

## THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION.

IF YOU ARE IN ANY DOUBT AS TO WHAT ACTION YOU SHOULD TAKE, YOU SHOULD IMMEDIATELY CONSULT YOUR STOCKBROKER, BANK MANAGER, SOLICITOR, ACCOUNTANT OR OTHER INDEPENDENT PROFESSIONAL ADVISER AUTHORISED UNDER THE FINANCIAL SERVICES AND MARKETS ACT 2000.

IF YOU HAVE OTHERWISE SOLD OR TRANSFERRED ALL YOUR MOUCHEL GROUP PLC SHARES, PLEASE PASS THIS DOCUMENT AND THE ACCOMPANYING FORM OF PROXY TO THE STOCKBROKER, BANK OR OTHER AGENT THROUGH WHOM THE SALE OR TRANSFER WAS EFFECTED FOR TRANSFER TO THE PURCHASER OR TRANSFEREE.



### Mouchel Group plc

#### Notice of Annual General Meeting

Notice is hereby given that the Annual General Meeting (AGM) of Mouchel Group plc (the Company) will be held at the offices of RBS, 3rd Floor Conference Centre, 250 Bishopsgate, London EC2M 4AA on 11 December 2008 at 10.30 a.m. to consider the following resolutions (of which resolutions 1 to 12 and 15 are ordinary resolutions and resolutions 13, 14 and 16 are special resolutions):

#### Directors' Report and Accounts

1. That the Directors' Report and Accounts for the year ended 31 July 2008 be received and adopted.

The Directors are required by law to present the Accounts, the Directors' Report and the Auditors' Report on the Accounts to shareholders at the AGM.

#### Remuneration Report

2. That the Directors' Remuneration Report for the year ended 31 July 2008 be approved.

In accordance with the Directors' Remuneration Report Regulations 2002, the Board has presented its Directors' Remuneration Report to the shareholders in the Report and Accounts 2008. The report includes details of the members of the Remuneration Committee, a forward looking statement of the Company's policy on Directors' remuneration for subsequent financial years, a performance graph showing the Company's total shareholder return performance compared to the FTSE All Share Support Services Index, details of Directors' service contracts and disclosures relating to each Director's remuneration.

The Remuneration Report for the year ended 31 July 2008 is set out on pages 51 to 55 of the Report and Accounts 2008. As required by the Directors' Remuneration Report Regulations 2002, the Company's Auditors, PricewaterhouseCoopers, have audited the areas of the Remuneration Report which are required to be audited, and their report may be found on page 61 of the Report and Accounts 2008.

The Board considers that appropriate executive remuneration plays a vital part in helping to achieve the Company's overall objectives and, accordingly, and in compliance with the Directors' Remuneration Report Regulations 2002, shareholders will be invited to approve the Remuneration Report.

#### Declaration of final dividend

3. That a final dividend be declared for the year ended 31 July 2008 of 4.25p per ordinary share to be paid on 19 December 2008 to shareholders on the register at the close of business on 24 October 2008.

Shareholders must approve the final dividend payable for each ordinary share held. However, the final dividend cannot be more than the amount the Directors recommend (which is 4.25p for each ordinary share).

#### Re-election and election of Directors

4. That Richard Benton be re-elected as Chairman of the Company in accordance with the requirements of the Combined Code;
5. That Ian Knight be re-elected as a Director in accordance with the requirements of his letter of appointment;
6. That Sir Michael Lyons be re-elected as a Director in accordance with the requirements of his letter of appointment;
7. That Rodney Westhead be re-elected as a Director in accordance with the requirements of his letter of appointment;
8. That Lynton Barker be elected as a Non-Executive Director in accordance with Article 117 of the Company's Articles of Association; and
9. That Richard Cuthbert be re-elected as a Director in accordance with Article 111 of the Company's Articles of Association.

Richard Benton was appointed a Non-Executive Director of Mouchel in 1998 and was made Chairman in 2001. He continued this role following the merger of Mouchel plc and Parkman in 2003 at which time he became Chairman of the Group. The Combined Code requires any Non-Executive Director who has served on the Board for more than nine years to seek annual re-election by shareholders. In accordance with this requirement, Richard Benton is seeking re-election by shareholders.

