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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.

Electronic Data Processing PLC

(incorporated and registered in England and Wales under number 00853560)

NOTICE OF ANNUAL GENERAL MEETING 2009

Notice of the Annual General Meeting of the Company to be held at Tupton Masonic Hall, Shore Lane, Sheffield S10 3BU on 17 March 2009 at 12 noon is set out at the end of this circular.

Registered Office:

Beauchief Hall
Beauchief
Sheffield
S8 7BA

17 February 2009

To the Shareholders of Company Shares

Notice of Annual General Meeting 2009

Dear Shareholder,

I am pleased to be writing to you with details of our Annual General Meeting for 2009 ("AGM") which we are holding at Tupton Masonic Hall, Shore Lane, Sheffield S10 3BU on 17 March 2009 at 12 noon. The formal notice of Annual General Meeting is set out on pages 4 to 12 of this document.

If you would like to vote on the Resolutions but cannot come to the AGM, you can appoint another person as your proxy to exercise all or any of your rights to attend, vote and speak at the AGM by using one of the methods set out in the notes to the Notice of Meeting.

The purpose of this letter is to explain certain elements of the business to be considered at the AGM. Resolutions 1 to 5 are standard matters that are dealt with at every AGM. Resolutions 6 to 9 are special business to be considered at the AGM.

Authority of Directors to allot shares (Resolution 6)

Under the Companies Act 1985, Directors are not permitted to allot new shares (or grant certain rights over shares) unless authorised to do so by shareholders. Your Board considers it appropriate that authority be granted to the Directors to allot relevant securities up to an aggregate nominal amount of £408,706 representing approximately 33.3% of the issued share capital of the Company. If given, this authority will expire at the conclusion of the Annual General Meeting in 2010 or the date falling 15 months after the passing of the proposed Resolution 6, whichever is the sooner, subject to the exception set out in Resolution 6.

Partial disapplication of pre-emption rights (Resolution 7)

If the Directors wish to exercise the authority under Resolution 6 and offer unissued shares for cash, the Companies Act 1985 requires that, unless shareholders have given their specific authority for the waiver of their statutory pre-emption rights by way of special resolution, the new shares be offered first to existing shareholders in proportion to their existing shareholdings. In certain circumstances, it may be in the best

interests of the Company to allot new shares (or to grant rights over shares) for cash without first offering them to existing shareholders in proportion to their holdings. Resolution 7 would authorise the Directors to disapply the strict statutory pre-emption provisions.

This would provide the Directors with a degree of flexibility to act in the best interests of the Company so that (i) the Company can follow normal practice in the event of a rights issue, open offer or other offer for securities in favour of the existing shareholders in proportion to their shareholdings and (ii) shares may be issued for cash to persons other than existing shareholders up to an aggregate nominal amount of £61,306 which is equivalent to 5% of the issued share capital of the Company. If given, the authority will expire at the conclusion of the Annual General Meeting in 2010 or the date falling 15 months after the passing of the proposed Resolution 7, whichever is the sooner subject to the exception set out in Resolution 7.

Purchase of own shares (Resolution 8)

In certain circumstances it may be advantageous for the Company to purchase its own shares and Resolution 8 seeks authority to do this. This power would be used only after careful consideration by the Directors, having taken into account market conditions prevailing at that time, the investment needs of the Company, its opportunities for expansion and its overall financial position. The Directors would exercise the authority to purchase ordinary shares only if they considered it to be in the best interest of shareholders and if the purchase could be expected to result in an increase in earnings per share.

Resolution 8 gives general authority for the Company to make purchases of up to 2,452,236 ordinary shares, representing approximately 10% of the Company's issued share capital, at a minimum price of £0.05 and a maximum price of 5% above the average of the middle market quotations for ordinary shares for the ten business days prior to the purchase.

