacenter House, 93-101 Blackfriars Road, London SE1 8HL, from the date of this letter up until the AGM. A copy will also be available 15 minutes prior to, and during the AGM. A summary of the principal changes to the Articles of Association are set out in Appendix 2 to this Notice.

Action to be taken – forms of proxy

You will find enclosed a form of proxy for use at the Meeting. If you will not be attending, please complete, sign and return the form of proxy as soon as possible, in accordance with the instructions printed thereon.

Forms of proxy should be returned to Equiniti, the Company's registrars, as soon as possible and in any event so as to be received not later than 48 hours before the time of the Meeting.

Alternatively, shareholders may register proxy vote instructions by electronic means. If you wish to register your voting instructions in this way, please refer to the guidance set out in Notes 5 and 6 to the Notice of Meeting on page 7.

Communications giving voting instructions by electronic means must be received by Equiniti not later than 48 hours before the time of the Meeting.

Recommendation

The Directors consider that the proposals being put to the shareholders as described in this letter are in the best interests of the Company and of the shareholders as a whole. Accordingly, the Directors recommend that you vote in favour of the resolutions set out in the attached Notice of Meeting, as they intend to do in respect of their own interests (both beneficial and non-beneficial) amounting to 68,051,861 ordinary shares, representing approximately 43.96% of the Company's issued share capital (as at 25 March 2008).

Cliff Preddy

Interim Chairman

Notice of Annual General Meeting 2008

Notice is hereby given that the Annual General Meeting of Computacenter plc will be held at 11.00am on Friday, 16 May 2008 at Computacenter House, 93-101 Blackfriars Road, London SE1 8HL for the following purposes:

Ordinary Business

1. To receive the financial statements for the year ended 31 December 2007, together with the reports of the Directors and Auditors thereon.
2. To approve the Directors' Remuneration Report for the year ended 31 December 2007.
3. To declare and approve a final dividend of 5.5p per ordinary share.
4. To re-elect, by separate resolutions, the following persons as Directors of the Company:
 - 4a. FA Conophy, who retires by rotation and, being eligible, offers himself for re-election, as an Executive Director of the Company.
 - 4b. PW Hulme, who retires in accordance with the combined code having been in office for a continuous period of more than nine years and, being eligible, offers himself for re-election, as a Non-Executive Director of the Company.
 - 4c. PJ Ogden, who retires in accordance with the combined code having been in office for a continuous period of more than nine years and, being eligible, offers himself for re-election, as a Non-Executive Director of the Company.
5. To re-appoint Ernst & Young LLP as the Company's Auditors to hold office until the conclusion of the next General Meeting at which accounts are laid before the Company, and to authorise the Directors to agree their remuneration.

Special Business

To consider and, if thought fit, pass the following resolutions:

6. As an Ordinary Resolution: that the authority to allot relevant securities conferred on the Directors by Article 9.2 of the Company's Articles of Association be renewed for the period ending on the date of the Annual General Meeting in 2009 or on 16 August 2009, whichever is the earlier, and for such period the Section 80 Amount shall be £3,096,048 representing a maximum of 51,600,806 ordinary shares of 6p each.
7. As a Special Resolution: that, subject to the passing of Resolution 6 above, the power to allot equity securities for cash conferred on the Directors by Article 9.3 of the Company's Articles of Association be renewed for the period referred to in such resolution, and for such period the Section 89 Amount shall be £464,407 representing a maximum of 7,740,121 ordinary shares of 6p each.
8. As a Special Resolution: that the Company be and is hereby unconditionally and generally authorised for the purposes of Section 166 of the Companies Act 1985 to make market purchases (as defined in Section 163 of that Act) of ordinary shares of 6p each ('ordinary shares') in the capital of the Company provided that:
 - a) the maximum aggregate number of ordinary shares which may be purchased is 15,480,242;
 - b) the minimum price which may be paid for each ordinary share is 6p;
 - c) the maximum price (excluding expenses) which may be paid for any ordinary share is the higher of;
 - i) an amount equal to 105% of the average of the middle market quotations of the Company's ordinary shares as derived from the London Stock Exchange Daily Official List for the five business days immediately preceding the day on which such share is contracted to be purchased; or
 - ii) an amount equal to the higher of the price of the last independent trade and the highest current independent bid as derived from the London Stock Exchange Trading System (SETS); and
 - d) this authority shall expire at the conclusion of the Annual General Meeting of the Company held in 2009 or, if earlier, 16 August 2009, unless such authority is renewed prior to that time (except in relation to the purchase of ordinary shares, the contract for which was concluded before the expiry of such authority and which might be executed wholly or partly after such expiry).

