



EXPLANATORY NOTES TO THE NOTICE OF ANNUAL GENERAL MEETING

THIS LETTER, WHICH SHOULD BE READ IN CONJUNCTION WITH THE NOTICE OF ANNUAL GENERAL MEETING WHICH ACCOMPANIES THIS LETTER, IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION. IF YOU ARE IN ANY DOUBT ABOUT WHAT ACTION TO TAKE, YOU SHOULD IMMEDIATELY SEEK ADVICE FROM YOUR OWN INDEPENDENT FINANCIAL ADVISER AUTHORISED UNDER THE FINANCIAL SERVICES AND MARKETS ACT 2000.

IF YOU HAVE SOLD OR TRANSFERRED ALL YOUR ORDINARY SHARES IN BRITISH POLYTHENE INDUSTRIES PLC, PLEASE PASS THIS LETTER AND THE ACCOMPANYING NOTICE OF ANNUAL GENERAL MEETING AND FORM OF PROXY TO THE PURCHASER OR TRANSFEREE OR TO THE STOCKBROKER, BANK OR OTHER AGENT THROUGH WHOM THE SALE OR TRANSFER WAS EFFECTED FOR DELIVERY TO THE PURCHASER OR TRANSFEREE.

BRITISH POLYTHENE INDUSTRIES PLC
(the "Company")

(Registered in England No. 108191)

DEAR SHAREHOLDER,

This letter explains the purpose of the Resolutions to be proposed as special business and in relation to the re-election of Directors at the Ninety Ninth Annual General Meeting of the Company to be held at 12.00 noon on 13 May 2010, and why your Directors consider that they are most likely to promote the success of the Company for the benefit of its shareholders as a whole and recommend that you vote in favour of them and the other ordinary business resolutions being proposed, as they intend to do in respect of the ordinary shares which they beneficially own and control. The Resolutions referred to in this letter are set out in the Notice of Annual General Meeting which accompanies this letter (the "Notice").

RESOLUTION NUMBER 1

AUTHORITY TO ALLOT ORDINARY SHARES

This Resolution is being proposed as an ordinary resolution to give the Directors a general authority, in accordance with Section 551 of the Companies Act 2006 (the "2006 Act"), to allot ordinary shares in the Company up to a nominal amount of £1,975,000 (i.e. 7,900,000 ordinary shares of 25 pence each) which represents approximately 30 per cent. of the Company's issued ordinary share capital as at 28 March 2010 (being the latest practicable date prior to the printing of this letter). This proposed limit is within the limit set out in the guidelines issued by the Investment Committees of the Association of British Insurers ("ABI") and the National Association of Pension Funds ("NAPF"). As at 28 March 2010, none of the Company's issued shares are held as treasury shares.

This authority replaces the similar authority given to the Directors at last year's Annual General Meeting, which is due to expire at the conclusion of this year's Annual General Meeting. The new authority would be given for the period ending on 30 June 2011 or the conclusion of the next Annual General Meeting, whichever is the earlier.

The Directors have no present intention of exercising such authority but it will give them flexibility should appropriate business opportunities arise.

RESOLUTION NUMBER 2

DISAPPLICATION OF PRE-EMPTION RIGHTS

This Resolution is being proposed to enable the Company, if it decides to make a rights issue or other offer of equity securities to its shareholders, to dispense with the requirements of the Act to offer all new shares issued for cash, or treasury shares sold for cash, to existing shareholders in proportion to their current shareholdings. The dispensation avoids the difficulties which can arise with fractional entitlements or in the case of citizens of overseas countries. These countries require fulfilment of rather complex registration procedures before allowing

offers of shares to be made to their citizens. In the event of any further shares being issued or treasury shares sold, this Resolution would simplify the procedures, for example, by enabling your Directors not to offer shares to such citizens but to sell their rights on their behalf.

Additionally, the Resolution would authorise your Directors to allot equity securities and sell shares held as treasury shares up to an aggregate nominal amount of £330,000 (i.e. 1,320,000 ordinary shares of 25 pence each), representing approximately 5 per cent. of the Company's issued ordinary share capital as at 28 March 2010 (being the latest practicable date prior to the printing of this letter), for cash otherwise than to existing shareholders in proportion to their existing shareholdings. This proposed limit is in line with the guidelines issued by the Investment Committees of the ABI and the NAPF. The Board confirms its intention that no more than 7.5 per cent. of the Company's issued ordinary share capital will be allotted for cash on a non pre-emptive basis during any rolling three-year period and that it will have regard to any guidelines issued by investor protection committees which may be published at the time of any sale of shares held as treasury shares.

The authority conferred by this Resolution replaces a similar authority granted at last year's Annual General Meeting and which is due to expire at the conclusion of this year's Annual General Meeting. The new authority would remain in force until 30 June 2011 or the conclusion of the next Annual General Meeting, whichever is the earlier.

