



**InterContinental Hotels Group**

**NOTICE OF  
ANNUAL GENERAL MEETING  
OF INTERCONTINENTAL HOTELS GROUP PLC**

to be held at:

The Queen Elizabeth II Conference Centre,  
Broad Sanctuary, Westminster, London SW1P 3EE  
on Friday, 30 May 2008, at 11.00am.

**THIS DOCUMENT IS IMPORTANT AND  
REQUIRES YOUR IMMEDIATE ATTENTION**

If you are in any doubt as to what action you should take, you should consult your stockbroker, bank manager, solicitor, accountant or other professional adviser authorised under the Financial Services and Markets Act 2000.

If you have sold or transferred all your shares in InterContinental Hotels Group PLC, please pass this document and the accompanying Form of Proxy to the stockbroker, bank or other agent through whom you made the sale or transfer, for transmission to the purchaser or transferee.

A Form of Proxy for the Annual General Meeting is enclosed and, to be valid, should be completed, signed and returned so as to reach the Company's Registrar by no later than 11.00am on Wednesday, 28 May 2008. Completion and return of the Proxy will not prevent you from attending and voting at the Meeting in person, should you so wish.

Electronic Proxy Appointment is available for this Annual General Meeting. This facility enables shareholders to lodge their proxy appointment by electronic means on a website provided by our Registrar, Equiniti, via [www.sharevote.co.uk](http://www.sharevote.co.uk) or, for those who hold their shares in CREST, through the CREST electronic proxy appointment service. Further details are set out in the notes to the Form of Proxy.

At the Meeting itself, the votes will be taken by poll rather than on a show of hands. The final result is more democratic as the proxy results are added to the votes of shareholders present who vote all their shares (rather than, in the case of a show of hands, one vote per person). The results of the polls will be announced to the London and New York Stock Exchanges and will appear on the Company's website [www.ihg.com/investors](http://www.ihg.com/investors) under financial library.

# Notice of Annual General Meeting

Notice is hereby given that the Annual General Meeting of InterContinental Hotels Group PLC (the 'Company') will be held at The Queen Elizabeth II Conference Centre, Broad Sanctuary, Westminster, London SW1P 3EE on Friday, 30 May 2008, at 11.00am, or at any adjournment thereof, for the following purposes:

## RESOLUTIONS

To consider and, if thought fit, to pass the following resolutions, of which numbers 1 to 8 will be proposed as ordinary resolutions and numbers 9 to 11 as special resolutions.

- 1 To receive the Company's financial statements for the year ended 31 December 2007, together with the Reports of the Directors and auditors.
- 2 To approve the Directors' Remuneration Report for the year ended 31 December 2007.
- 3 To declare a final dividend on the ordinary shares.
- 4 As separate resolutions, to re-elect (a) Andrew Cosslett, (b) David Kappler, (c) Ralph Kugler and (d) Robert C Larson and to elect (e) Ying Yeh as Directors of the Company.
- 5 To reappoint Ernst & Young LLP as auditors of the Company to hold office until the conclusion of the next General Meeting at which accounts are to be laid before the Company.
- 6 To authorise the Audit Committee of the Board to agree the auditors' remuneration.

## 7 POLITICAL DONATIONS

- i 'THAT the Company, and those companies which are subsidiaries of the Company at any time during the period for which this resolution has effect, be authorised for the purposes of Part 14 of the Companies Act 2006 (the '2006 Act') during the period from the date of the passing of this resolution to the conclusion of the Company's Annual General Meeting in 2009 or on 1 July 2009, whichever is the earlier;

(a) to make political donations to political parties, and/or independent election candidates;

(b) to make political donations to political organisations other than political parties; and

(c) to incur political expenditure,

provided that the aggregate amount of any such donations and expenditure shall not exceed £100,000;

- ii THAT all existing authorisations and approvals relating to political donations or expenditure under Part 10A of the Companies Act 1985 (the '1985 Act') are hereby revoked without prejudice to any donation made or expenditure incurred prior to the date hereof pursuant to such authorisation or approval; and
- iii THAT words and expressions defined for the purpose of the 2006 Act shall have the same meaning in this resolution.'