9. As an Ordinary Resolution that,
- a) the Computacenter Sharesave Plus Scheme 2008 (the Scheme), the principal features of which are summarised in the appendix to this Notice and a copy of which is produced to this Meeting and signed by the Chairman for the purpose of identification, be approved and that the Directors be authorised to do all acts and things necessary and expedient to adopt and operate the Scheme, including making such modifications as the Directors consider appropriate to take account of the requirements of the UK Listing Authority and best practice and secure the approval of HM Revenue & Customs; and
 - b) the Directors be authorised to establish such further schemes for the benefit of employees located in countries other than the UK, based on the Scheme subject to such modifications as may be necessary or desirable to take account of overseas securities laws, exchange controls and tax legislation.
10. As a Special Resolution: that the Articles of Association as set out in the form produced to the Meeting, and initialled by the Chairman for the purposes of identification, be adopted as the Articles of Association of the Company, in substitution for and to the exclusion of all existing Articles of Association of the Company.

Computacenter plc
Registered Office
Hatfield Avenue
Hatfield
Hertfordshire
AL10 9TW

By order of the Board

SJ Benadé
Company Secretary
11 April 2008

Notes relating to this Notice of Meeting, including guidance on casting your vote, appear on page 7. Further information about the business of the Meeting is included in the accompanying Letter from the Chairman commencing on page 2.

Notes relating to the Notice of Annual General Meeting

1. A member entitled to attend and vote at the Meeting is entitled to appoint one or more proxies to attend, speak and vote instead of him/her. A proxy need not be a member of the Company.

A person who is not a shareholder of the Company, but has been nominated by a shareholder to enjoy information rights in accordance with section 146 of the Companies Act 2006 (a 'nominated person'), does not themselves have a right to appoint a proxy. Nominated persons may have a right under an agreement with the shareholder to be appointed (or to have someone else appointed) as a proxy for the meeting. Alternatively, if nominated persons do not have such a right, or do not wish to exercise it, they may have a right under an agreement with the relevant shareholder to give instructions as to the exercise of voting rights.

2. A form of proxy is enclosed. The appointment of a proxy will not prevent a shareholder from subsequently attending and voting at the Meeting in person.

3. To be effective, the instrument appointing a proxy and any power of attorney or other authority (if any) under which it is executed (or a duly certified copy of any such power of attorney or authority) must be deposited at the office of the registrars not later than 11.00am on Wednesday 14 May 2008.

4. Only those shareholders registered in the Register of Members of the Company at 6.00pm on Wednesday, 14 May 2008 shall be entitled to attend or vote at the Meeting in respect of the number of shares registered in their names at that time, or if the Meeting is adjourned, shareholders must be entered on the Company's Register of Members as at 6.00pm two days prior to the time fixed for the adjourned meeting.

5. Shareholders who prefer to register the appointment of their proxy electronically via the internet may do so through Equiniti's website at www.sharevote.co.uk, where full instructions on the procedure are provided. The personal reference number, card ID and account number printed on the form of proxy will be required to enable a shareholder to use this electronic system or proxy appointment. Alternatively, shareholders who have already registered with Equiniti's on-line portfolio service, Shareview, may appoint their proxy electronically by logging on to their portfolio at www.shareview.co.uk and clicking on 'Company Meetings'. A proxy appointment made electronically will not be valid if sent to any address other than those provided or if received later than 11.00am on Wednesday, 14 May 2008. Please note that any electronic communication found to contain a computer virus will not be accepted.

6. CREST members who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service may do so for the Annual General Meeting and in respect of any adjournment(s) thereof by using the procedures described in the CREST Manual. CREST personal members or other CREST sponsored members and those CREST members who have appointed a voting service provider(s), should refer to their CREST sponsor or voting service provider(s), who will be able to take the appropriate action on their behalf.

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 instructions, as described in the CREST Manual. The message, regardless of whether it relates to the appointment of a proxy or to 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 Equiniti (ID 7RA01), by no later than 11.00am on Wednesday, 14 May 2008. For this purpose the time of receipt will be taken as the time (as determined by the timestamp applied to the message by the CREST Applications Host) from which Equiniti are 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(s) through other means.

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 messages. Normal system timings and limitations will therefore apply in relation to the input of CREST Proxy Instructions. It is the responsibility of the CREST member concerned to take (or, if the CREST member is a CREST personal or sponsored member or has appointed a voting service provider(s), to procure that his/her 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 service providers are referred, in particular, to those sections of the CREST Manual concerning practical limitations of the CREST system and timings.

