

**THIS DOCUMENT IS IMPORTANT and requires your immediate attention. If you are in any doubt about its contents or the action you should take you are recommended to seek your own personal financial advice from your stockbroker or other independent professional adviser who, if you are taking advice in the United Kingdom, is authorised under the Financial Services and Markets Act 2000.**

**If you have sold or transferred all your shares in London Stock Exchange Group plc, please forward this document together with the accompanying documents to the purchaser or transferee, or to the stockbroker, bank or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.**



**London**  
Stock Exchange Group

10 Paternoster Square  
London EC4M 7LS  
Telephone +44 (0)20 7797 1000  
[www.londonstockexchange.com](http://www.londonstockexchange.com)

3 June 2009

Dear Shareholder,

### **Annual General Meeting 2009**

I am pleased to send you details of the Annual General Meeting (the “*AGM*”) of London Stock Exchange Group plc (the “*Company*”) together with the Annual Report and Accounts for the year ended 31 March 2009.

The AGM will be held on 15 July 2009 at Plaisterers’ Hall, One London Wall, London EC2Y 5JU and will start at 12.00 noon. Shareholder registration will be available from 11.00 a.m. Due to security measures we suggest you leave a little extra time to register. **A map showing how to get to Plaisterers’ Hall is set out on the reverse side of my letter.**

The following documentation is enclosed with this letter:

- Notice of AGM that sets out the details of the Resolutions to be proposed at the AGM;
- Annual Report and Accounts;
- Pink Form of Proxy (and prepaid envelope);
- Blue AGM Shareholder Admission Card (please bring this with you to the meeting);
- Letter in respect of Shareholder Electronic Communications; and
- Yellow Shareholder Electronic Communications Form.

### **Resolution 1**

Shareholders are being asked to receive the Report and Accounts for the year ended 31 March 2009.

### **Resolution 2**

Shareholders are being asked to approve a final dividend of 16 pence per ordinary share. If you approve the final dividend, it will be paid on 17 August 2009 to all Shareholders on the register at the close of business on the Record Date, which is expected to be 24 July 2009.

### **Resolution 3**

Shareholders are being asked to approve the Report of the Remuneration Committee for the year ended 31 March 2009, as set out on pages 40 to 48 of the Report and Accounts.

### **Resolution 4**

Xavier Rolet was appointed as a Director since the last AGM and Resolution 4 proposes his re-appointment as required by the Company’s Articles of Association.

## **Resolutions 5 to 8**

Pursuant to the Company's Articles of Association, at least one third of the Directors are required to retire by rotation each year. Accordingly, Resolutions 5 to 8 seek your approval to re-elect Baroness Janet Cohen, Robert Webb, Paolo Scaroni and Andrea Munari respectively as Directors of the Company.

Biographies of the Directors seeking election or re-election are set out in Appendix 1 to this document. All of the Directors offering themselves for election or re-election have wide business knowledge and all bring valuable skills and experience to the Board. Following formal performance evaluation each of these Directors continues to be effective and to demonstrate commitment to the role, including commitment of time for board and committee meetings and any other duties. The Board is content that each Non-Executive Director offering themselves for election or re-election is independent in character and there are no relationships or circumstances which are likely to affect their character or judgement.

## **Resolution 9**

Resolution 9 seeks your approval to re-appoint PricewaterhouseCoopers LLP as auditors of the Company, to hold office until the conclusion of the next AGM of the Company at which accounts are laid before the Company.

## **Resolution 10**

Shareholders are being asked to authorise the Directors to determine PricewaterhouseCoopers LLP's remuneration as auditors.

## **Resolution 11**

The Company seeks your approval to increase the authorised ordinary share capital of the Company from £24,215,116 to £31,133,721 by the creation of an additional 100,000,000 of ordinary shares of  $6\frac{7}{8}$  pence each. On 1 June 2009 (the latest practicable date prior to the printing of this document) 270,518,518 ordinary shares were in issue or reserved for issue pursuant to the exercise of options granted under the Company's employee share plans. The additional shares, which represent an increase of approximately 29 per cent. in ordinary share capital, will give the Company an appropriate level of authorised but unissued share capital to meet its requirements for the foreseeable future. The Directors may allot additional ordinary shares only with the authority of shareholders. Please note that with effect from 1 October 2009 the requirement for a company to have a limit on authorised share capital has been abolished by the Companies Act 2006 (the "*2006 Act*"). This change will be implemented by Resolution 15, however the Directors will continue to be able to allot additional ordinary shares only with the authority of shareholders.