## 8 ALLOTMENT OF SHARES

'THAT the authority conferred on the Directors by Article 13.2 of the Company's Articles of Association (the 'Articles') to allot relevant securities be renewed for the period ending on the date of the Annual General Meeting in 2009 or on 1 July 2009, whichever is the earlier, and for such period the Section 80 amount shall be £13,376,231.'

## 9 DISAPPLICATON OF PRE-EMPTION RIGHTS

'THAT the power conferred on the Directors by Article 13.3 of the Company's Articles be renewed for the period ending on the date of the Annual General Meeting in 2009 or on 1 July 2009, whichever is the earlier, and for such period the Section 89 Amount shall be £2,006,434.'

## 10 AUTHORITY TO PURCHASE OWN SHARES

'THAT, subject to and in accordance with Article 10 of the Company's Articles, the Company is hereby generally and unconditionally authorised to make market purchases for the purpose of Section 166 of the 1985 Act (as defined in Section 163 of that Act) of ordinary shares of 13<sup>29</sup>/47p each in the capital of the Company (ordinary shares), provided that:

- i the maximum aggregate number of ordinary shares hereby authorised to be purchased is 44,056,918;
- ii the minimum price which may be paid for each ordinary share is 13<sup>29</sup>/47p per share;
- iii the maximum price which may be paid for a share is an amount equal to the higher of (a) 105 per cent of the average of the closing price of the Company's ordinary shares as derived from the London Stock Exchange Daily Official List for the five business days immediately preceding the day on which such share is contracted to be purchased or (b) the higher of the price of the last independent trade and the highest current bid as stipulated by Article 5(1) of Commission Regulation (EC) 22 December 2003 implementing the Market Abuse Directive as regards exemptions for buyback programmes and stabilisation of financial instruments (No 2273/2003); and
- iv the authority hereby conferred shall expire at the conclusion of the Annual General Meeting in 2009 or on 1 July 2009, whichever is the earlier (except in relation to the purchase of ordinary shares the contract for which was concluded before such date and which is executed wholly or partly after such date), unless such authority is renewed prior to such time.'

## 11 ARTICLES OF ASSOCIATION AND THE COMPANIES ACT 2006

- i 'THAT, with effect from the end of this Annual General Meeting, the Articles produced to the Meeting, marked 'A' and initialled by the Chairman of the Meeting for the purposes of identification, be adopted as the Articles of the Company in substitution for, and to the exclusion of, the existing Articles; and
- ii THAT, with effect from 00.01am on 1 October 2008 or any later date on which Section 175 of the Companies Act 2006 comes into effect:
  - (a) for the purposes of Section 175 of the Companies Act 2006, the Directors be given power in the Articles to authorise certain conflicts of interest as described in that Section; and
  - (b) the Articles of the Company be amended by the deletion of Articles 86, 106 and 107 in their entirety and by the insertion in their place of new Articles 105, 105A, 106, 106A and 107 in accordance with the printed document produced to the Meeting, marked 'B' and initialled by the Chairman for the purposes of identification.'

By order of the Board  
Richard Winter  
Company Secretary  
18 February 2008

Registered in England Number: 5134420  
Registered Office:  
67 Alma Road  
Windsor, Berkshire SL4 3HD

# Appendix to the Notice of Annual General Meeting

The Companies Act 2006 (the '2006 Act'), which is making a number of significant changes to English company law, is being implemented in phases. Certain changes took effect from 1 October 2007, and these changes are reflected in the Articles produced to the Meeting and marked 'A'. The Directors believe that it is in the best interests of the Company to take immediate advantage of these new provisions. Further changes will be introduced with effect from 1 October 2008, or from any later date on which the relevant Section of the 2006 Act comes into force, and these changes (in addition to the 1 October 2007 changes) are reflected in the Articles produced to the Meeting and marked 'B'.