Computacenter plc may treat as invalid any CREST Proxy Instruction it receives which falls within the circumstances set out in Regulation 35(5)(a) of the Uncertified Securities Regulations 2001.

7. A copy of the Register of Interests of the Directors of the Company will be available for inspection at the place of the meeting from 10.45am on the day of the meeting until the conclusion of the Meeting.

Appendix 1 to the Notice of Annual General Meeting

The Computacenter Sharesave Plus Scheme 2008 (the Scheme)

Summary of the Scheme

Eligibility

All employees and Executive Directors of the Company (and any subsidiaries and designated associated companies) at the date of grant who are UK tax resident and who have the requisite period of continuous employment (as determined by the Directors, but such period will not exceed five years) are eligible to participate in the Scheme. The Directors have the discretion to include other employees.

Grant of options

If the Directors decide to operate the scheme, invitations for the grant of options will normally only be issued within the 42-day period following the Company's announcement of results, to the London Stock Exchange for any period. Options will be granted within 30 days (or 42 days if the applications are scaled down (see below)) of the first day by reference to which, the option price was calculated.

Subscription price

The option price will not be manifestly less than 80% of the middle market quotation of those shares on the London Stock Exchange dealing day immediately prior to the day invitations are sent out (or such other date as may be agreed with HM Revenue & Customs).

Savings contract and the right to acquire ordinary shares

Participants of the Scheme will be required to enter into a savings contract with a designated savings carrier, under which they make monthly savings for a period of three or five years. Each individual participant can choose to contribute a minimum of £5 up to a maximum of £250 each month. The £250 limit will include the aggregated totals of any monthly contributions made under any other savings contract. A bonus, specified by legislation, will be paid to each participant upon maturity of the contract and it is currently equivalent to: 2.4 times the monthly contribution for the three year savings term and 7.2 times the monthly contribution for the five year savings term. Participants in the five year savings contract can opt to leave their savings with the savings carrier for a further two years, to receive a bonus of 13.3 times the monthly contribution, however the option to purchase shares will lapse.

Options are normally exercisable during the six-month period following the Scheme maturity and options not exercised within this period will lapse. Participants may withdraw from a savings contract at any time, although their options will normally lapse and they are not obliged to exercise any or all of their options at maturity.

Options are not transferable and benefits under the Scheme will not be pensionable.

Rights attaching to shares

Options granted under the Scheme will not confer any shareholder rights on participants until the options have been exercised. Shares issued on exercise of an option will rank equally in all respects with the shares in issue on the date of allotment (except by reference to a record date prior to the date of allotment).

Leaving employment

Generally, if a participant ceases to be an employee or a Director of a member of the Computacenter Group, the option to purchase shares will lapse. However, an optionholder may exercise their options within six months after ceasing to be a Director or an employee, if more than three years after the date of grant has passed.

If a participant ceases employment with the Group by reason of injury or disability, redundancy, retirement or on the sale of their employing company or business out of the Group, options may be exercised during a six-month period following cessation of employment. On the death of a participant, the option will be exercisable for a twelve-month period. If the option is exercised early, the participant (or the personal representatives of) may only exercise the option to the extent of the accumulated savings (including any interest due).

Corporate events

Options may be exercised in the event of a takeover, scheme of arrangement or winding-up of the Company, to the extent of the accumulated savings (including any interest due).

In the event of another company taking control of the Company participants may, in certain circumstances, be allowed to exchange their options for options of equivalent value over shares in the acquiring company.

Variation in ordinary share capital

If there is a variation in the share capital of the Company the exercise price and/or number of shares over which an option has been granted may be adjusted in order to maintain the value of the options, subject to prior approval by HM Revenue & Customs.

Scheme limit

The number of shares which may be allocated under or in connection with the scheme on any day will not exceed 10% of the ordinary share capital of the Company in issue immediately before that day, when added to the total number of shares which have been allocated in the previous 10 years under the Scheme and any other employee share scheme operated by the Company.

Amendments to the Scheme

The Company, in a general meeting, must approve in advance, by Ordinary Resolution any proposed changes to the present or future optionholders. However, if the amendments are minor and are designed to benefit the administration of the Scheme, to maintain HM Revenue & Customs approval, to comply with or take account of the provisions of any existing legislation, to take account of a change in legislation or to obtain or maintain favourable exchange control, tax or regulatory treatment for participants or for the Company or any Group company then shareholder approval is not required.

No amendment to any key feature of the Scheme (as defined by the relevant legislation) will be made without the prior consent of HM Revenue & Customs.