If given, the authority will expire at the conclusion of the Annual General Meeting in 2010 or the date falling 15 months after the passing of the proposed Resolution 8, whichever is the sooner subject to the exception set out in Resolution 8.

Amendment to Articles of Association (Resolution 9)

We are also asking shareholders to approve a number of amendments to our Articles of Association primarily to reflect changes in English company law brought about by the provisions of the Companies Act 2006. The principal changes proposed are summarised below.

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 amended to conform to new provisions in the Companies Act 2006. In particular an extraordinary general meeting to consider a special resolution can now be convened on 14 days' notice whereas previously 21 days' notice was required.

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. Multiple corporate representatives may be appointed. The amended Articles reflect all of these new provisions.

Electronic and web communications

Provisions of the Companies Act 2006 enable companies to communicate with members by electronic and/or website communications. The amended 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.

The Company has not yet decided whether to utilise the provisions of the Companies Act 2006 in this regard but seeks to take the power to do so. Members are encouraged to make use of communications by electronic means but are entitled to continue to receive communications in paper format should they wish.

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. In particular the existing 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. The amended Articles reflect the wider provisions of the Companies Act 2006.

Uncertificated shares

The amended Articles reflect the fact that ownership of shares can be evidenced without share certificates and that so-called uncertificated shares can be transferred through an electronic settlement system.

Voting

Resolutions 1 to 6 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 7 to 9 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 Directors consider 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,

Michael Heller
Chairman

Notice of Meeting

Notice is hereby given that the forty-second Annual General Meeting of Members will be held at Tupton Masonic Hall, Shore Lane, Sheffield S10 3BU on 17 March 2009 at 12.00 noon for the purposes of considering and, if thought fit, passing the following Resolutions:

Resolution 1

That the Directors' Report, statement of accounts and Independent Auditor's Report for the year ended 30 September 2008 be received and approved.

Resolution 2

That a final dividend of 2.00p per share be declared for the year ended 30 September 2008.

Resolution 3

That Mr P. J. Davies be re-elected a Director of the Company.

Resolution 4

That the Directors' Remuneration Report be approved.

Resolution 5

That KPMG Audit Plc be and are re-appointed as Auditor of the Company to hold office from the conclusion of this meeting until the conclusion of the next general meeting at which accounts are laid before the Company at a remuneration to be fixed by the Directors.

To transact any other ordinary business of an Annual General Meeting and as special business to consider the following Resolutions, Resolution 6 being proposed as an Ordinary Resolution and Resolutions 7, 8 and 9 as Special Resolutions:

Resolution 6

That, for the purposes of Section 80 of the Companies Act 1985, the Directors be and they are hereby generally and unconditionally authorised to exercise all the powers of the Company to allot relevant securities (within the meaning of the said Section 80) up to an aggregate nominal amount of £408,706 provided that this authority shall expire at the conclusion of the next Annual General Meeting of the Company or the date falling 15 months after the passing of this Resolution, whichever is the earlier, except that the Company may before the expiry of such period make an offer or agreement which would or might require relevant securities to be allotted after the expiry of such period and the Directors may allot relevant securities in pursuance of any such offer or agreement as if the authority conferred hereby had not expired, this authority to replace any existing like authority which is hereby revoked with immediate effect.

Resolution 7

That, subject to the passing of the preceding Resolution, the Directors be and they are hereby empowered pursuant to Section 95 of the Companies Act 1985 to allot equity securities (as defined in Section 94 of the said Act) pursuant to the authority conferred upon them by the preceding Resolution as if Section 89(1) of the said Act did not apply to any such allotment provided that the power conferred by this Resolution shall be limited:

- (a) to the allotment of equity securities in connection with a rights issue in favour of ordinary shareholders where the equity securities respectively attributable to the interests of all such shareholders are proportionate (as nearly as may be) to the respective number of ordinary shares held by them subject only to such exclusions or other arrangements as the Directors may consider appropriate to deal with fractional entitlements or legal and practical difficulties under the laws of, or the requirements of any recognised regulatory body in, any territory; and
- (b) to the allotment (otherwise than pursuant to sub-paragraph (a) above) of equity securities up to an aggregate nominal amount of £61,306

and shall expire at the conclusion of the next Annual General Meeting of the Company or the date falling 15 months after the passing of this Resolution, whichever is the earlier, unless renewed or extended prior to or at such meeting except that the Company may before the expiry of any power contained in this Resolution 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.