The full terms of the proposed amendments to the Articles are available for inspection at the Registered Office of the Company and at Linklaters LLP, One Silk Street, London EC2Y 8HQ, during normal business hours, until the close of the Annual General Meeting on Friday, 30 May 2008 and, on that day, at the place of the Meeting from at least 15 minutes prior to the Meeting until its conclusion. A summary of all the main proposed amendments to the Articles is presented below. References in this Appendix to one gender include both genders.

## 1 GENERAL

The proposed amendments to the Articles reflect (i) changes in the law, now in force, following certain provisions of the 2006 Act coming into effect, and (ii) changes in the law under the 2006 Act that will come into force on 1 October 2008 or on any later date. Certain definitions and expressions used throughout the Articles are being changed to align them with definitions used in the 2006 Act.

## 2 ARTICLES WHICH DUPLICATE STATUTORY PROVISIONS

There are currently some provisions in the existing Articles which are directly affected by the provisions contained in the 2006 Act. These are being amended to bring them into line with the 2006 Act. The main changes being made are detailed in 3 to 9 below.

## 3 FORM OF RESOLUTION (ARTICLE 2)

Existing Article 2 provides that, where for any purpose an ordinary resolution is required, a special or extraordinary resolution is also effective. This provision (and any other reference to an extraordinary resolution) is being amended as the concept of an extraordinary resolution has been removed under the 2006 Act. Under the 1985 Act, the main difference between a special resolution and an extraordinary resolution was that a meeting at which an extraordinary resolution was to be proposed, required only 14 days' notice. The shortening of the notice period required for special resolutions (as outlined in 5 below) makes the concept of an extraordinary resolution redundant.

## 4 REGISTRATION OF SHARE TRANSFERS (ARTICLE 39)

The existing Articles state that following any refusal by the Directors to register a transfer of shares, notice must be given to the applicant within two months of the transfer being lodged (in the case of certificated shares) or the date on which the instruction was received by or on behalf of the Company (in the case of uncertificated shares). The 2006 Act makes it clear that such a notice must include the reasons for the refusal to transfer the shares and that this notice should be given as soon as possible (and in any case within two months).

Changes are included in the Articles to reflect these new provisions.

## 5 ANNUAL AND EXTRAORDINARY GENERAL MEETINGS (ARTICLES 49-51)

The provisions in the Articles dealing with the convening of General Meetings and the length of notice required to convene General Meetings are being amended to conform to the 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.

## 6 PROXIES (ARTICLE 73)

Under the 2006 Act, a proxy is now entitled to exercise the rights to attend and to speak and vote at a Meeting of the Company, whether on a show of hands or on a poll. Furthermore, shareholders may appoint several different proxies, provided that each proxy is appointed to exercise the rights attached to a different share held by the shareholder. Each proxy is entitled to one vote on a show of hands. In addition, the time limits for the appointment or termination of a proxy appointment have been altered by the 2006 Act so that the Articles cannot now provide that a proxy should be received more than 48 hours before the Annual General Meeting or adjourned Annual General Meeting or, in the case of a poll taken more than 48 hours after it was demanded, more than 24 hours before the time for the taking of a poll. Weekends and bank holidays are permitted to be excluded for this purpose.

Changes are included in the Articles to reflect these new provisions.

## 7 RE-ELECTION AND RETIREMENT OF DIRECTORS (ARTICLES 92 AND 96)

The Articles contain provisions which need to be removed (i) as a result of the coming into force of The Employment Equality (Age) Regulations 2006, and (ii) to align them with the 2006 Act, which has repealed the corresponding provisions in the 1985 Act.

## 8 CONFLICTS OF INTEREST AND AUTHORISATION OF DIRECTORS' INTERESTS (ARTICLES 105-107)

The 2006 Act codifies Directors' duties, including those in respect of Directors' conflicts of interests.

The 2006 Act allows Directors of public companies to authorise conflicts and potential conflicts, where appropriate, 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. This change to the Articles would 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 the Directors decide whether to authorise a conflict or potential conflict. First, only Directors 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 the Company's success. The Directors will be able to impose limits or conditions when giving authorisation if they think this is appropriate.