Extension of the Scheme overseas

The Scheme allows the Directors to extend the Scheme outside the UK and make such changes as necessary to mitigate or comply with local tax, exchange controls or security laws in the relevant jurisdiction. The terms of such scheme must not provide participants with benefits greater than those provided to other eligible employees.

Termination

The Scheme will expire on the tenth anniversary of the approval of the scheme, by shareholders, unless terminated earlier by the Directors.

Appendix 2 to the Notice of Annual General Meeting

Adoption of new Articles of Association ('Articles')

Article 2 Interpretation

This Article is amended to insert a definition of the Companies Act 2006 ('2006 Act'), this is in order to reflect the fact that the Companies Act 1985 ('1985 Act') is being repealed and the 2006 Act is being brought into force, in stages, between January 2007 and October 2009. Subsequent amendments are made across the Articles to reflect this change and update references, as appropriate.

Definitions of 'hard copy form', 'electronic form', 'electronic means' and 'Company Communications Provisions' have been inserted in order to align the Articles with the 2006 Act provisions relating to electronic communications, and subsequent amendments are made across the Articles of Association.

The definition of address has been updated to include the electronic address, as defined in Section 333 of the 2006 Act.

References to an Extraordinary Resolution have been removed throughout the Articles, as this type of Resolution has been removed from the 2006 Act.

Article 3.2.3 Redemption of 'B' shares

This Article has been amended to reflect the fact that all 'B' shares in the Company have been redeemed.

Article 47 Length of notice for General Meetings

Under the 1985 Act the Company was required to give 21 days notice of an Extraordinary General Meeting to consider a Special Resolution, however the 2006 Act reduces the requirement to 14 days. The proposed Articles reflect the shorter notice period, which will enable the Company to have a greater degree of flexibility when seeking shareholder approval for certain items.

Article 48.1 Contents of notice of General Meetings

This Article has been amended to account for the extended rights of proxies, as explained in Article amendments 65-70, detailed below.

Article 48.4 Contents of notice of General Meetings

The 2006 Act provides that when a Company gives an electronic address within a notice of General Meeting or associated proxy form, shareholders can use that address for communications relating to that Meeting or proxy. This Article has been added to allow for this provision, subject to any conditions or limitations that are contained within the Notice or proxy.

Article 59 Votes attaching to shares

This Article has been amended in order to account for the extended rights of proxies, as explained in Article amendments 65-70, detailed below.

Article 62 Restriction on voting in particular circumstances

This article has been amended to reflect the replacement of Section 212 of the 1985 Act with Section 793 of the 2006 Act.

Articles 65 to 70 Proxies and corporate representatives

The 2006 Act extends the rights of proxies to allow them to also speak and vote on a show of hands at a meeting of the Company, currently the Articles only allow a proxy to vote or demand a poll. The Articles are also being amended to allow the appointment of multiple proxies, subject to the appointment stating the number of shares in respect of which each proxy is appointed.

The 2006 Act allows for multiple corporate representatives to be appointed rather than a single corporate representative, as under the 1985 Act. However, if multiple corporate representatives are appointed they must exercise their power in the same way, otherwise such power is deemed not to have been exercised.

Article 79 Age limit

The 1985 Act contained provisions which imposed a 70 year age limit for directors, however, these provisions were repealed in April 2007. Accordingly, Article 79 which addresses this issue is no longer required and has been removed from the proposed new Articles.

Article 93 Directors' interests

With effect from 1 October 2008, a Director is under a duty to avoid a situation in which he has an interest which may conflict with the interests of the Company. Section 175 of the 2006 Act allows directors of public companies to authorise conflicts of interests and potential conflicts of interest, provided that the Meeting would have been quorate without counting any interested director and the matter would have been agreed to, even if the votes of any interested director were not counted. This Article has been inserted to permit this and is only effective once the relevant provisions of the 2006 Act have come into force.

Articles 129-134 Communications with members

The proposed amendments take advantage of the provisions of the Companies Act 2006 which enable companies to communicate with members by electronic and/or 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 has the right to request a hard copy version of the document or information.

Article 135 Electronic Communication

This Article is no longer required as Articles 129-134 have been adapted to take account of the provisions of electronic communications with shareholders; therefore it is proposed this Article be removed in its entirety.

Article 139.2 Indemnity

The 2006 Act has extended the powers of a company to indemnify directors and to fund expenditure incurred in connection with certain actions against directors. A company that is a trustee of an occupational pension scheme can now indemnify a director against liability incurred in connection with the company's activities as trustee of the scheme. In addition, the current exemption allowing a company to provide money for the purpose of funding a Director's defence in court proceedings, now expressly covers regulatory proceedings and applies to associated companies.

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