## **Resolution 12**

The authority conferred on the Directors at last year's AGM to allot the authorised but unissued share capital of the Company expires on the date of the forthcoming AGM. Paragraph (A) of Resolution 12 will, if passed, authorise the Directors to allot the Company's unissued shares up to a maximum nominal amount of £6,200,000. This amount represents 33.1 per cent. of the Company's authorised and issued ordinary share capital (excluding treasury shares) as at 1 June 2009 the latest practicable date before publication of this document. Paragraph (B) of Resolution 12 authorises the Directors to allot, including the relevant securities referred to in paragraph (A) of Resolution 12, further of the Company's unissued shares up to an aggregate nominal amount of £12,400,000 in connection with a pre-emptive offer to existing shareholders by way of a rights issue (with exclusions to deal with fractional entitlements to shares and overseas shareholders to whom the rights issue cannot be made due to legal and practical problems). This is in accordance with the most recent guidance on Directors' powers to allot shares published by the Association of British Insurers on 31 December 2008.

This authority will expire on the conclusion of the AGM of the Company next year. The board has no present intention to exercise this authority.

## **Resolution 13**

Resolution 13, which will be proposed as a special Resolution, seeks to renew the authority conferred on the Directors at last year's AGM to either issue equity securities of the Company for cash or sell treasury shares for cash without application of the pre-emption rights pursuant to section 89 of the Companies Act

1985 (the “1985 Act”). Other than in connection with a rights, scrip dividend, or other similar issue, the authority contained in this Resolution will be limited to an aggregate nominal value of £930,000 which represents 5 per cent. of the issued ordinary share capital (excluding treasury shares) of the Company as at 1 June 2009. This authority will expire at the conclusion of the AGM in 2010 (or if earlier, on the close of business on 15 October 2010).

In accordance with the Pre-emption Group’s Statement of Principles, the board confirms its intention that no more than 7.5 per cent. of the issued share capital (excluding treasury shares) will be issued for cash on a non pre-emptive basis during any rolling three year period.

A sale of treasury shares will be treated as an issue of shares for the purposes of this Resolution.

The Directors have no present intention of exercising this authority.

#### **Resolution 14**

This Resolution replaces the authority given at the AGM of the Company held on 9 July 2008 for the Company to make market purchases of its own ordinary shares (within the meaning of Section 163(3) of the 1985 Act). The terms of the authority are set out in the Resolution. Approval of the Resolution would enable the Company to purchase up to a maximum of 27,000,000 ordinary shares of 6<sup>79</sup>/<sub>86</sub> pence each in the capital of the Company (representing 10 per cent. of the issued ordinary share capital of the Company as at 1 June 2009, the latest practicable date before publication of this document). This authority will expire at the conclusion of the AGM of the Company to be held in 2010. The price per ordinary share that the Company may pay is set at a minimum amount of the nominal value of each ordinary share and a maximum amount of the higher of: (i) five per cent. over the average of the previous five business days’ middle market prices and (ii) the higher of the price of the last independent trade of an ordinary share and the highest current independent bid for an ordinary share as derived from the London Stock Exchange Trading System (SETS).

The Directors have no present intention of making such purchases but consider it prudent to retain the ability to do so. The Directors will only exercise the authority if such exercise would in their opinion result in an increase in earnings per share and be in the best interests of the Company.

Any purchases of ordinary shares would be by means of market purchases through the London Stock Exchange’s markets and may be cancelled or held by the Company as treasury shares, within the limits allowed by law. The Directors may dispose of treasury shares in accordance with the requirements of the relevant legislation and the authority relating to rights of pre-emption granted by the shareholders in general meeting.

During financial year 2009, 5.9 million shares were purchased (2.2 per cent. of the issued ordinary share capital) for a total consideration of £51.5 million at an average price of 867 pence per share with the last purchases being made in September 2008. Shares purchased by the Company were subsequently cancelled. In November 2008 the Company announced that it had brought to an end its previously announced £500m share buyback programme.