Generally, and with exceptions, as set out in the 2006 Act, a Director shall not be entitled to vote on any contract, proposed transaction or arrangement in which he or a person connected with him is interested. Directors continue to have a duty to disclose the nature and extent of any matter in which they are directly or indirectly interested.

It is also proposed that the 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.

It is the Board's intention to report annually on the Company's procedures for ensuring that the Board's powers of authorisation of conflicts are operated effectively and that the procedures have been followed.

The changes being proposed mean that the Articles will be consistent with the 2006 Act, providing the Directors with appropriate flexibility in the conduct of business on behalf of the Company, whilst safeguarding the interests of the Company.

## 9 DIRECTORS' LIABILITIES AND INDEMNITIES (ARTICLE 158)

The 2006 Act has widened the scope of powers of the Company to indemnify Directors and to fund expenditure incurred in connection with certain actions against Directors. In addition, whilst the existing Articles allow the Company to provide money for the purpose of funding a Director's defence in court proceedings, the 2006 Act also allows the Company to provide money for the purpose of funding a Director's defence in regulatory proceedings and applies to associated companies.

An amendment to Article 158(B) has been proposed to clarify that defence funding is available only to meet expenditure incurred by that Director or Secretary (or former Director or Secretary) whilst defending civil or criminal proceedings in connection with any alleged negligence, default, breach of duty or breach of trust by him in relation to the Company or an associated company of the Company. This is narrower than the wording under the 1985 Act, which in theory applied to any civil or criminal proceedings, whether or not they related to the Company.

Changes are included in the Articles to reflect these new provisions.

# Explanation of business

Supporting information on the election and re-election of Directors and notes on some of the technical items of business are presented below.

## RESOLUTIONS 4(a) TO 4(e) – DIRECTORS

Andrew Cosslett, David Kappler and Ralph Kugler are all retiring by rotation and are seeking re-election at this Annual General Meeting. Robert C Larson, having served on successive Boards of the parent company of the Group for over 11 years, is also seeking re-election by shareholders. Ying Yeh was appointed to the Board after the last Annual General Meeting of the Company and is seeking formal election for the first time. Biographies of these Directors are shown on page 26 of the Annual Report and Financial Statements 2007 and on pages 32 and 33 of the Annual Review and Summary Financial Statement 2007.

Each election and re-election will be put as a separate resolution. The Board supports these resolutions for the following reasons.

The current composition of the Board reflects the requirements of the Combined Code for an appropriate balance of Executive and independent Non-Executive Directors. The Board as a whole is fully committed to the successful development of the business, to meeting the Company's strategic objectives and to the delivery of shareholder value. IHG expects to exceed its target of 50,000 to 60,000 net rooms growth by the end of 2008, having added a record 28,848 net rooms during 2007. As at the date of this Notice, IHG has returned over £3.5bn of its planned £3.6bn shareholder returns programme.

**Andrew Cosslett**, Chief Executive, has responsibility to recommend to the Board and to implement the Group's strategic objectives. He is responsible for the executive management of the Group. He joined IHG from Cadbury Schweppes plc. In the Board's view he brings to IHG significant expertise in global brand management, strong leadership skills and a wealth of international experience. His performance evaluation has confirmed that his performance as Chief Executive is very effective.

**David Kappler** was appointed a Director and Senior Independent Director in June 2004. His responsibilities include being available to liaise with shareholders who have issues to raise. He is Non-Executive Chairman of Premier Foods plc and a Non-Executive Director of Shire plc. He has significant financial experience, being a qualified accountant and having formerly served as Chief Financial Officer of Cadbury Schweppes plc.

He is Chairman of the Audit Committee. His performance evaluation has confirmed that his contribution to the Board is highly valued and his performance as Chairman of the Audit Committee is very effective.

**Ralph Kugler** was appointed a Director in April 2003. He is President, Unilever Home and Personal Care, and joined the Boards of Unilever plc and Unilever NV in May 2005. He has held a variety of senior positions globally for Unilever and has experience of regional management in Asia, Latin America and Europe, with over 25 years' experience of general management and brand marketing. His performance evaluation has confirmed that his continuing contribution to the Company is highly valued. Mr Kugler will succeed Sir David Prosser as Chairman of the Remuneration Committee following Sir David's planned retirement from the Board on 31 May 2008. Mr Kugler previously served as a member of the Remuneration Committee from 2003 to 2005.