RESOLUTION NUMBER 3

AUTHORITY FOR PURCHASE OF OWN ORDINARY SHARES

This Resolution is being proposed to replace the Company's existing authority (granted at last year's Annual General Meeting and due to expire at the conclusion of this year's Annual General Meeting) to buy back up to 14.9 per cent. of its own issued ordinary share capital.

It is proposed now that the Company be authorised to make market purchases of the Company's ordinary shares up to a maximum nominal amount of £650,000 (i.e. 2,600,000 ordinary shares of 25 pence each), representing approximately 10 per cent. of the Company's issued ordinary share capital as at 28 March 2010 (being the latest practicable date prior to the printing of this letter).

Granting this authority will give your Directors greater flexibility to manage your Company's balance sheet more efficiently. This authority will only be exercised if, in the opinion of the Directors, to do so would be likely to result in an increase in earnings per ordinary share or otherwise to benefit the overall financial position of the Company and is likely to promote the success of the Company for the benefit of its shareholders as a whole. Any such purchase will only

take place within the limits of available reserves and provided that levels of interest cover remain adequate so that the Company continues to have the financial flexibility to develop its business.

The maximum purchase price (exclusive of expenses) which may be paid for an ordinary share in terms of the authority is the higher of (a) an amount equal to 105 per cent. of the average of the middle market quotations for an ordinary share derived from the London Stock Exchange Daily Official List for the five business days immediately preceding the date on which the contract for the purchase price is made; and (b) an amount equal to the higher of the price of the last independent trade and the highest current independent bid as derived from the London Stock Exchange Trading System. This price limit reflects the requirements of the Listing Rules of the UK Listing Authority (the "Listing Rules").

Where shares are purchased under this authority and are cancelled (or are cancelled subsequent to having been held as treasury shares), the amount of the Company's issued share capital will be reduced accordingly.

It is proposed that the general authority conferred by the Resolution will commence immediately after the Annual General Meeting and will remain in force until the conclusion of next year's Annual General Meeting or, if earlier, 30 June 2011. It is, however, the Directors' present intention to seek annual renewal of this authority. Under the Listing Rules, the Company is not permitted, subject to certain limited exceptions, to purchase any of its ordinary shares during (a) the period of sixty days immediately preceding a preliminary announcement of its annual results or, if shorter, the period from the relevant financial year end up to and including the time of such announcement; (b) the period of sixty days immediately preceding the publication of its annual financial report or, if shorter, the period from the relevant financial period up to and including the time of such publication; and (c) the period from the end of the relevant financial period up to and including the time of publication of its interim results. The Company may utilise the purchase authority by either a single purchase or a series of purchases, where market conditions allow.

As at 28 March 2010 (being the latest practicable date prior to the printing of this letter), there were 577,319 outstanding options over the Company's ordinary shares, granted under the Company's savings-related share option scheme. Based on the number of shares in issue as at 28 March 2010, if these options were exercised in full, the resulting ordinary shares would represent approximately 2.1 per cent. of the so enlarged issued ordinary share capital of the Company; if the buy-back authority the subject of this Resolution were exercised in full and the options were

also fully exercised, the ordinary shares issued pursuant to the exercise of options would represent 2.4 per cent. of the then issued ordinary share capital of the Company (excluding any shares then held as treasury shares).

RESOLUTION NUMBER 4 **NOTICE PERIOD FOR GENERAL MEETINGS** **OTHER THAN ANNUAL GENERAL MEETINGS**

The Company is currently permitted to call general meetings other than annual general meetings on 14 clear days' notice in accordance with its Articles of Association. However, the Companies (Shareholders' Rights) Regulations 2009 (the "Shareholders' Rights Regulations"), which came into force on 3 August 2009, increased the required notice period for general meetings to 21 days, which overrides the authority provided for in the Articles of Association. The Company is able to preserve the authority to call general meetings on 14 days' notice, provided shareholders have approved this by passing a resolution annually at each Annual General Meeting and the Company has met the requirements for electronic voting under the Shareholders' Rights Regulations. Resolution 4 is proposed to enable the Company to preserve the authority in its Articles of Association and reflects the terms of a similar authority granted by shareholders last year. In accordance with the guidelines issued by the NAPF, the Directors do not intend that the authority will be used to pass non time-sensitive resolutions but will only be used in circumstances, such as in the context of approving a rights issue or any other transaction with significant timetable pressures, where it would be to the advantage of shareholders as a whole.

RESOLUTION NUMBER 5 **ADOPTION OF NEW ARTICLES OF ASSOCIATION**

It is proposed to adopt new articles of association ("New Articles") with effect from the conclusion of this year's Annual General Meeting, primarily to reflect the implementation of the Shareholders' Rights Regulations which implement the EU Shareholder Rights Directive in the UK and which took effect on 3 August 2009 and final implementation of the Companies Act 2006 which took effect on 1 October 2009. As the proposed changes affect various provisions in the Company's existing Articles of Association ("Current Articles"), it is considered more practical to seek to replace the Current Articles in full rather than to seek approval for numerous individual amendments. Resolution 5 will be proposed as a special resolution to do this.