Resolution 8

That the Company is hereby generally and unconditionally authorised to make market purchases (within the meaning of Section 163 of the Companies Act 1985) of ordinary shares of 5p each in the capital of the Company ("ordinary shares") provided that:

- (a) the maximum aggregate number of ordinary shares authorised to be purchased is 2,452,236 representing 10 per cent of the issued share capital of the Company;
- (b) the maximum price which may be paid for an ordinary share excluding expenses is not more than 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 ten business days immediately preceding the day on which that ordinary share is purchased;
- (c) the minimum price which may be paid for an ordinary share excluding expenses is 5p per share;
- (d) the authority hereby conferred shall expire at the conclusion of the next Annual General Meeting of the Company or the date falling 15 months after the passing of this Resolution, whichever is the earlier, unless such authority is renewed or revoked prior to such time; and
- (e) the Company may make a contract to purchase ordinary shares under the authority hereby conferred prior to the expiry of such authority which will or may be executed wholly or partly after the expiry of such authority, and may make a purchase of ordinary shares in pursuance of any such contract.

Resolution 9

That the Articles of Association of the Company be amended as follows:

9.1 by inserting the following new definitions and wording in Article 1:

“**Company**’ means Electronic Data Processing Public Limited Company”

“**electronic form**’ has the same meaning as in the 2006 Act”

“**electronic**’ has the same meaning as in the 2006 Act”

“**Member**’ means in relation to any share the person (or persons) whose name is entered in the Register as the holder of that share”

“**Regulations**’ means the Uncertificated Securities Regulations 2001”

“**relevant system**’ means a computer-based system, and procedures, which enable title to units of a security to be evidenced and transferred without a written instrument, pursuant to the Uncertificated Securities Regulations 2001 or any relevant regulations made pursuant to the 2006 Act”

“**UKLA**’ means the UK Listing Authority”

“Any reference in these Articles to any statute or statutory provision includes a reference to any modification or re-enactment of it for the time being in force”

“Any reference to an uncertificated share, or to a share being held in uncertificated form, means a share title to which may be transferred by means of a relevant system, and any reference to a certificated share means any share other than an uncertificated share”

9.2 by deleting Article 2 and replacing with the following:

“None of the regulations in Table A in the Schedule to the Companies (Tables A to F) Regulations 1985 (or any amendments thereto) shall apply to the Company.”

9.3 by deleting Article 3 and replacing with the following:

“SHARE CAPITAL

The share capital of the Company at the date of adoption of this Article is £1,750,000 divided into 35,000,000 ordinary shares of 5p each.”

9.4 by deleting Articles 32 to 37 and replacing with the following:

“UNCERTIFICATED SHARES

32 GENERAL POWERS

- (A) The Board may permit any class of shares to be held in uncertificated form and to be transferred by means of a relevant system and may revoke any such permission. In relation to any share which is for the time being held in uncertificated form:
- (i) the Company may utilise the relevant system in which it is held to the fullest extent available from time to time in the exercise of any of its powers or functions under the Statutes, the Regulations or these Articles or otherwise in effecting any actions and the Board may from time to time determine the manner in which such powers, functions and actions shall be so exercised or effected;
 - (ii) any provision in these Articles which is inconsistent with:
 - (1) the holding or transfer of that share in the manner prescribed or permitted by the Statutes or the Regulations;
 - (2) any other provision of the Statutes or the Regulations relating to shares held in uncertificated form; or
 - (3) the exercise of any powers or functions by the Company or the effecting by the Company of any actions by means of a relevant system,shall not apply;
 - (iii) the Company may, by notice to the holder of that share, require the holder to change the form of such share to certificated form within such period as may be specified in the notice;
 - (iv) the Company may require that share to be converted into certificated form in accordance with the Statutes or the Regulations; and
 - (v) the Company shall not issue a certificate.
- (B) The Company may, by notice to the holder of any share in certificated form, direct that the form of such share may not be changed to uncertificated form for a period specified in such notice.
- (C) For the purpose of effecting any action by the Company, the Board may determine that shares held by a person in uncertificated form shall be treated as a separate holding from shares held by that person in certificated form but shares of a class held by a person in uncertificated form shall not be treated as a separate class from shares of that class held by that person in certificated form.

TRANSFERS OF SHARES

33 RIGHT TO TRANSFER SHARES

Subject to the restrictions in these Articles, a Member may transfer all or any of his shares in any manner which is permitted by the Statutes and the Regulations and is from time to time approved by the Board.

34 TRANSFERS OF UNCERTIFICATED SHARES

The Company shall maintain a record of uncertificated shares in accordance with the Statutes and the Regulations.

35 TRANSFERS OF CERTIFICATED SHARES

- (A) An instrument of transfer of a certificated share may be in any usual form or in any other form which the Board may approve and shall be signed by or on behalf of the transferor and (except in the case of a fully paid share) by or on behalf of the transferee.
- (B) The Board may, in its absolute discretion, refuse to register any instrument of transfer of a certificated share:
- (1) which is not fully paid up but, in the case of a class of shares which has been admitted to official listing by the UKLA, not so as to prevent dealings in those shares from taking place on an open and proper basis; or
 - (2) on which the Company has a lien.

- (C) The Board may also refuse to register any instrument of transfer of a certificated share unless it is:
 - (1) left at the office, or at such other place as the Board may decide, for registration;
 - (2) accompanied by the certificate for the shares to be transferred and such other evidence (if any) as the Board may reasonably require to prove the title of the intending transferor or his right to transfer the shares; and
 - (3) in respect of only one class of shares.
- (D) All instruments of transfer which are registered may be retained by the Company, but any instrument of transfer which the Board refuses to register shall (except in any case where fraud or any other crime involving dishonesty is suspected in relation to such transfer) be returned to the person presenting it.

36 OTHER PROVISIONS RELATING TO TRANSFERS

- (A) No fee shall be charged for registration of a transfer or other document or instruction relating to or affecting the title to any share.
- (B) The transferor shall be deemed to remain the holder of the share until the name of the transferee is entered in the Register in respect of the share.
- (C) Nothing in these Articles shall preclude the Board from recognising a renunciation of the allotment of any share by the allottee in favour of some other person.
- (D) The registration of the transfer of any shares or of any class of shares may be suspended at such times and for such periods (not exceeding 30 days in any year) as the Board may decide, except that the registration of the transfer of any shares or class of shares which are for the time being uncertificated shares may only be suspended as permitted by the Statutes and the Regulations.
- (E) Unless otherwise agreed by the Board in any particular case, the maximum number of persons who may be entered on the register as joint holders of a share is four.

37 NOTICE OF REFUSAL

If the Board refuses to register a transfer of a certificated share it shall, as soon as practicable and in any event within two months after the date on which the instrument of transfer was lodged, give to the transferee notice of the refusal. The Board shall provide the transferee with such further information about the reasons for the refusal as the transferee may reasonably request.”