The total number of ordinary shares which may be issued on the exercise of outstanding options as at 1 June 2009 is 5,788,466 which represents 2.14 per cent. of the issued ordinary share capital as at that date. If the Company were to purchase shares up to the maximum permitted by this Resolution the proportion of ordinary shares subject to outstanding options would represent 2.38 per cent. of the issued ordinary share capital (excluding treasury shares) as at 1 June 2009. There are no warrants outstanding.

#### **Resolution 15**

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 contains, among other things, the objects clause which sets out the scope of the activities the Company is authorised to undertake.

The 2006 Act significantly reduces the constitutional significance of a company’s Memorandum of Association. The 2006 Act provides that a Memorandum of Association will record only the names of subscribers and the number of shares each subscriber has agreed to take in the company. Under the 2006 Act the objects clause and all other provisions which are currently contained in a company’s Memorandum of Association, for existing companies at 1 October 2009, will be deemed to be contained in a company’s Articles of Association but the company can remove these provisions by special Resolution.

Further, the 2006 Act states that unless a company's Articles of Association 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 2006 Act, are to be treated as forming part of the Company's Articles of Association as of 1 October 2009. Resolution 15 confirms the removal of these provisions for the Company.

### **Resolution 16**

This Resolution is required to reflect the proposed implementation in August 2009 of the Shareholder Rights Directive. The regulation implementing this Directive will increase the notice period for general meetings of the Company to 21 days. The Company is currently able to call general meetings (other than an AGM) on 14 clear days' notice and would like to preserve this ability. In order to be able to do so after August 2009, shareholders must have approved the calling of meetings on 14 days' notice. Resolution 16 seeks such approval. The approval will be effective until the Company's next AGM, when it is intended that a similar Resolution will be proposed. The Company will also need to meet any applicable requirements for electronic voting under the Directive before it can call a general meeting on 14 days' notice.

### **What to do next**

I would ask you to complete the pink Form of Proxy, and return it in the prepaid envelope provided (no postage is required if posted within the UK) to the Company's Registrars, Equiniti, at Aspect House, Spencer Road, Lancing, West Sussex BN99 6ZL or fax it to Equiniti, at +44 (0)1903 698402 so as to arrive as soon as possible but in any event not later than 12.00 noon on 13 July 2009. Alternatively if you would prefer to appoint a proxy or proxies electronically, you may do so via the website run by Equiniti at [www.sharevote.co.uk](http://www.sharevote.co.uk) using the number provided on the pink Form of Proxy or, if you are a CREST member, by following the procedure explained in paragraph 6 of the Notes to the Notice of AGM. This will not prevent you from also attending the AGM and voting in person. Further details relating to voting by proxy are set out in the Notes to the Notice of AGM on pages 9 to 10 of this document.

### **Shareholder Helpline**

If you have any questions relating to the enclosed documents, please call our shareholder helpline on +44 (0)20 7797 3322. The helpline cannot give any financial advice.

### **Documents available for inspection**

The following documents are available for inspection at the registered office of the Company and at the offices of Freshfields Bruckhaus Deringer LLP, 65 Fleet Street, London EC4Y 1HS during usual business hours on any weekday (Saturdays and public holidays excepted) from 9.00 a.m. on 3 June 2009 until the conclusion of the AGM and will also be available for inspection at the AGM venue for at least 15 minutes prior to and during the meeting itself:

- a copy of the Company's Memorandum of Association and Company's Articles of Association; and
- copies of the service contracts or letters of appointment of the Directors of the Company.

### **Recommendation**

**The Directors believe that all the proposals to be considered at the AGM are in the best interests of the Company and Shareholders as a whole. Accordingly, the Directors unanimously recommend that you vote in favour of the proposed Resolutions at the AGM, as they intend to do in respect of their own beneficial holdings, totalling 784,391 ordinary shares and representing 0.29 per cent. of the issued ordinary share capital of the Company.**