Pursuant to the 2006 Act, as from 1 October 2009, all provisions of the Company's Memorandum of Association (apart from the subscriber clause) were deemed to be contained in the Current Articles. By virtue of Resolution 5, all of these provisions now contained in the Current Articles (except for the limited liability clause, which is restated in the New Articles) will be removed. This includes the Company's objects clause (which sets out the scope of the Company's permitted operations) such that, if this Resolution is passed, the Company will be operating under unrestricted objects. On the basis that the existing objects clause of the Company is very broad in its scope of permitted operations, having unrestricted objects will not result in a significant broadening of the permitted operations of the Company from the current position.

The principal changes introduced in the New Articles are described in Appendix 1. Changes which are of a minor, technical or clarifying nature, and also some more minor changes which merely reflect statutory provisions or changes of terminology in the 2006 Act or the Shareholders' Rights Regulations have not been separately noted.

A copy of the New Articles is available for inspection as described in Note (13) to the Notice.

RESOLUTIONS NUMBERED 6 AND 7 **ADOPTION OF SHARE MATCHING PLAN** **AND COMPANY SHARE OPTION PLAN**

Resolutions Numbered 6 and 7 seek shareholder approval for the British Polythene Industries 2010 Share Matching Plan (the "SMP") and the British Polythene Industries 2010 Company Share Option Plan (the "CSOP") respectively.

The Board's Remuneration Committee is committed to developing and implementing remuneration policies which provide an appropriate motivational framework and which more closely align the interests of the Executive Directors and key employees with the performance of the business and the interests of shareholders.

The Remuneration Committee has, with the assistance of the Company's advisers, been reviewing the structure of remuneration for Executive Directors and senior management. As a result of this review, the Committee has proposed the adoption of a new long-term incentive in the form of a share matching plan and a share option plan which together are designed to achieve alignment with business performance and shareholder interests, whilst at the same time giving effect to the spirit of published institutional shareholder guidelines and the Combined Code on corporate governance.

A summary of the principal features of the SMP and the performance conditions attaching to the plan are set out in Appendix 2 to this letter; similar information relating to the CSOP is set out in Appendix 3.

SHARE MATCHING PLAN

The SMP that is proposed will be a replacement for the Company's current long-term incentive plan. The aim of the SMP is to create stronger alignment between the Group's executives and the Company's shareholders by requiring a deferral of part of the annual bonus into shares; and to create a strong incentive to drive return on capital, by tying matching awards to this measure.

The SMP would initially apply to Executive Directors and senior managers including the business managing directors. It provides for executives to invest part of their annual bonus in Company shares and to receive a matching award of shares based on business performance over the following three years. Executives will invest a minimum of 25% of their bonus into the SMP and may increase this percentage voluntarily up to a maximum of the lower of 50% of maximum bonus entitlement and the actual bonus awarded.

A matching award of up to three times the number of shares deferred may be earned; in the case of Executive Directors, the measure to determine the level of match will be Group return on average capital employed over three years; for executives with individual business roles, the measure for at least 50% of their potential matching award will be the same as for the Executive Directors with any remainder being tied to the same measure but calculated for their respective businesses rather than the Group.

The Board considers that return on capital is the best measure of management's contribution to the Company's long-term success. The Remuneration Committee will determine prior to each annual deferral the range of performance required for matching awards to vest, with the intention that full vesting will be triggered only on delivery of stretching performance.

Shares will be released at the end of the three-year period in respect of any part of the award voluntarily deferred (including any matching award on such part), with the mandatorily deferred element (including any matching award on such part) being released a year later.

COMPANY SHARE OPTION PLAN

The CSOP is proposed to be implemented as the long-term incentive vehicle for the majority of the Group's senior management population. The Board defers that share options offer a direct and straightforward way of aligning the interests of this senior group with those of shareholders. Furthermore, for UK participants, a HMRC-approved structure provides a tax-effective method of delivering this element of remuneration. For this reason, the Board is proposing that participants would also receive part of their long-term remuneration through this structure, up to the HMRC limit of £30,000 over three years.

The Board envisages that awards of options will be made to senior managers across the Group on an annual basis. Options, which would be granted at fair market value, would vest after three years on fulfilment of a performance condition. In the UK, this plan would include the ability to grant under the HMRC approved structure.

Copies of the rules of the SMP and the CSOP are available for inspection as described in Note (13) to the Notice.

RESOLUTION NUMBER 10 **RE-ELECTION OF MR McLATCHIE**

Resolution 10 is being proposed in connection with the announcement made in 2003 by Mr C McLatchie, Chairman of the Group, that he intends to put himself forward for re-election as Director on an annual basis. As shareholders may be aware, Mr McLatchie's decision to seek such annual re-election was taken in response to developments on corporate governance which suggest that it may no longer be considered appropriate for Mr McLatchie to continue in his role as Chairman, having previously served as both Chairman and Chief Executive. Mr McLatchie's fellow Directors continue to believe that this factor is of lesser importance than his experience and value to the Group. Mr McLatchie has been employed within the Group for over twenty four years, serving as Chairman and Chief Executive since 1988 until May 2003 when he stepped down as Chief Executive.

