

Notice of Annual General Meeting

NOTICE IS HEREBY GIVEN THAT the AGM of Surgical Innovations Group plc will be held at Surgical Innovations Limited, Clayton Wood House, 6 Clayton Wood Bank, Leeds, LS16 6QZ at 2.00pm on Wednesday 20 May 2009 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 2008 and the Reports of the Directors and auditor thereon.
2. To re-elect Mr D Liversidge 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 R Simkins 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 21 and 22.

Special business

As special business to consider and, if thought fit, to pass the following resolution numbered 6 as an ordinary resolution and the following resolution numbered 7 as a special resolution.

6. That the Directors be and they are hereby generally and unconditionally authorised for the purposes of Section 80 of the Companies Act 1985 to allot relevant securities (within the meaning of Section 80 (2) of the Companies Act 1985) up to a maximum nominal amount of £1,246,139.67 provided that this authority shall expire on the earlier of the date falling 15 months after the date of this resolution and the conclusion of the next AGM of the Company unless previously renewed, varied or revoked by the Company in general meeting save that the Company before such expiry date make an offer or agreement which would or might require relevant securities to be allotted in pursuance of such offer or agreement if the authority conferred hereby had not expired.
7. That the Directors be and they are hereby empowered until the earlier of the date falling 15 months after the date of this resolution and the conclusion of the next AGM of the Company to allot equity securities (as defined in Section 94(2) of the Companies Act 1985) of the Company for cash pursuant to the authority conferred by resolution 6 above as if Section 89 of the said Act did not apply to any such allotment, provided that such power shall be limited to:
 - (i) the allotment of equity securities in connection with an issue or offer in favour of ordinary shareholder where the equity securities respectively attributable to the interests of all ordinary shareholders on a fixed record date are proportionate (as nearly as may be) to the ordinary shares held by them but including in connection with such an issue or offer, the making of such arrangements as the Directors may deem necessary or expedient to deal with problems under the laws of any territory or the requirements of any regulatory body or any stock exchange in connection with fractional entitlements or otherwise; and
 - (ii) the allotment (otherwise than pursuant to the power referred to in (i) above) of equity securities up to an aggregate nominal amount of £373,841.65 provided that the Company may, before such expiry, make an offer or arrangement which would or might require equity securities to be allotted after such expiry and the Directors may allot equity securities pursuant to any such offer or agreement as if such authority had not expired.

N G Bowland
Company Secretary
Dated: 30 March 2009

Registered office:
Clayton Wood House
6 Clayton Wood Bank
Leeds LS16 6QZ

Notice of Annual General Meeting continued

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. To appoint more than one proxy you may photocopy this form. Please indicate the proxy holder's name and the number of shares in relation to which they are authorised to act as your proxy (which, in aggregate, should not exceed the number of shares held by you). Please also indicate if the proxy instruction is one of multiple instructions being given.
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 the Company's registrars, Capita Registrars, 34 Beckenham Road, Beckenham, Kent, BR3 4BR 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

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 the Report of the independent auditor on the audited accounts to shareholders at the AGM.

Resolutions 2 and 3 – Re-election of D Liversidge and R Simkins

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 Liversidge and R Simkins 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 pages 14 and 15 in the annual report and accounts.

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 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.

Resolution 6 – Authority to allot shares

Resolution 6 will allow the Directors to allot unissued shares of the Company up to a maximum aggregate nominal value of £1,246,139.67 which represents the lower of the unissued share capital or approximately one-third of the issued share capital. The authority will last from the date of the passing of the resolution until the next AGM of the Company or for 15 months, whichever is the earlier.

Resolution 7 – Authority to disapply the statutory pre-emption rights

Resolution 7 will allow the Directors to allot unissued shares of the Company for cash, other than to existing shareholders in proportion to their holdings. The aggregate nominal value of relevant securities which can be allotted under the authority is limited to £373,841.65 being approximately 10% of the nominal value of the issued share capital of the Company at the date of the Report of the Directors. The authority will last from the date of the passing of the resolution until the next AGM of the Company or for 15 months, whichever is the earlier.