Ian Knight, Sir Michael Lyons and Rodney Westhead's letters of appointment provide that, having completed their initial three year appointment term, their appointments are renewed annually at each subsequent AGM. In accordance with this requirement, Ian Knight, Sir Michael Lyons and Rodney Westhead are seeking re-election by shareholders.

Lynnton Barker was appointed as a Non-Executive Director on 1 April 2008 by the Board and in accordance with Article 117 of the Company's Articles of Association, is seeking election at the first AGM following his appointment by the Board.

In the Board's view, Ian Knight, Sir Michael Lyons, Rodney Westhead and Lynnton Barker meet the criteria for independence as specified in the Combined Code.

Article 111 of the Company's Articles of Association provide that one-third of Directors must retire in turn at each AGM and that Directors who have, at the start of any AGM, been in office for three years or more must stand for re-election. Richard Cuthbert is retiring in accordance with Article 111 of the Company's Articles of Association and is seeking re-election by shareholders.

The Board considers that, following formal performance evaluation, the performance of the Executive and Non-Executive Directors proposed for re-election and election continue to be effective, that such Directors continue to demonstrate commitment to their roles and contribute valuable external business experience to the Board's deliberations, bringing expertise from different business backgrounds. The above elections and re-elections shall take effect at the conclusion of the AGM.

Biographical information on the Directors standing for election and re-election can be found on page 41 of the Report and Accounts 2008.

## Auditors

### 10. That PricewaterhouseCoopers LLP be re-appointed as Auditors.

Company law requires the Company, at each general meeting at which accounts are presented to shareholders, to appoint Auditors who will remain in office until the next AGM at which accounts are presented to shareholders.

### 11. That the Directors be authorised to determine the Auditors' remuneration.

It is normal practice for the Company's Directors to be authorised to agree the Auditors' fees.

## Authority to allot shares

### 12. That the authority conferred on the Directors by Article 9 of the Company's Articles of Association be renewed for a period expiring at the end of the next AGM of the Company after the date on which this resolution is passed or, if earlier, 15 months from the date of this resolution and for that period the section 80 amount is £92,665.14.

The Articles of Association permit the Directors to allot shares and other securities, in accordance with section 80 of the Companies Act 1985 (the 1985 Act), up to an amount authorised by shareholders in a general meeting. This resolution provides the Directors with flexibility and enables them to act in shareholders' interests to allot securities, (for example, in order to raise capital and make acquisitions) if necessary. The Directors are seeking to allot shares of up to 37,066,056 ordinary shares of 0.25p each representing an aggregate nominal amount of £92,665.14 which is equivalent to approximately 33% of the issued ordinary share capital of the Company on 28 October 2008. The Company holds no treasury shares.

## Power to allot equity securities for cash

### 13. That the power conferred on the Directors by Article 13 of the Company's Articles of Association be renewed for a period expiring at the end of the next AGM of the Company or, if earlier, 15 months after the date on which this resolution is passed and for that period the section 89 amount is £14,040.17.

This resolution is proposed as a special resolution, which requires a majority of 75% or more of votes cast. The effect of this resolution is to allow the Directors to allot equity securities for cash and dispose of treasury shares in accordance with the Articles of Association of the Company. Equity securities include ordinary shares in the Company (other than ordinary shares which are allotted under employee share schemes). This resolution allows the Directors to issue up to 5,616,068 ordinary shares of 0.25p each, representing approximately 5% of the issued ordinary shares as at 28 October 2008.

Both resolutions 12 and 13 are consistent with the recommendations of the Investment Committees of the National Association of Pension Funds and the Association of British Insurers.

## Authority to purchase own shares

### 14. That the Company is generally and unconditionally authorised to purchase its own fully paid ordinary shares by way of market purchases (within the meaning of section 163(3) of the 1985 Act) provided that:

- (a) the maximum number of ordinary shares which may be purchased must be less than 11,230,140 shares;
- (b) the minimum price (exclusive of expenses) which may be paid for each ordinary share is 0.25p;

- (c) the maximum price (exclusive of expenses) which may be paid for any share shall be the higher of: (i) an amount equal to 105% of the average of the middle market quotations of a share as derived from the London Stock Exchange Daily Official List for the five business days immediately preceding the day on which such a share is to be contracted to be purchased; and (ii) an amount equal to the higher of the price of the last independent trade of a share and the highest current independent bid for a share derived from the London Stock Exchange Trading System ('SETS') and;
- (d) the authority hereby conferred shall expire at the conclusion of the next AGM or, if earlier, 15 months from the date of this resolution.