RESOLUTION NUMBER 11

On 18 August 2009 the Company appointed Mr D Warnock to the Board of Directors as a Non-Executive Director. Mr Warnock (date of birth, 6 January 1958) is currently a Non-Executive Director of Phoenix IT Group plc, Standard Life European Equity Trust plc and City Health Clinic Group. Mr Warnock, who is currently resident in Scotland, has 30 years' investment experience in both public and private companies, in both the UK and USA.

In accordance with the Articles of Association Mr Warnock is eligible for re-appointment at this year's Annual General Meeting.

RESOLUTION NUMBER 12

On 24 August 2009 the Company appointed Mr D Harris to the Board of Directors as Group Finance Director. Mr Harris (date of birth, 11 January 1972) joined the Group in 1996 and has held a number of financial and general management roles within the Group, including Business Director of bpi. consumer and Managing Director of bpi. industrial. Mr Harris is resident in Scotland.

In accordance with the Articles of Association Mr Harris is eligible for re-appointment at this year's Annual General Meeting.

RECOMMENDATION

Your Directors consider that the Resolutions set out in the Notice are most likely to promote the success of the Company for the benefit of its shareholders as a whole and they unanimously recommend you to vote in favour of each of the Resolutions set out in the Notice, as they intend to do in respect of the 792,995 ordinary shares which they own and control, representing approximately 3.0 per cent. of the issued ordinary share capital of the Company as at 28 March 2010 (being the latest practicable date prior to the printing of this letter).

ACTION TO BE TAKEN

A reply-paid form of proxy for use by ordinary shareholders accompanies this letter. Please complete and return the form of proxy in accordance with the instructions printed on it as soon as possible. In order to be valid, forms of proxy must be completed and deposited with the Company's Registrars, Computershare Investor Services PLC, The Pavilions, Bridgwater Road, Bristol, BS99 6ZY not later than 12.00 noon on 11 May 2010. A form of proxy may also be completed online at www.eproxyappointment.com following the instructions on the form of proxy or, if you have registered for the electronic shareholders' communication service, on the email sent to you by the Company. Completion of a form of proxy will not preclude shareholders from attending and voting in person should they so wish. Shareholders wishing to attend the meeting in person are requested to bring the attendance card also accompanying this letter with them.

Yours faithfully



CAMERON MCLATCHIE CHAIRMAN

Registered Office:
One London Wall
London
EC2Y 5AB

APPENDIX 1

EXPLANATORY NOTES OF PRINCIPAL CHANGES TO THE COMPANY'S ARTICLES OF ASSOCIATION 1. 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 has historically contained, 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 Companies Act 2006 (the "2006 Act") significantly reduces the constitutional significance of a company's Memorandum. The 2006 Act provides that a memorandum will record only the names of subscribers and the number of shares each subscriber has agreed to take in the company. Under the Act, for existing companies at 1 October 2009, the objects clause and all other provisions which are contained in a company's memorandum are deemed to be contained in the 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 provide otherwise, a company's objects are unrestricted. This abolished 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 which, by virtue of the 2006 Act, are treated as forming part of the Company's Articles of Association as of 1 October 2009. Paragraph (i) of Resolution 5 confirms the removal of these provisions for the Company. As the effect of this Resolution will be to remove the statement currently in the Company's Memorandum of Association regarding limited liability, the New Articles also contain an express statement regarding the limited liability of shareholders.

2. ARTICLES WHICH DUPLICATE STATUTORY PROVISIONS

Provisions in the Current Articles which replicate provisions contained in the 2006 Act have either been amended in the New Articles to bring them into line with the 2006 Act or removed in line with the approach advocated by the Government that statutory provisions should not be duplicated in a company's constitution.

3. AUTHORISED SHARE CAPITAL AND UNISSUED SHARES

The 2006 Act abolishes the requirement for a company to have an authorised share capital and the New Articles reflect this. Directors will still be limited as to the number of shares they can at any time allot because allotment authority (for example, the authority sought in Resolution 1 of the Notice of Annual General Meeting) continues to be required under the 2006 Act, save in respect of allotments in pursuance of employee share schemes (as defined in the 2006 Act).

4. AUTHORITY TO PURCHASE OWN SHARES

Under the Companies Act 1985, a company required specific enabling provisions in its articles to purchase its own shares as well as shareholder authority to make the purchase. The Current Articles include this enabling provision. Under the 2006 Act a company only requires shareholder authority to purchase its own shares and it is no longer necessary for articles to contain an enabling provision. Accordingly the relevant enabling provision has been removed in the New Articles.

5. CONVERSION OF SHARES INTO STOCK

The ability to convert fully paid-up shares into stock has been repealed by the 2006 Act. However, Section 62 of the 2006 Act preserves a company's ability to re-convert existing stock back into paid up shares of any nominal value by way of an ordinary resolution. The New Articles remove provisions in the Current Articles dealing with conversion of shares into stock and stock into shares on the basis that this is provided for in the 2006 Act.

