

# NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the AGM of the Company will be held at the Weetwood Hall Hotel and Conference Centre, Otley Road, Far Headingley, Leeds LS16 5PS at 1 p.m. on Monday 25 June 2007 for the transaction of the following business.

## Ordinary business

To consider and, if thought fit, to pass the following resolutions as ordinary resolutions of the Company:

1. To receive and adopt the audited accounts for the twelve months ended 31 December 2006 and the Reports of the Directors and auditor thereon.
2. To re-elect Mr D B Liversidge CBE as a Director who retires by rotation in accordance with the Articles of Association of the Company and, being eligible, offers himself for re-election.
3. To re-elect Mr S S Moran as a Director who retires by rotation in accordance with the Articles of Association of the Company and, being eligible, offers himself for re-election.
4. To re-appoint Grant Thornton UK LLP as auditor of the Company and to authorise the Directors to determine its remuneration.
5. To approve the Report on Remuneration set out on pages 18 to 20.

## N G Bowland

Company Secretary  
30 May 2007

## Registered office

Clayton Park  
Clayton Wood Rise  
Leeds LS16 6RF

## Notes

1. All holders of ordinary shares are entitled to attend and vote at the above meeting. A member entitled to attend and vote at the above meeting may appoint one or more proxies to attend and, on a poll, vote on his behalf. A proxy need not be a member.
2. To be valid, a form of proxy must be completed and lodged (together with the power of attorney or other authority, if any, under which it is signed) with Capita Registrars, Proxy Processing Centre, Telford Road, Bicester OX26 4LD or delivered by hand to Capita Registrars, The Registry, 34 Beckenham Road, Beckenham, Kent BR3 4TU not less than 48 hours before the time appointed for the meeting. The completion and return of a form of proxy will not prevent a member who wishes to do so from attending and voting in person.

# **EXPLANATORY NOTES TO NOTICE OF ANNUAL GENERAL MEETING**

These notes are intended to explain the business to be transacted at the AGM.

## **Resolution 1 – Report and accounts**

The Directors of the Company are required under company law to present the audited accounts, the Report of the Directors and auditor on the audited accounts to shareholders at the AGM.

## **Resolutions 2 and 3 – Re-appointment of Messrs D B Liversidge CBE and S S Moran**

In accordance with the Company's Articles of Association, no Director can hold office for more than three years and, in addition, one-third of the Company's Directors are required to retire as Directors at the meeting. Accordingly, Messrs D B Liversidge CBE and S S Moran are eligible for re-election at the meeting and have chosen to submit themselves for re-election. The biographical details of each Director are given on page 13 of the annual report.

## **Resolution 4 – Re-appointment and remuneration of auditor**

Under company law auditors are required to be re-appointed at every AGM.

## **Resolution 5 – Approval of the report of the Board Report on Remuneration**

In accordance with Best Practice, the Board of Directors of the Company has determined that the shareholders should be invited to approve the policies set out in the Report on Remuneration.