This resolution is proposed as a special resolution, which requires a majority of 75% or more of votes cast. This resolution gives the Company authority to buy back its ordinary shares in the market as permitted by the 1985 Act. The authority limits the Company's ability to make market purchases of up to a maximum of 11,232,140 of its own ordinary shares (10% of its issued ordinary share capital as at 28 October 2008) and sets minimum and maximum prices for such purchases.

The Companies (Acquisition of Own Shares) (Treasury Shares) Regulations 2003 (the Regulations) came into force on 1 December 2003. The Regulations permit companies to hold any of their own shares which they have purchased as treasury shares as an alternative to cancelling them. Such shares may subsequently be cancelled, sold for cash or used to satisfy options issued to employees pursuant to the Company's employee share schemes. This may give the Company the ability to re-issue treasury shares quickly and cost-effectively and may provide the Company with additional flexibility in the management of its capital base. If the Directors decide to hold any bought back shares in treasury, any subsequent issue of these treasury shares to satisfy the requirements of share-based incentive schemes will be made within the overall 10% anti-dilution limit for such share issues.

The total number of options to subscribe for ordinary shares outstanding at 28 October 2008 was 2,118,488. This represents approximately 1.9% of the issued ordinary share capital of the Company at that date. If the Company were to buy back the maximum number of ordinary shares permitted pursuant to the passing of this resolution, then the number of options to subscribe for shares outstanding at 28 October 2008 would represent approximately 2.1% of the reduced issued ordinary share capital of the Company.

The Directors currently have no intention to exercise the authority conferred in this resolution and will only purchase shares after taking account of the overall financial position of the Company. The authority will be exercised only if the Directors believe that to do so would result in an increase in earnings per share and would be in the interests of shareholders generally.

#### **Political Parties, Elections and Referendums Act 2000**

15. That, the Company and all companies that are subsidiaries of the Company during the period to which the resolution relates, be and are hereby authorised in accordance with sections 366 and 367 of the Companies Act 2006 (the '2006 Act'), to, for a period expiring at the end of the next AGM of the Company after the date on which this resolution is passed:

- (a) make political donations to political parties or independent election candidates, not exceeding £33,000 in total;
- (b) make political donations to political organisations other than political parties, not exceeding £33,000 in total; and
- (c) incur political expenditure, not exceeding £34,000 in total.

For the purposes of this resolution, 'political donation', 'political expenditure', 'political organisations', 'political parties', 'independent election candidates' and 'political organisation' have the meanings ascribed to them in sections 363 to 365 of the 2006 Act.

Authority is sought to enable the Company to support organisations which may fall within the legal definition of 'Political Organisations'.

The Company has no intention of changing its current practice of not making donations to political parties. However, the Political Parties, Elections and Referendums Act 2000 (PPER Act) and the 2006 Act contain restrictions on companies making donations or incurring expenditure in relation to political parties, other political organisations or independent election candidates. The PPER Act and Part 14 of the 2006 Act define political parties, other political organisations or independent election candidates very widely and, as a result, it is possible that they may include, for example, bodies concerned with policy review and law reform, with the representation of the business community or sections of it, or with the representation of other communities or special interest groups which are in the interest of shareholders for the Company to support. Expenditure could also include the sponsorship of industrial forums and involvement in seminars and functions to which politicians may be invited. Amongst other things, the PPER Act and the 2006 Act prohibit the Company or its subsidiaries from making donations or incurring expenditure in relation to political parties, other political organisations or independent candidates in a 12 month period in excess of an aggregate of £5,000, unless such donations have been authorised by the Company's shareholders. The Company is therefore seeking authority under this resolution up to £100,000 in aggregate in order to prevent an inadvertent breach of the PPER Act and the 2006 Act.