6. PROVISION FOR EMPLOYEES ON CESSATION OF BUSINESS

The 2006 Act provides that the powers of the directors of a company to make provision for a person employed or formerly employed by the company or any of its subsidiaries in connection with the cessation or transfer to any person of the whole or part of the undertaking of the company or relevant subsidiary, may only be exercised by the directors if they are so authorised by the company's articles or by the company in general meeting. The New Articles provide that the Directors may exercise this power.

7. USE OF SEALS

Under the Companies Act 1985, a company required authority in its articles to have an official seal for use abroad. Under the 2006 Act, such authority is no longer required. Accordingly, the relevant authorisation has been removed in the New Articles.

8. SUSPENSION OF REGISTRATION OF SHARE TRANSFERS AND UNCERTIFICATED SHARES

The Current Articles permit the Directors to suspend the registration of share transfers. Under the 2006 Act share transfers must be registered as soon as practicable. The power in the Current Articles to suspend the registration of transfers is inconsistent with this requirement. Accordingly, this power has been removed in the New Articles.

The opportunity has also been taken in the New Articles to include express provisions as regards holding and transferring uncertificated shares in accordance with the 2006 Act and the Uncertificated Securities Regulations 2001 (as amended).

9. REMUNERATION FOR NON-EXECUTIVE DIRECTORS

Guidelines from the Association of British Insurers ("ABI Guidelines") require that a company's articles of association contain a monetary cap on the aggregate fees payable to Non-Executive Directors. The New Articles, therefore, provide that the Company's Non-Executive Directors shall not receive, in aggregate, more than £500,000 per annum (excluding amounts paid for special services performed outside the scope of the ordinary duties of a director), which is consistent with current market practice. Shareholders will need to approve any increase in this figure by the passing of an ordinary resolution at a General Meeting of the Company.

10. VOTING BY PROXIES ON A SHOW OF HANDS

The Shareholders' Rights Regulations have amended the 2006 Act so that it now provides that each proxy appointed by a member has one vote on a show of hands unless the proxy is appointed by more than one member, in which case the proxy has one vote for and one vote against if the proxy has been instructed by one or more members to vote for the resolution and by one or more members to vote against the resolution. The New Articles reflect these changes.

11. PROXIES TO VOTE IN ACCORDANCE WITH INSTRUCTIONS

Under the 2006 Act as amended by the Shareholders' Rights Regulations, proxies are required to vote in accordance with instructions given by the shareholder by whom the proxy is appointed. The New Articles confirm that the Company is not required to confirm that a proxy has followed instructions and they also confirm that a failure to vote as instructed does not invalidate the proceedings on the resolution.

12. VOTING BY CORPORATE REPRESENTATIVES

The Shareholders' Rights Regulations have amended the 2006 Act in order to enable multiple representatives appointed by the same corporate member to vote in different ways on a show of hands and a poll. The New Articles have been updated to reflect these amendments to the 2006 Act.

13. ELECTRONIC CONDUCT OF MEETINGS AND SATELLITE MEETING PLACES

Amendments made to the 2006 Act by the Shareholders' Right Regulations specifically provide for the holding and conducting of electronic meetings. The Current Articles have been amended to reflect these provisions and also to enable Directors to resolve that members may attend a General Meeting and participate (concurrently with the proceedings at the principal meeting place) at any satellite meeting place that the Directors determine is appropriate and allows members to communicate with all other persons attending the meeting and vote on any resolution on which they are entitled.

14. CHAIRMAN'S CASTING VOTE

The New Articles remove the provision giving the chairman a casting vote in the event of an equality of votes as this is no longer permitted under the 2006 Act.

15. NOTICE OF GENERAL MEETINGS

The Shareholders' Rights Regulations amend the 2006 Act to require the Company to give 21 clear days' notice of General Meetings unless the Company offers members an electronic voting facility and a special resolution reducing the period of notice to not less than 14 days has been passed. Annual General Meetings must be held on 21 clear days' notice. Minor amendments to the provisions of the Current Articles to make them consistent with the new requirements have been made in the New Articles.

16. ADJOURNMENTS FOR LACK OF QUORUM

Under the 2006 Act as amended by the Shareholders' Rights Regulations, General Meetings adjourned for lack of quorum must be held at least 10 clear days after the original meeting. The New Articles reflect this requirement.

17. VOTING RECORD DATE

Under the 2006 Act as amended by the Shareholders' Rights Regulations, the Company must determine the right of members to vote at a General Meeting by reference to the register not more than 48 hours before the time for the holding of the meeting, not taking account of days which are not working days. The New Articles reflect this requirement.