9.5 by inserting a new Article 40A as follows:

“DISCLOSURE OF INTERESTS IN SHARES

- (A) This Article applies where the Company gives to the holder of a share or to any person appearing to be interested in a share a notice requiring any of the information mentioned in section 793 of the 2006 Act (a section 793 notice).
- (B) If a section 793 notice is given by the Company to a person appearing to be interested in any share, a copy shall at the same time be given to the holder, but the accidental omission to do so or the non-receipt of the copy by the holder shall not prejudice the operation of the following provisions of this Article.
- (C) If the holder of, or any person appearing to be interested in, any share has been given a section 793 notice and, in respect of that share (a “default share”), has been in default for a period of 14 days after the section 793 notice has been given in supplying to the Company the information required by the section 793 notice, the restrictions referred to below shall apply. Those restrictions shall continue for a period specified by the Board, being a period ending not more than seven days after the earlier of:
 - (i) the Company being notified that the default shares have been sold pursuant to an exempt transfer; or
 - (ii) due compliance, to the satisfaction of the Board, with the section 793 notice.

The Board may waive these restrictions, in whole or in part, at any time.

- (D) The restrictions referred to above are as follows:
 - (i) if the default shares in which any one person is interested or appears to the Company to be interested represent less than 0.25% of the issued shares of the class, the holders of the default shares shall not be entitled, in respect of those shares, to attend or to vote, either personally or by proxy, at any general meeting of the Company; or

- (ii) if the default shares in which any one person is interested or appears to the Company to be interested represent at least 0.25% of the issued shares of the class, the holders of the default shares shall not be entitled, in respect of those shares:
 - (1) to attend or to vote, either personally or by proxy, at any general meeting of the Company; or
 - (2) to receive any dividend or other distribution; or
 - (3) to transfer or agree to transfer any of those shares or any rights in them.

The restrictions in sub-paragraphs (i) and (ii) above shall not prejudice the right of either the Member holding the default shares or, if different, any person having a power of sale over those shares to sell or agree to sell those shares under an exempt transfer.

- (E) If any dividend or other distribution is withheld under paragraph (d)(ii) above, the Member shall be entitled to receive it as soon as practicable after the restriction ceases to apply.
- (F) If, while any of the restrictions referred to above apply to a share, another share is allotted in right of it (or in right of any share to which this paragraph applies), the same restrictions shall apply to that other share as if it were a default share. For this purpose, shares which the Company allots, or procures to be offered, pro rata (disregarding fractional entitlements and shares not offered to certain Members by reason of legal or practical problems associated with issuing or offering shares outside the United Kingdom) to holders of shares of the same class as the default share shall be treated as shares allotted in right of existing shares from the date on which the allotment is unconditional or, in the case of shares so offered, the date of the acceptance of the offer.
- G) For the purposes of this Article:
 - (i) an exempt transfer in relation to any share is a transfer pursuant to:
 - (1) a sale of the share on a regulated market operated by a recognised investment exchange in the United Kingdom or on any stock exchange outside the United Kingdom on which shares of that class are listed or normally traded; or
 - (2) a sale of the whole beneficial interest in the share to a person whom the Board is satisfied is unconnected with the existing holder or with any other person appearing to be interested in the share; or
 - (3) acceptance of a takeover offer (as defined for the purposes of Part 28 of the 2006 Act);
 - (ii) the percentage of the issued shares of a class represented by a particular holding shall be calculated by reference to the shares in issue at the time when the section 793 notice is given; and
 - (iii) a person shall be treated as appearing to be interested in any share if the Company has given to the Member holding such share a section 793 notice and either (i) the Member has named the person as being interested in the share or (ii) (after taking into account any response to any section 793 notice and any other relevant information) the Company knows or has reasonable cause to believe that the person in question is or may be interested in the share.
- H) The Company may exercise any of its powers under Article 32 in respect of any default shares in uncertificated form.
- (I) The provisions of this Article are without prejudice to the provisions of section 794 of the 2006 Act and, in particular, the Company may apply to the court under section 794(1) whether or not these provisions apply or have been applied.”