#### **Adoption of New Articles of Association**

16. That:

- (a) the amended Articles of Association of the Company produced to the AGM and initialled by the Chairman for the purpose of identification as New Articles 'A' be adopted as the Articles of Association of the Company, in substitution for, and to the exclusion of, the existing Articles of Association of the Company, with immediate effect;
- (b) with effect from (and including) the date on which section 28 of the 2006 Act is brought into force, the provisions of the Company's Memorandum of Association which, by virtue of that section, are to be treated as part of the Company's Articles of Association be removed and any limitations previously imposed on the Company's authorised share capital whether by the Company's Memorandum or Articles of Association or by resolution in general meeting be removed; and

- (c) with effect from (and including) the first date on which all sections of Parts 17 and 18 of the 2006 Act have been brought into force, the amended Articles of Association of the Company produced to the AGM and initialled by the Chairman for the purpose of identification as New Articles 'B' be adopted as the Articles of Association of the Company, in substitution for, and to the exclusion of, the Articles of Association existing immediately prior to that time.

This Resolution is proposed as a special resolution which requires a majority of 75% or more of the votes cast. This resolution proposes the adoption of new Articles of Association ('Articles') for the Company in order to amend the Company's current Articles, primarily to take account of changes in English company law brought about by the 2006 Act.

The proposed amendments to the Articles address the implementation of the 2006 Act in two stages: firstly, amendments will be made immediately to reflect those sections of the 2006 Act which were implemented on or before 1 October 2008. These amendments are reflected in the Articles initialled for identification by the Chairman as New Articles 'A'. Secondly, a final set of amendments will be made when Parts 17 and 18 of the 2006 Act come into force, which is expected to be 1 October 2009. These amendments are reflected in the Articles initialled for identification by the Chairman as New Articles 'B'.

The material differences between the current Articles and the proposed amended Articles are set out below. A copy of the current and amended Articles that reflect the proposed changes are available for inspection as noted on page 6 of this Notice.

### **Provisions already in effect**

#### **(a) Articles which duplicate statutory provisions**

Provisions in the current Articles which replicate provisions contained in the 2006 Act are in the main amended to bring them into line with the 2006 Act. This is in line with the approach advocated by the UK Government that statutory provisions should not be duplicated in a company's constitution. Certain examples of such provisions include provisions as to the form of resolutions, the variation of class rights, the requirement to keep accounting records and provisions regarding the period of notice required to convene general meetings. The main changes made to reflect this approach are detailed below.

#### **(b) Form of resolution**

The current Articles contain a provision that, where for any purpose an ordinary resolution is required, a special or extraordinary resolution is also effective and that, where an extraordinary resolution is required, a special resolution is also effective. This provision is being amended, as the concept of extraordinary resolutions has not been retained under the 2006 Act.

The current Articles enable members to act by written resolution. Under the 2006 Act, public companies can no longer pass written resolutions. These provisions have therefore been removed in the amended Articles.

#### **(c) Variation of class rights**

The current Articles contain provisions regarding the variation of class rights. The proceedings and specific quorum requirements for a meeting convened to vary class rights are contained in the 2006 Act. The relevant provisions have therefore been amended in the updated Articles.

#### **(d) Convening general 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 2006 Act. In particular, a general meeting to consider a special resolution can be convened on 14 days' notice whereas previously 21 days' notice was required.

#### **(e) Votes of members**

Under the 2006 Act 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 2006 Act 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.

The Company is aware of concerns that have been raised about the effect of section 323(4) 2006 Act which provides that where a corporate shareholder appoints multiple corporate representatives and they exercise their powers to vote at a general meeting in different ways the power is treated as not exercised. The Company is subject to the new law regardless of any amendment to its Articles but intends to engage with relevant shareholder groups and to take account of best practice to allow, as far as possible, multiple corporate representatives to attend general meetings of the Company and ensure their votes are counted. The Company understands that representations have been made to the UK Government to change the provisions of the 2006 Act in this regard.

#### **(f) Age of directors on appointment or re-election**

The current Articles contain a provision requiring a director's age to be disclosed in the notice convening a meeting at which the director is proposed to be elected or re-elected, if he has attained the age of 70 years or more. This provision has been removed from the amended Articles.

#### **(g) Electronic and web communications**

Provisions of the 2006 Act which came into force in January 2007 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.