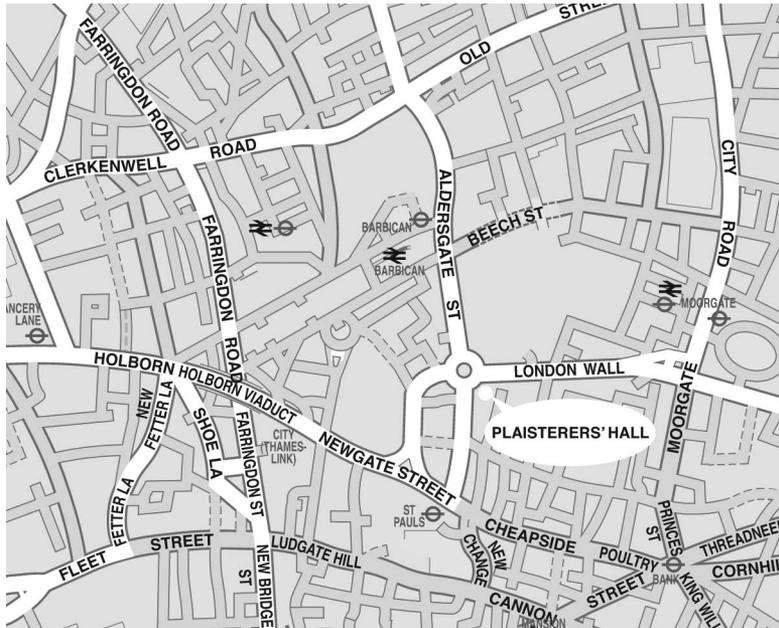
Yours sincerely



**Chris Gibson-Smith**  
*Chairman*

## Directions to Plaisterers' Hall

One London Wall  
London EC2Y 5JU



### Nearest Tube:

St Paul's

### Nearest Car Park:

Aldersgate Street Car Park  
158-170 Aldersgate Street  
London EC1A 4HR  
020 8256 1456

NOTICE IS HEREBY GIVEN that the 2009 Annual General Meeting of London Stock Exchange Group plc (the “*Company*”) will be held at Plaisterers’ Hall, One London Wall, London EC2Y 5JU on 15 July 2009 at 12.00 noon to transact the following business:

**Ordinary Resolutions**

**RESOLUTION 1**

To receive the accounts of the Company and the reports of the Directors and the auditors thereon for the year ended 31 March 2009.

**RESOLUTION 2**

To declare the final dividend for the year ended 31 March 2009 of 16 pence for each ordinary share in the capital of the Company.

**RESOLUTION 3**

To approve the Remuneration Report contained in the Report and Accounts for the year ended 31 March 2009.

**RESOLUTION 4**

To elect Xavier Rolet as a Director of the Company.

**RESOLUTION 5**

To re-elect Baroness Janet Cohen as a Director of the Company who retires by rotation and, being eligible, offers herself for re-election.

**RESOLUTION 6**

To re-elect Robert Webb as a Director of the Company who retires by rotation and, being eligible, offers himself for re-election.

**RESOLUTION 7**

To re-elect Paolo Scaroni as a Director of the Company who retires by rotation and, being eligible, offers himself for re-election.

**RESOLUTION 8**

To re-elect Andrea Munari as a Director of the Company who retires by rotation and, being eligible, offers himself for re-election.

**RESOLUTION 9**

To re-appoint PricewaterhouseCoopers LLP as auditors of the Company, to hold office until the conclusion of the next Annual General Meeting of the Company.

**RESOLUTION 10**

To authorise the Directors to determine PricewaterhouseCoopers LLP’s remuneration as auditors of the Company.

**RESOLUTION 11**

That the authorised share capital of the Company be increased to £31,133,721 by the creation of an additional 100,000,000 of ordinary shares of 6<sup>79</sup>/<sub>100</sub> pence each.