18. GIVING NOTICE IN THE EVENT OF A POSTAL STRIKE

The Current Articles provide that in the event of a postal strike, the Company can convene a General Meeting by putting the notice of meeting in two national daily newspapers. Following changes made by the 2006 Act, there is now some doubt as to whether companies will be able to use this route in the future, and so the New Articles enable the Company to decide, in the event of curtailment of postal services, that it need only send notices electronically to those shareholders who have agreed that the Company can communicate with them in this way. To try to ensure that all shareholders (including those who have not yet agreed to electronic communication) receive information about the meeting, the Company must still advertise the notice in a national daily newspaper and on its website and, as under the Current Articles,

must send confirmatory copies of the notice out by post to those who did not receive it electronically, if it again becomes practicable to do so.

19. NOTICES TO OVERSEAS ADDRESSEES

The New Articles also include a provision to permit the Directors to determine not to give a notice or other document or information to a member whose registered address is not within the United Kingdom and who has not given the Company a postal address in the United Kingdom as his address for the service of notices and other documents if the Directors in good faith deem it necessary or expedient so to do to avoid breach or non-compliance with, or the risk of breach of non-compliance with, the laws of any jurisdiction outside the United Kingdom or the requirements of any regulatory body or stock exchange in any such jurisdictions.

20. GENERAL

Generally the opportunity has been taken to bring clearer language into the New Articles and in some areas to conform the language of the New Articles with that used in the model articles for public companies produced by the Department for Business, Innovation and Skills.

APPENDIX 2

SUMMARY OF PRINCIPAL TERMS OF THE BRITISH POLYTHENE INDUSTRIES 2010 SHARE MATCHING PLAN
The principal features of the proposed new British Polythene Industries 2010 Share Matching Plan ("SMP") are as follows:

1. ELIGIBILITY

Awards under the SMP may be made to Executive Directors and employees of the Company and its subsidiaries at the discretion of the Remuneration Committee.

2. FORM OF AWARDS

The SMP provides for awards on a matching basis for shares invested in the plan by executives. Executives will be required to invest 25% of their bonus into the Share Matching Plan and may increase this percentage voluntarily up to a maximum of the higher of 50% of maximum bonus entitlement and the actual bonus awarded. The maximum matching award in respect of each annual cycle will be three times the number of shares invested.

Shares will be released at the end of the three-year period in respect of any part of the award voluntarily deferred (including any matching award on such part), with the mandatorily deferred element (including any matching award on such part) being released a year later.

3. PERFORMANCE CONDITIONS

Vesting of the matching awards will be subject to the fulfilment of a performance condition. In the case of Executive Directors, the measure to determine the level of match will be Group return on average capital employed over three years; for executives with individual business roles, the measure for at least 50% of their potential matching award will be the same as for the Executive Directors with any remainder being tied to the same measure but calculated for their respective businesses rather than the Group.

The Remuneration Committee will determine annually the range of performance required for awards to vest, for both the Group performance and that of the businesses, with the intention that full vesting will be triggered only on delivery of stretching performance.

4. GRANT OF AWARDS

Awards will generally be made by the Remuneration Committee at or around the same time as annual bonus awards are paid to executives. No awards can be made after the termination date which will be the tenth anniversary of the adoption date.

5. INDIVIDUAL LIMITS

The maximum individual participation in the SMP is the lower of 50% of maximum bonus entitlement and the actual bonus awarded (which for 2010 is a maximum of 100% of salary). Based on a potential match of 3 times that amount, the maximum individual matching award under this plan for awards made in 2010 is 150% of salary.

6. CESSATION OF EMPLOYMENT

Awards held by a participant who ceases to be a Group employee prior to the normal vesting date by reason of death will vest on death. Vesting will be based on the extent to which the performance conditions applied to the award have been met, taking account of the curtailed performance period.

Awards held by a participant who ceases to be a Group employee prior to the normal vesting date as a "good leaver" will vest on the date of cessation of employment. Vesting will be pro-rated to take account of the proportion of the period from the award date to the normal vesting date falling prior to cessation of employment and the extent to which the performance conditions (and any other conditions) applied to the award have been met.

Good leavers are those who cease employment by reason of injury, ill-health or disability (evidenced to the satisfaction of the Remuneration Committee); retirement; redundancy; or any other reason if the Remuneration Committee, at its discretion, designates the participant as a good leaver within 30 days of cessation of employment.

Awards held by a participant who ceases to be a Group employee prior to the normal vesting date by reason of the participant's employing company ceasing to be a Group company or his employment being transferred, as part of a business transfer, to a person who is not a Group company and not under the control of a Group company, will vest on cessation of employment. Vesting will be pro-rated to take account of the proportion of the period from the award date to the normal vesting date falling prior to cessation of employment and the extent to which the performance conditions (and any other conditions) applied to the award have been met, taking account of the curtailed performance period.

Awards held by participants who cease to be Group employees prior to vesting for reasons other than as noted above will lapse on cessation of employment.

The Remuneration Committee retains discretion to vary the default provisions outlined above in individual cases (for executives within its remit).