#### **(h) Directors' interests**

The 2006 Act sets out directors' general duties. The provisions largely codify the existing law, but with some changes. Under the 2006 Act a director must avoid a situation where he has, or can have, a direct or indirect interest that conflicts, or possibly may conflict with a company's interests. The requirement is very broad and could apply, for example, if a director becomes a director of another company or a trustee of another organisation. The 2006 Act allows directors of public companies to authorise conflicts and potential conflicts where the Articles contain a provision to this effect. The 2006 Act also allows the Articles to contain other provisions for dealing with directors' conflicts of interest to avoid a breach of duty. The amended Articles give the directors authority to approve such situations and to include other provisions to allow conflicts of interest to be dealt with in a similar way to the current position.

There are safeguards which will apply when directors decide whether to authorise a conflict or potential conflict. Firstly, only independent directors (i.e. those who have no interest in the matter being considered) will be able to take the relevant decision, and secondly, in taking the decision the directors must act in a way they consider, in good faith, will be most likely to promote a company's success. The directors will be able to impose limits or conditions when giving authorisation if they think this is appropriate.

It is also proposed that the amended Articles should contain provisions relating to confidential information, attendance at Board meetings and availability of Board papers to protect a director being in breach of duty if a conflict of interest or potential conflict of interest arises. These provisions will only apply where the position giving rise to the potential conflict has previously been authorised by the directors.

#### **Provisions reflecting changes to the Company's Memorandum of Association**

##### **(i) The Company's objects**

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 of Association contains, among other things, the objects clause which sets out the scope of the activities the Company is authorised to undertake. This is drafted to give a wide scope.

The 2006 Act significantly reduces the constitutional significance of a company's memorandum of association. The 2006 Act provides that a memorandum of association, in the future, will record only the names of subscribers and the number of shares each subscriber has agreed to take in a company. Under the 2006 Act the objects clause and all other provisions which are currently contained in a company's memorandum of association will be deemed to be contained in a company's Articles but a company can remove these provisions by special resolution.

Further the 2006 Act states that unless a company's Articles provide otherwise, a company's objects are unrestricted. This abolishes the need for companies to have objects clauses. Once the relevant section of 2006 Act comes into force (which is expected to be on 1 October 2009), the Company proposes to remove its objects clause and all other associated provisions contained in the Memorandum of Association to allow it to have the widest possible scope for its activities.

#### **Provisions coming into effect on implementation of Parts 17 and 18, 2006 Act (expected 1 October 2009)**

##### **(j) Authorised share capital and unissued shares**

The 2006 Act abolishes the requirement for a company to have an authorised share capital. The Company is proposing changes to its Articles to reflect this. Directors will still be limited as to the number of shares they can at any time allot because allotment authority continues to be required under the 2006 Act.

##### **(k) Redeemable shares**

At present if a company wishes to issue redeemable shares, it must include in its Articles the terms and manner of redemption. When Part 18 of the 2006 Act comes into force, the 2006 Act will enable directors to determine such matters instead, provided they are so authorised by the Articles. The amended Articles contain such an authorisation. The Company has no plans to issue redeemable shares but if it did so the directors would need shareholders' authority to issue new shares in the usual way.

##### **(l) Authority to purchase own shares, consolidate and sub-divide shares, and reduce share capital**

Under the law currently in force, a company requires specific enabling provisions in its Articles to purchase its own shares, to consolidate or sub-divide its shares and to reduce its share capital or other undistributable reserves as well as shareholder authority to undertake the relevant action. The current Articles include these enabling provisions. When Part 17 of the 2006 Act comes into force, a company will only require shareholder authority to do any of these things and it will no longer be necessary for Articles to contain enabling provisions. Accordingly, the relevant enabling provisions have been removed in the amended Articles.

##### **(m) Further articles which duplicate statutory provisions**

Certain further miscellaneous provisions in the current Articles which replicate provisions contained in the 2006 Act and which are expected to come into force on 1 October 2009 will also be amended to bring them into line with the terms of the 2006 Act.