9.6 by deleting the following wording from Article 41:

“Pursuant to section 61 of the 1985 Act”

9.7 by deleting the following wording from Article 42:

“Pursuant to section 61 of the 1985 Act”

9.8 deleting the first sentence of Article 54 and replacing with the following:

“An annual general meeting shall be called by at least twenty one days’ notice in writing and all other general meetings shall be called by at least fourteen days’ notice in writing.”

9.9 by deleting the wording “to attend and, on a poll, vote instead of him” in Article 56 and replacing with the following:

“to exercise all or any of his rights to attend and to speak and to vote (both on a show of hands and on a poll) at the meeting”

9.10 by inserting the wording “or by proxy” in the second line of Article 73 (A) after the wording “every Member present in person”

9.11 by deleting the wording “in nominal amount of the shares” in the fourth line of Article 73A and replacing with the following:

“share”

9.12 by deleting Article 77 and replacing with the following:

“The instrument appointing a proxy, together with the power of attorney (if any) under which it is signed, or a notarially certified copy thereof, shall be deposited at the Office or at such other place within the United Kingdom as is specified for that purpose in any instrument of proxy sent by the Company in relation to the meeting:

(A) not less than forty-eight hours before the time for holding the meeting or adjourned meeting at which the person named in such instrument proposes to vote; or

(B) (in the case of a poll to be taken more than forty-eight hours after it was demanded) not less than twenty-four hours before the time appointed for the taking of the poll; or

(C) (in the case of a poll not taken forthwith but to be taken not more than forty-eight hours after it was demanded) at or immediately before the meeting or adjourned meeting at which the poll is to be taken and in such a case the specified place for deposit shall be the place of such meeting and the instrument and other items referred to above shall be delivered in hard copy to the Chairman or any Director or any person nominated by the Chairman

and in default of the above such instrument shall not be treated as valid.”

9.13 by inserting the following Articles 98 (C) (vi) and Articles 98 (C) (vii):

(vi) indemnification (including loans made in connection with it) by the Company in relation to the performance of his duties on behalf of the Company or of any of its subsidiary undertakings;

(vii) the purchase or maintenance of insurance for the benefit of Directors or for the benefit of persons including Directors.”

9.14 by deleting Article 146 and replacing with the following:

“Save to the extent that the Company may be permitted by the Statutes and the UKLA to send to Members summary financial statements, a printed copy of every profit and loss account and balance sheet (including every document required by law to be annexed thereto) which is to be laid before the Company in general meeting and of the Directors’ and Auditor’s reports and the Directors’ remuneration report shall, at least twenty-one days prior to the meeting, be delivered or sent by post to every Member and to every debenture holder of the Company of whose address the Company is aware, or, in the case of joint holders of any share or debenture, to one of the joint holders; and any Member or holder of debentures to whom a copy of the documents referred to in this Article has not been sent shall be entitled to receive a copy free of charge on application at The Office. To the extent permitted by the Statutes and the UKLA, the Board may instead decide to deliver, send or make available such documents to a Member electronically or by any other data transmission process including, without limitation, by making such documents available on a website. Whenever listing on the Official List of the UKLA for all or any of the shares or debentures of the Company shall for the time being be in force there shall be forwarded to the appropriate officer of the UKLA such number of copies of such documents as may for the time being be required under its regulation and practice.”

9.15 by deleting Articles 152 to 156 and replacing with the following:

“COMMUNICATIONS

152 COMMUNICATIONS TO THE COMPANY

Subject to the Statutes and except where otherwise expressly stated,

(A) any document or information to be sent or supplied to the Company (whether or not such document or information is required or authorised under the Statutes) shall be in hard copy form or, subject to paragraph (B) below, be sent or supplied in electronic form or by means of a website.

- (B) any document or information may be given to the Company in electronic form only if it is given in such form and manner and to such address as may have been specified by the Board from time to time for the receipt of documents in electronic form. The Board may prescribe such procedures as it thinks fit for verifying the authenticity or integrity of any such document or information given to it in electronic form.