**Robert C Larson** served as a Non-Executive Director of Six Continents PLC (formerly Bass PLC) from 1996. As he may be regarded as having served for over nine years, the Combined Code requires him to be subject to rigorous performance review, and to be subject to election annually. Mr Larson's performance evaluation has confirmed his valuable contribution during 2007. The transformed structure of the Group, and of the parent company Board, since 1996, have also ensured that the length of Mr Larson's service has no bearing on his independence. Mr Larson will be retiring from the Board on 31 December 2008.

**Ying Yeh** was appointed a Director in December 2007. She is Chairman and President, North Asia Region, President, Business Development, Asia Pacific Region and Vice President, Eastman Kodak Company. She is also a Non-Executive Director of AB Volvo. Prior to joining Kodak in 1997 Ms Yeh was, for 15 years, a diplomat with the US Foreign Service in Hong Kong and Beijing. The Board considers that Ms Yeh's background, experience and in-depth knowledge of doing business in the Asia Pacific region will enable her to make a valuable contribution to the Board.

**It is the view of the Board that all the Directors presenting themselves for election and re-election are performing effectively and that it is appropriate for them to continue to serve as Directors of the Company<sup>1</sup>.**

## RESOLUTION 7 – POLITICAL DONATIONS

The Companies Act 1985 (the '1985 Act') required companies to obtain shareholders' authority for donations to registered political parties and other political organisations totalling more than £5,000 in any 12-month period, and for any political expenditure, subject to limited exceptions. The definition of donation in this context was very wide and extended to bodies such as those concerned with policy review, law reform and the representation of the business community. It could also have included special interest groups, such as those involved with the environment, which the Company and its subsidiaries might wish to support, even though these activities are not designed to support or influence support for a particular party.

The relevant provisions of the 1985 Act have been replaced by similar provisions in Part 14 of the 2006 Act with effect from 1 October 2007. Consequently, the terms of this year's resolution have been adjusted to reflect the different technical requirements of Part 14 of the 2006 Act.

It remains the policy of the Company not to make political donations or incur political expenditure as those expressions are normally understood. However, to avoid inadvertent infringement of the 2006 Act, the Directors are seeking shareholders' authority for the Company and its UK subsidiaries to make political donations and to incur political expenditure, up to a maximum aggregate amount of £100,000 during the period from the date of the Annual General Meeting to the conclusion of next year's Annual General Meeting, or 1 July 2009<sup>2</sup>, whichever is the earlier.

## RESOLUTIONS 8 AND 9 – AUTHORITY TO ALLOT SHARES AND DISAPPLICATION OF PRE-EMPTION RIGHTS

The Articles of Association permit the Directors to allot shares and other securities, in accordance with Section 80 of the Companies Act 1985, up to an amount authorised by the shareholders in general meeting. At this Annual General Meeting, the Directors are seeking authority to allot shares up to an aggregate nominal amount of £13,376,231 for a further year from the passing of the resolution. This is the 'Section 80 Amount' and is equivalent to approximately 33 per cent of the current issued share capital of the Company.

The Directors are also seeking authority to allot shares for cash without first being required to offer such securities to existing shareholders and to dispose of shares held in treasury, other than by way of a rights issue, up to an aggregate nominal amount of £2,006,434 for a further year from the passing of the resolution. This is the 'Section 89 Amount' and is equivalent to approximately 5 per cent of the current issued share capital of the Company.

Treasury shares are shares in the Company which are owned by the Company itself. Certain listed companies, following purchase of their own shares, are able to hold such shares in treasury instead of cancelling them. Such shares may subsequently be resold for cash, transferred to an employee share scheme or cancelled. Any shares bought back by the Company and held in treasury will not rank for dividends and will not carry any voting rights.