## **RESOLUTION 12**

- (a) That subject to the passing of Resolution numbered 11 in the notice of meeting the Directors be generally and unconditionally authorised pursuant to section 80 of the 1985 Act to:
- (i) allot relevant securities (as defined in the 1985 Act):
    - (A) up to an aggregate nominal amount of £6,200,000; and
    - (B) comprising equity securities (as defined in the 1985 Act) up to an aggregate nominal amount of £12,400,000 (including within such limit any shares issued under paragraph (A) above) in connection with an offer by way of a rights issue:
      - (I) to holders of ordinary shares in proportion (as nearly as may be practicable) to their existing holdings; and
      - (II) to people who are holders of other equity securities if this is required by the rights of those securities or, if the Directors consider it necessary, as permitted by the rights of those securities;
- 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;
- for a period expiring (unless previously renewed, varied or revoked by the Company in general meeting) at the end of the next Annual General Meeting of the Company after the date on which this Resolution is passed (or, if earlier, at the close of business on 15 October 2010); and
- (ii) make an offer or agreement which would or might require relevant securities to be allotted after expiry of this authority and the Directors may allot relevant securities in pursuance of that offer or agreement as if this authority had not expired;
- (b) that subject to paragraph (c), all existing authorities given to the Directors pursuant to section 80 be revoked by this Resolution; and
- (c) that paragraph (b) shall be without prejudice to the continuing authority of the Directors to allot relevant securities pursuant to an offer or agreement made by the Company before the expiry of the authority pursuant to which such offer or agreement was made.

## **Special Resolutions**

### **RESOLUTION 13**

That subject to the passing of Resolution numbered 12 in the notice of the meeting and in place of all existing powers the Directors be generally empowered pursuant to section 95 of the 1985 Act to allot equity securities (as defined in the 1985 Act) for cash, pursuant to the authority conferred by the resolution numbered 12 in the notice of the meeting as if section 89(1) of the 1985 Act did not apply to the allotment. This power:

- (a) expires (unless previously renewed, varied or revoked by the Company in general meeting) at the end of the next Annual General Meeting of the Company after the date on which this Resolution is passed (or, if earlier, at the close of business on 15 October 2010), but the Company may make an offer or agreement which would or might require equity securities to be allotted after expiry of this power and the Directors may allot equity securities in pursuance of that offer or agreement as if this power had not expired; and
- (b) shall be limited to the allotment of equity securities in connection with an offer of equity securities (but in the case of the authority granted under Resolution 12(a)(i)(B), by way of a rights issue only):
  - (i) to the holders of ordinary shares in proportion (as nearly as may be practicable) to their existing holdings; and
  - (ii) to people who are holders of other equity securities, if this is required by the rights of those securities or, if the Directors consider it necessary, as permitted by the rights of those securities,

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

- (c) in the case of the authority granted under Resolution 12(a)(i)(A) shall be limited to the allotment of equity securities for cash otherwise than pursuant to paragraph (b) up to an aggregate nominal amount of £930,000.

This power applies in relation to a sale of shares which is an allotment of equity securities by virtue of section 94(3A) of the 1985 Act as if in the first paragraph of this Resolution the words “pursuant to the authority conferred by the Resolution numbered 12 in the notice of the meeting” were omitted.

#### **RESOLUTION 14**

That, pursuant to Article 78 of the Company’s Articles of Association, the Company is generally and unconditionally authorised to make market purchases (within the meaning of Section 163(3) of the 1985 Act) of its own ordinary shares, provided that:

- (a) the maximum number of ordinary shares to be purchased is 27,000,000 ordinary shares in the capital of the Company;
- (b) the minimum price which may be paid for an ordinary share shall not be less than the nominal value of the ordinary shares at the time of purchase which amount shall be exclusive of expenses;
- (c) the maximum price which may be paid for an ordinary share is, in respect of an ordinary share contracted to be purchased on any day, the higher of:
  - (i) an amount (exclusive of expenses) equal to 105 per cent. of the average of the mid-market quotations for an ordinary share of the Company and derived from the Daily Official List of the London Stock Exchange for the five business days immediately preceding the day on which the ordinary share is contracted to be purchased; and
  - (ii) an amount equal to the higher of the price of the last independent trade of an ordinary share and the highest current independent bid for an ordinary share as derived from the London Stock Exchange Trading System (SETS);
- (d) the authority hereby conferred shall expire at the conclusion of the next AGM of the Company following the passing of this Resolution, unless such authority is renewed prior to such time; and
- (e) the Company may conclude 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 such expiry, and may make a purchase of ordinary shares in pursuance of any such contract as if the authority hereby conferred had not expired.

#### **RESOLUTION 15**

That with effect from 00.01 a.m. on 1 October 2009 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 2006 Act, are to be treated as provisions of the Company’s Articles of Association.