153 COMMUNICATIONS BY THE COMPANY

A document or information may be sent or supplied in hard copy form by the Company to any Member either personally or by sending or supplying it by post addressed to the Member at his registered address or by leaving it at that address. Subject to the Statutes, a document or information may be sent or supplied by the Company to any Member in electronic form to such address as may from time to time be authorised by the Member concerned or by making it available on a website and notifying the Member concerned in accordance with the Statutes that it has been made available. A Member shall be deemed to have agreed that the Company may send or supply a document or information by means of a website if the conditions set out in the Statutes have been satisfied.

154 COMMUNICATION TO JOINT HOLDERS

In the case of joint holders of a share, any document or information sent or supplied by the Company in any manner permitted by these Articles to the joint holder who is named first in the register in respect of the joint holding shall be deemed to be given to all other holders of the share.

155 WHEN REGISTERED ADDRESS NOT IN THE UNITED KINGDOM

A Member whose registered address is not within the United Kingdom shall not be entitled to receive any notice from the Company unless:

- (A) the Company is able, in accordance with the Statutes, to send notice to him by electronic means; or
(B) he gives to the Company a postal address within the United Kingdom at which notices may be given to him.

156 WHEN COMMUNICATION IS DEEMED RECEIVED

Any document or information:

- (A) if sent by first class post, shall be deemed to have been received on the day following that on which the envelope containing it is put into the post or, if sent by second class post, shall be deemed to have been received on the second day following that on which the envelope containing it is put into the post and in proving that a document or information has been received it shall be sufficient to prove that the letter, envelope or wrapper containing the document or information was properly addressed, prepaid and put into the post.
- (B) not sent by post but left at a registered address or address at which a document or information may be received shall be deemed to have been received on the day it was so left.
- (C) if sent or supplied by electronic means, shall be deemed to have been received on the day following that on which the document or information was sent or supplied by or on behalf of the Company. If the Company receives a delivery failure notification following a communication by electronic means the Company shall send or supply the document or information in hard copy or electronic form (but not by electronic means) to the Member either personally or by post addressed to the Member at his registered address or by leaving it at that address. This shall not affect when the document or information was deemed to be received in accordance with this Article 156(C).
- (D) if sent or supplied by means of a website, shall be deemed to have been received;
- (i) when the material was first made available on the website; or
(ii) if later, when the recipient was deemed to have received notice of the fact that the material was available on the website.
- (E) A Member present, either in person or by proxy, at any meeting of the Company or class of Members of the Company shall be deemed to have received notice of the meeting and, where requisite, of the purposes for which the meeting was convened.
- (F) Every person who becomes entitled to a share shall be bound by every notice (other than a notice in accordance with section 793 of the 2006 Act) in respect of that share which before his name is entered in the register was given to the person from whom he derives his title to the share.

156A RECORD DATE FOR COMMUNICATION

For the purposes of giving notices of meetings, or of sending or supplying other documents or other information whether under section 310(1) of the 2006 Act, any other Statute, a provision in these Articles or any other instrument, the Company may determine that the persons entitled to receive such notices, documents or other information are those persons entitled on the Register at the close of business on a day determined by it. The day determined by the Company may not be more than 15 days before the day that the notice of the meeting, document or other information is given.

156B COMMUNICATION TO PERSON ENTITLED BY TRANSMISSION

Where a person is entitled by transmission to a share, any notice or other communication may be given to him at such address in the United Kingdom as he shall have provided for the purpose. Any notice or other communication given to any Member pursuant to these Articles shall, notwithstanding that the Member is then dead or bankrupt or that any other event giving rise to the transmission of the share by operation of law has occurred and whether or not the Company has notice of the death, bankruptcy or other event, be deemed to have been properly given in respect of any share registered in the name of that Member as sole or joint holder.”