The Company's Articles of Association provide for dealing with treasury shares, including ensuring that the sale of treasury shares by the Company is subject to the same pre-emption rights (and exceptions) as the allotment of new shares. The Company does not currently hold any treasury shares and although the Directors have no present intention of exercising these authorities, it is considered prudent to maintain the flexibility they provide. 7,724,844 shares were repurchased in 2007. Had they been held in treasury, at 31 December 2007 these would have represented 2.62% of the Company's issued share capital.

These authorities will expire at the conclusion of the next Annual General Meeting, or on 1 July 2009<sup>2</sup>, whichever is the earlier. These resolutions comply with Institutional Investment Committee guidelines.

## RESOLUTION 10 – AUTHORITY TO PURCHASE OWN SHARES

The Company is seeking authority to purchase up to 44,056,918 ordinary shares, this being approximately 14.95% of its ordinary share capital, at, or between, the minimum and maximum prices specified in this resolution. 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.

There were outstanding at 18 February 2008, options to subscribe for 5,425,998 ordinary shares, representing 1.84% of the current issued share capital. If the full 14.95% share repurchase authority were utilised, the options outstanding would represent 2.16% of the issued share capital. The authority sought at the Annual General Meeting will expire at the conclusion of the next Annual General Meeting, or on 1 July 2009<sup>2</sup>, whichever is the earlier.

**The Directors believe that the adoption of all the resolutions set out in the Notice of Meeting is in the best interests of the Company and its shareholders as a whole. Accordingly, the Directors unanimously recommend that you vote in favour of the resolutions, as each Director intends to do in respect of his or her own beneficial holdings.**

<sup>1</sup> Copies of contracts of service or letters of appointment between the Directors and the Company or any of its subsidiaries (or a memorandum of the terms thereof) will be available at the Registered Office of the Company during normal business hours until the date of the Annual General Meeting and, on that day, at the place of the Meeting from at least 15 minutes prior to the Meeting until its conclusion.

<sup>2</sup> In previous years a number of resolutions have been proposed which, if passed, would remain in force for a maximum of 15 months from the date of the Annual General Meeting. The Companies Act 2006 has reduced the maximum time allowed between Annual General Meetings for listed PLCs, which must now take place no later than six months after the Accounting Reference Date (ARD) of the Company. IHG's ARD is 31 December and therefore the authorities to be given in Resolutions 7, 8, 9 & 10 will, if passed, expire on 1 July 2009.

## TECHNICAL NOTES

- 1 A member is entitled to appoint another person as his proxy to exercise all or any of his rights to attend and to speak and vote at the Annual General Meeting. A shareholder may appoint more than one proxy in relation to the Meeting, provided that each proxy is appointed to exercise the rights attached to a different share or shares held by that shareholder.
- 2 A Form of Proxy is enclosed. The appointment of a proxy will not prevent a member from subsequently attending and voting at the Meeting in person.
- 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 communications 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 member who holds the 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 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](http://www.icsa.org.uk)) for further details of this procedure. The guidance includes a sample form of appointment letter if the Chairman is being appointed as described in (i) above.
- 5 Holders of ordinary shares are entitled to attend and vote at General Meetings of the Company. On a vote by show of hands every member who is present has one vote and every proxy present who has been duly appointed by a member entitled to vote has one vote. On a poll vote every member who is present in person or by proxy has one vote for every ordinary share of which he is the holder.
- 6 As at 18 February 2008 the Company's issued share capital consists of 294,695,105 ordinary shares, carrying one vote each. Therefore, the total voting rights in the Company as at 18 February 2008 are 294,695,105.
- 7 The Company, pursuant to the Uncertificated Securities Regulations 2001, specifies that only those shareholders on the Register of Members as at 11.00am on Wednesday, 28 May 2008 shall be entitled to attend or vote at the Meeting in respect of the number of shares registered in their names at that time. Changes to entries on the ordinary register after 11.00am on Wednesday, 28 May 2008 shall be disregarded in determining the right of any person to attend or vote at the Meeting.
- 8 CREST members who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service may do so for this Meeting 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 to be valid, the appropriate CREST Proxy Instruction must be transmitted so as to be received by the Company's agent (ID 7RA01) by 11.00am on Wednesday, 28 May 2008.