By order of the Board

#### **Amanda Massie**

Company Secretary  
28 October 2008

#### **Registered in England Number:**

95369

#### **Registered Office:**

West Hall, Parvis Road  
West Byfleet  
Surrey KT14 6EZ

## Notes to the Notice of Annual General Meeting

### Appointment of proxies

1. Only holders of ordinary shares, or their duly appointed representatives, are entitled to attend and vote at the AGM. A member so entitled may appoint one or more people, who need not be members (shareholders) of the Company (a proxy or proxies), to attend the AGM and vote on his/her behalf.
2. A form of proxy is enclosed for use by shareholders. To be valid, the proxy form must be delivered either personally or by post to the Company's Registrars, Equiniti, at Aspect House, Spencer Road, Lancing, BN99 6ZX so as to be received by no later than 10.30 a.m. on 9 December 2008. Failure to deliver a form of proxy in accordance with the terms of this paragraph will render the form of proxy invalid. The appointment of a proxy will not prevent a member (shareholder) from subsequently attending and voting at the AGM in person.
3. CREST members who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service may do so for the AGM to be held on 11 December 2008 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 CRESTCo'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 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 CRESTCo does not make available special procedures in CREST for any particular messages. Normal system timings and limitations will therefore apply in relation to the input of CREST Proxy Instructions. It is the responsibility of the CREST member concerned to take (or, if the CREST member is a CREST personal 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.

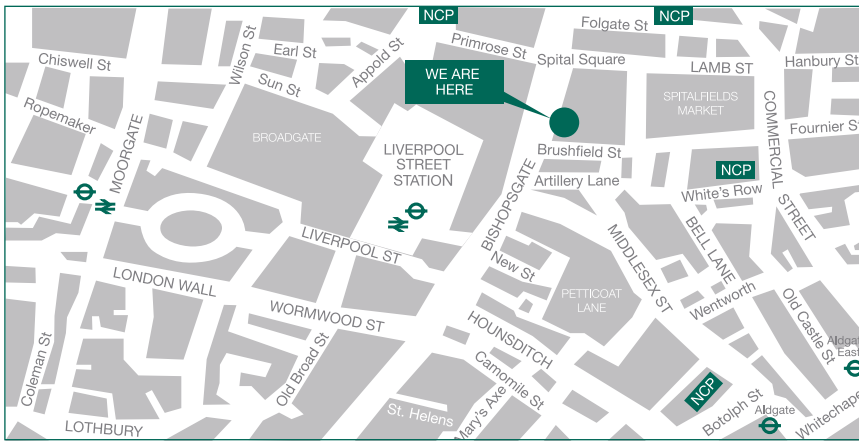
### Entitlement to attend and vote

4. The Company, pursuant to the Uncertificated Securities Regulations 2001, specifies that only those shareholders on the Register of Members as at 10.30 a.m. on 9 December 2008 shall be entitled to attend or vote at the AGM in respect of the number of shares registered in their names at that time. Changes to entries on the Register of Members after close of business on 9 December 2008 shall be disregarded in determining the right of any person to attend or vote at the AGM.

### Documents available for inspection

5. Copies of contracts of service or letters of appointment between each of the Directors and the Company or any of its subsidiaries (or a memorandum of the terms thereof) and a copy of the Company's current Articles (together with copies of the New Articles 'A' and the New Articles 'B' as proposed to be amended by resolution 16), will be available at the registered office of the Company located at West Hall, Parvis Road, West Byfleet, Surrey, KT14 6EZ during normal business hours from the date of the Notice of AGM up until the date of the AGM. On the day of the AGM, the documents will be available for inspection at the place of the AGM from at least 15 minutes prior to the commencement of the AGM until its conclusion.

## Directions to the location of the Annual General Meeting



### Address

RBS  
3rd Floor Conference Centre  
250 Bishopsgate  
London EC2M 4AA

Tel: 020 7678 8000

### By rail

RBS is located on Bishopsgate, only a few minutes walk from Liverpool Street and Moorgate underground and mainline stations.

### By air

RBS London offices are approximately 45 minutes from Heathrow Airport and only 20 minutes from City Airport.

### Car parking

There are no car parking spaces available at 250 Bishopsgate; hence there is unloading and collection of goods only. Please use one of the NCP car parks shown above, should parking be required.

RBS' London offices are within the City of London Congestion Charging Zone. For further information visit [www.cclondon.com](http://www.cclondon.com).