#### **RESOLUTION 16**

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  
Lisa Condron, Secretary  
3 June 2009

Registered Office:  
London Stock Exchange Group plc  
10 Paternoster Square  
London EC4M 7LS

## Notes to the Notice of Annual General Meeting

1. A shareholder entitled to attend and vote at the Annual General Meeting is entitled to appoint one or more proxies (who need not be a member of the Company) to exercise all of his or her rights to attend and to speak and vote at a meeting of the Company provided that each proxy is appointed to exercise the rights attached to a different share or shares held by him. A pink Form of Proxy is enclosed with this Notice of Annual General Meeting for use at the Annual General Meeting.

**2. To be valid, a Form of Proxy, duly completed, signed or sealed (as appropriate) and dated, together with any power of attorney or other authority (if any) under which it is signed or a notarially certified copy thereof, must be returned to the Company's Registrars, Equiniti, at Aspect House, Spencer Road, Lancing, West Sussex BN99 6DA or faxed to Equiniti at +44 (0)1903 698402 so as to arrive not later than 12.00 noon on 13 July 2009 or not less than 48 hours before the time of any adjourned meeting or the taking of a poll at which the person named in the Form of Proxy proposes to vote.**

3. The Form of Proxy must be executed by the shareholder or his or her attorney duly authorised in writing and (in the case of an individual) must be signed by the individual or his or her attorney duly authorised in writing or (in the case of a corporation) either executed under its common seal or signed on its behalf by a duly authorised officer or attorney of the corporation.

4. In the case of joint registered holders, the signature of one holder will be accepted and the vote of the senior holder who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the votes of the other joint holders. For this purpose, seniority will be determined by the order in which the names stand on the register of shareholders of the Company in respect of the relevant joint holding.

5. Alternatively a shareholder may appoint a proxy or proxies electronically either via the website run by Equiniti at [www.sharevote.co.uk](http://www.sharevote.co.uk) using the number provided on the pink Form of Proxy or, if such shareholder is a CREST member, by using the procedure described in paragraph 6 below.

6. CREST members who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service may do so for the AGM and 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 Euroclear's specifications and must contain the information required for such instructions, as described in the CREST Manual. The message, regardless of whether it constitutes 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 the issuer's agent (ID RA19) by the latest time(s) for receipt of proxy appointments specified in the notice of meeting. For this purpose, the time of receipt will be taken to be the time (as determined by the timestamp applied to the message by the CREST Applications 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.

CREST members and, where applicable, their CREST sponsors or voting service providers should note that Euroclear 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 member or sponsored member or has appointed a voting service provider(s), 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 service providers are referred, in particular, to those sections of the CREST Manual concerning practical limitations of the CREST system and timings.

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.

7. In order to facilitate voting by corporate representatives at the Annual General Meeting, arrangements will be put in place at the Annual General Meeting so that (i) if a corporate shareholder has appointed the Chairman of the Annual General 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 Annual General 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 Annual General Meeting but the corporate shareholder has not appointed the Chairman of the Annual General 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](http://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. Corporate representatives who have been appointed to attend the Annual General Meeting are asked to register with the staff of the Company's Registrars, Equiniti, present at the Annual General Meeting as early as possible prior to the beginning of the Annual General Meeting in order to assist them with administration of the voting process set out above.

8. The Company pursuant to Regulation 41 of the Uncertificated Securities Regulations 2001 specifies that only those shareholders registered on the register of shareholders of the Company as of 6.00 p.m. on 13 July 2009 or, in the event that the Annual General Meeting is adjourned, on the register of shareholders by 6.00 p.m. two days before the time of the adjourned meeting(s), shall be entitled to attend and vote in respect of the shareholding registered in their name at the relevant time. Changes to entries on the register of shareholders after 6.00 p.m. on 13 July 2009, or in the event that the Annual General Meeting is adjourned, as at 6.00 p.m. on the day which is two days prior to the adjourned meeting(s), shall be disregarded in determining the rights of any person to attend or vote at the Annual General Meeting.

9. Save as provided above, any communication with the Company in relation to the Annual General Meeting, including in relation to proxies, should be sent to the Company's Registrars, Equiniti, at Aspect House, Spencer Road, Lancing, West Sussex BN99 6ZL or faxed to Equiniti, at +44 (0)1903 698402. No other means of communication will be accepted. In particular, you may not use any electronic address provided either in this Notice or in any related documents (including the Chairman's Statement, the Annual Report 2009, the Form of Proxy, the AGM Shareholder Admission Card, the letter in respect of Electronic Communications and the Shareholder Communications Electronic Form) to communicate with the Company for any purposes other than those expressly stated.