7. CHANGE OF CONTROL

In the event of a change of control, or any reconstruction or amalgamation resulting in a change of control or if notice is given for the voluntary winding up of the Company, awards will vest early unless a replacement award is made. Vesting will be pro-rated to take account of the proportion of the period from the award date to the normal vesting date falling prior to the corporate event and the extent to which the performance conditions (and any other conditions) applied to the award have been met, taking account of the curtailed performance period.

Replacement awards must be subject to performance conditions equivalent to the original performance conditions, unless the acquiring company determines otherwise. Replacement awards made in the event of an internal reconstruction must be subject to performance conditions and other terms equivalent to those applicable to the original award.

8. RIGHTS ATTACHING TO AWARDS

Awards received under the SMP are not pensionable and may not be assigned or transferred except on a participant's death.

9. AMENDMENTS TO THE SMP

The Board has the authority to amend the rules of the SMP provided that no amendment may materially adversely affect a participant's rights as regards an award made prior to the amendment being made without the participant's consent. In addition, no amendment can be made to the advantage of participants or eligible employees relating to certain features of the SMP without the prior approval of shareholders in general meeting. These features are: who can be a participant; the individual limits; the rights attaching to an award; and the amendment provisions themselves. There is an exception which provides that shareholder approval is not required for such an amendment provided it is minor and made to benefit the administration of the SMP, to take account of a change or a proposed change in legislation or to obtain or maintain favourable or avoid unfavourable tax, exchange control or regulatory treatment.

APPENDIX 3

SUMMARY OF PRINCIPAL TERMS OF THE BRITISH POLYTHENE INDUSTRIES 2010 COMPANY SHARE OPTION PLAN

The principal features of the proposed new British Polythene Industries 2010 Company Share Option Plan ("CSOP") are as follows:

1. ELIGIBILITY

Awards under the CSOP may be made to Executive Directors and employees of the Company and its subsidiaries at the discretion of the Remuneration Committee.

2. FORM OF AWARDS

Awards under the CSOP are options to acquire ordinary shares at the share price on the date of grant. Options will be capable of exercise from a date three years after the date of grant, subject to the fulfilment of a performance condition. Options will lapse on the tenth anniversary of the date of grant if not exercised beforehand.

3. GRANT OF AWARDS

Awards can be made by the Remuneration Committee within the period of 42 days following the adoption of the CSOP by the Company or the announcement of results for any period. Awards can also be made outside these periods if there are exceptional circumstances which the Remuneration Committee considers justifies the making of awards outside these periods. No awards can be made after the termination date which will be the tenth anniversary of the adoption date.

It is envisaged that awards will be made annually at the discretion of the Remuneration Committee. In each case, the Remuneration Committee will judge whether to make awards and the award level taking account of the market positioning of the remuneration of eligible Executive Directors and employees.

4. INDIVIDUAL LIMITS

Award levels will be determined by the Remuneration Committee.

The Remuneration Committee has proposed a cumulative award limit over any three-year period (determined with reference to the face value of options at the date of grant) of £30,000 per participant. This is in line with the limits applying to the HMRC-approved section of the plan. It is intended that similar limits would be applied to participants outside the UK who participate in the unapproved section of the plan.

5. PERFORMANCE CONDITIONS

Vesting of all awards will be subject to the fulfilment of a performance condition. In order for any award to vest, the Company's earnings per share must exceed the Retail Prices Index by at least 9% measured over a three-year performance period starting no earlier than the beginning of the financial year in which the award is made.

6. CESSATION OF EMPLOYMENT

Awards held by a participant who ceases to be a Group employee prior to the normal vesting date by reason of death will vest on death. Vesting will be based on the extent to which the performance conditions applied to the award have been met, taking account of the curtailed performance period.

Awards held by a participant who ceases to be a group employee prior to the normal vesting date as a "good leaver" will vest on the date of cessation of employment. Vesting will be pro-rated to take account of the proportion of the period from the award date to the normal vesting date falling prior to cessation of employment and the extent to which the performance conditions (and any other conditions) applied to the award have been met.

Good leavers are those who cease employment by reason of injury, ill-health or disability (evidenced to the satisfaction of the Remuneration Committee); retirement; redundancy; or any other reason if the Remuneration Committee, at its discretion, designates the participant as a good leaver within 30 days of cessation of employment.

Awards held by a participant who ceases to be a Group employee prior to the normal vesting date by reason of the participant's employing company ceasing to be a Group company or his employment being transferred, as part of a business transfer, to a person who is not a Group company and not under the control of a Group company, will vest on cessation of employment. Vesting will be pro-rated to take account of the proportion of the period from the award date to the normal vesting date falling prior to cessation of employment and the extent to which the performance conditions (and any other conditions) applied to the award have been met, taking account of the curtailed performance period.

Awards held by participants who cease to be Group employees prior to vesting for reasons other than as noted above will lapse on cessation of employment.

The Remuneration Committee retains discretion to vary the default provisions outlined above in individual cases (for executives within its remit).