9.16 by deleting Article 161 and replacing with the following:

“INDEMNITY AND INSURANCE

- (A) Subject to paragraph (B), a relevant Director of the Company or an associated company may be indemnified out of the Company’s assets against:
- (i) any liability incurred by that Director in connection with any negligence, default, breach of duty or breach of trust in relation to the Company or an associated company;
 - (ii) any liability incurred by that Director in connection with the activities of the Company or an associated company in its capacity as a trustee of an occupational pension scheme (as defined in section 235(6) of the Companies Act 2006); and
 - (iii) any other liability incurred by that Director as an officer of the Company or an associated company.
- (B) This Article does not authorise any indemnity which would be prohibited or rendered void by any provision of the Statutes or by any other provision of law.
- (C) The directors may decide to purchase and maintain insurance, at the expense of the company, for the benefit of any relevant Director in respect of any relevant loss.
- (D) In this Article:
- (i) a “relevant Director” means any Director or former Director of the Company or an associated company,
 - (ii) a “relevant loss” means any loss or liability which has been or may be incurred by a relevant Director in connection with that Director’s duties or powers in relation to the Company, any associated company or any pension fund or employees’ share scheme of the Company or associated company, and
 - (iii) companies are associated if one is a subsidiary of the other or both are subsidiaries of the same body corporate.”

By order of the Board
J. H. Wassell
Secretary

17 February 2009

REGISTERED OFFICE
Beauchief Hall
Beauchief
Sheffield
S8 7BA

Notes

1. A form of proxy is enclosed for use by shareholders and, if appropriate, must be deposited with the Company's registrars, Capita Registrars, Proxy Department, The Registry, 34 Beckenham Road, Beckenham, Kent BR3 4TU not less than 48 hours before the time of the Annual General Meeting ("AGM"). Appointment of a proxy does not preclude a shareholder from attending the AGM and voting in person.
2. A member entitled to attend and vote at the AGM may appoint one or more proxies (who need not be a member of the Company) to attend and to speak and to vote on his or her behalf whether by show of hands or on a poll. A member can appoint more than one proxy in relation to the meeting, provided that each proxy is appointed to exercise the rights attaching to different shares held by him. In order to be valid an appointment of proxy (together with any authority under which it is executed or a copy of the authority certified notarially) must be returned to the Company's registrars, Capita Registrars, Proxy Department, The Registry, 34 Beckenham Road, Beckenham, Kent BR3 4TU not less than 48 hours before the time of the meeting.
3. The right to appoint a proxy does not apply to persons whose shares are held on their behalf by another person and who have been nominated to receive communication from the Company in accordance with Section 146 of the Companies Act 2006 ("nominated persons"). Nominated persons may have a right under an agreement with the registered shareholder who holds shares on their behalf to be appointed (or to have someone else appointed) as a proxy. Alternatively, if nominated persons do not have such a right, or do not wish to exercise it, they may have a right under such an agreement to give instructions to the person holding the shares as to the exercise of voting rights.
4. 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.
5. Pursuant to Regulation 41 of the Uncertificated Securities Regulations 2001, in order to be able to attend and vote at the AGM or any adjourned meeting (and also for the purpose of calculating how many votes a person may cast), a person must have his/her name entered on the register of members of the Company by 12 noon on 15 March 2009 (or 48 hours before any adjourned meeting). Changes to entries on the register of members after this time shall be disregarded in determining the rights of any person to attend or vote at the meeting.
6. Biographical details of the Director who is standing for re-election are shown on page 9 of the Annual Report and Accounts 2008.
7. The issued share capital of the Company as at 16 February 2009 was 24,522,362 ordinary shares, carrying one vote each. The Company does not hold any shares in treasury and therefore the total number of voting rights in the Company on 16 February 2009 was 24,522,362.
8. Copies of the executive Directors' contracts of service are available for inspection at the Registered Office of the Company during usual business hours, and will also be available for inspection at the AGM from 11.45 a.m. until the conclusion of the AGM.