10. Any person to whom this notice is sent who is a person nominated under section 146 of the Companies Act 2006 (the "2006 Act") to enjoy information rights (a "Nominated Person") may have a right, under an agreement between him and the shareholder by whom he was nominated, 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 may, under any such agreement, have a right to give instructions to the shareholder as to the exercise of voting rights.

11. The statement of the rights of shareholders in relation to the appointment of proxies in paragraphs 1 to 7 above does not apply to Nominated Persons. The rights described in those paragraphs can only be exercised by shareholders of the Company.

12. As at 1 June 2009 (being the last practicable date prior to the publication of this document) the Company's issued share capital consists of 270,518,518 ordinary shares of  $6\frac{7}{8}$  pence each, carrying one vote each. Therefore, the total voting rights in the Company as at 1 June 2009 are 270,518,518.

13. Shareholders may 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 last Annual General Meeting that the members propose to raise at the Annual General Meeting, pursuant to requests under section 527 of the 2006 Act. 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 2006 Act. Where the Company is required to place a statement on a website under section 527 of the 2006 Act, 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 2006 Act to publish on a website.

## Appendix 1

### Biographies of the Directors seeking election or re-election

#### **Xavier Rolet, 49**

Xavier Rolet joined the Board as a Director on 16 March 2009 and became Chief Executive on 20 May 2009. Between 2000 and 2008 he was a senior executive at Lehman Brothers and, most recently, CEO of Lehman in France. Prior to Lehman Brothers, he held senior positions at Dresdner Kleinwort Benson from 1997 to 2000, Bayerische Vereinsbank A.G from 1996 to 1997, Credit Suisse First Boston from 1994 to 1996 and Goldman Sachs from 1984 to 1994.

#### **Baroness (Janet) Cohen, 68**

##### **Non-Executive Director**

A Life Peer. Appointed to the Board in 2001. Member of the Audit Committee. Vice Chairman of Borsa Italiana S.p.A.. Non-Executive Chairman of Trillium Partners Ltd., Non-Executive Director of Management Consulting Group plc, and Proudfoot Trustees Limited. Previously Chairman of BPP Holdings plc and Advisory Director of HSBC Investment Bank, a Non-Executive Director of Charterhouse Management Services Ltd from 1988 to 1999, Charterhouse Financial Services Ltd from 1989 to 1993 and Freshwater UK plc from 2007 to February 2009.

#### **Andrea Munari, 46**

##### **Non-Executive Director**

Appointed to the Board in 2007. Member of the Audit Committee. Managing Director of Banca IMI (Intesa Sanpaolo Group). Previously, a Managing Director of Morgan Stanley Fixed Income Division and, since 2006, CEO and Managing Director of Banca Caboto (now Banca IMI). In addition, a Director of MTS S.p.A. from 2003 to 2005 and of TLX S.p.A. from January 2007 to September 2007.

#### **Paolo Scaroni, 62**

##### **Non-Executive Director**

Appointed to the Board in 2007. Member of the Audit and Nomination Committees. CEO of ENI S.p.A., Non-Executive Director of Assicurazioni Generali S.p.A., Veolia Environnement SA and Fondazione Teatro alla Scala. He is also a member of the Board of Overseers of Columbia University Business School New York. He was CEO of Pilkington plc from 1997 to 2002, Director of BAE Systems plc from 2000 to 2004 and of Invensys plc from 2001 to 2002. He was also CEO of Enel S.p.A. from 2002 to 2005 and a Director from 2002 to 2005 and Chairman from 2005 to 2006 of Alliance Unichem plc.

#### **Robert Webb QC, 60**

##### **Non-Executive Director**

Appointed to the Board in 2001. Non-Executive Chairman of Autonomy Corporation plc. Board member of the BBC, Hakluyt Ltd and Argent Group plc. Benchler, Inner Temple. General Counsel of British Airways from September 1998 to April 2009, responsible for law, government and industry affairs, safety, security and risk management. Formerly Head of Chambers at 5 Bell Yard London.