7. CHANGE OF CONTROL

In the event of a change of control, or any reconstruction or amalgamation resulting in a change of control or if notice is given for the voluntary winding up of the Company, awards will vest early unless a replacement award is made. Vesting will be pro-rated to take account of the proportion of the period from the award date to the normal vesting date falling prior to the corporate event and the extent to which the performance conditions (and any other conditions) applied to the award have been met, taking account of the curtailed performance period.

Replacement awards must be subject to performance conditions equivalent to the original performance conditions, unless the acquiring company determines otherwise. Replacement awards made in the event of an internal reconstruction must be subject to performance conditions and other terms equivalent to those applicable to the original award.

8. RIGHTS ATTACHING TO AWARDS

Awards received under the CSOP are not pensionable and may not be assigned or transferred except on a participant's death.

9. AMENDMENTS TO THE CSOP

The Board has the authority to amend the rules of the CSOP provided that no amendment may materially adversely affect a participant's rights as regards an award made prior to the amendment being made without the participant's consent.

In addition, no amendment can be made to the advantage of participants or eligible employees relating to certain features of the CSOP without the prior approval of shareholders in general meeting. These features are: who can be a participant; the individual limits; the rights attaching to an award; and the amendment provisions themselves. There is an exception which provides that shareholder approval is not required for such an amendment provided it is minor and made to benefit the administration of the CSOP, to take account of a change or a proposed change in legislation or to obtain or maintain favourable or avoid unfavourable tax, exchange control or regulatory treatment.

BRITISH POLYTHENE INDUSTRIES PLC

NOTICE IS HEREBY GIVEN THAT THE NINETY NINTH ANNUAL GENERAL MEETING OF BRITISH POLYTHENE INDUSTRIES PLC (THE "COMPANY") WILL BE HELD AT 96 PORT GLASGOW ROAD, GREENOCK, PA15 2UL AT 12.00 NOON ON 13 MAY 2010 FOR THE FOLLOWING PURPOSES:

TO CONSIDER AND, IF THOUGHT FIT, PASS RESOLUTION NUMBER 1 AND RESOLUTIONS NUMBERED 6 TO 13 AS ORDINARY RESOLUTIONS AND RESOLUTIONS NUMBERED 2 TO 5 AS SPECIAL RESOLUTIONS.

AS SPECIAL BUSINESS

RESOLUTION NUMBER 1

"THAT, in substitution for any existing authority under Section 80 of the Companies Act 1985 but without prejudice to the exercise of any such authority prior to the date of this Resolution, the Directors of the Company be and they are hereby generally and unconditionally authorised in accordance with Section 551 of the Companies Act 2006 (the "Act") to allot shares in the Company and to grant rights ("relevant rights") to subscribe for, or to convert any security into, shares in the Company up to an aggregate nominal amount of £1,975,000, such authorisation to expire at midnight on 30 June 2011 or, if earlier, on the conclusion of the next Annual General Meeting of the Company, unless previously renewed, revoked or varied by the Company in general meeting, save that the Company may at any time before the expiry of this authorisation make an offer or agreement which would or might require shares to be allotted or relevant rights to be granted after the expiry of this authorisation and the Directors of the Company may allot shares or grant relevant rights in pursuance of any such offer or agreement as if the authorisation conferred hereby had not expired."

RESOLUTION NUMBER 2

"THAT subject to the passing of Resolution Number 1 and in substitution for any existing authority under Section 95(1) of the Companies Act 1985 but without prejudice to the exercise of any such authority prior to the date of this Resolution, the Directors of the Company be and they are hereby empowered pursuant to and in accordance with Sections 570 and 573 of the Companies Act 2006 (the "Act") to allot or make offers or agreements to allot equity securities (within the meaning of Section 560(1), (2) and (3) of the Act) either pursuant to the authorisation under Section 551 of the Act as conferred by Resolution Number 1 above or by way of a sale of treasury shares, in each case as if Section 561(1) of the Act did not apply to any such allotment, provided that this power shall be limited to:

- (i) the allotment of equity securities in connection with an offer to all holders of ordinary shares of 25 pence each in the capital of the Company ("ordinary shares") in proportion (as nearly as may be) to the respective numbers of ordinary shares held by them on a record date fixed by the Directors of the Company (but subject to such exclusions, limits or restrictions or other arrangements as the Directors of the Company may consider necessary or appropriate to deal with treasury shares, fractional entitlements, record dates, legal, regulatory or practical problems in or under the laws of, or requirements of, any regulatory body or any stock exchange in any territory or otherwise howsoever); and
- (ii) the allotment (otherwise than pursuant to paragraph (i) of this Resolution) of equity securities up to an aggregate nominal amount of £330,000;

during the period commencing on the date of the passing of this Resolution and expiring on 30 June 2011 or at the conclusion of the next Annual General Meeting of the Company held after the passing of this Resolution, whichever is the earlier, but so that this authority shall allow the Company before such an expiry to make any offer, agreement or other arrangement which would or might require equity securities to be allotted after such expiry, and the Directors of the Company may allot equity securities after such expiry date in pursuance of such offer, agreement or other arrangement, as if the authority conferred hereby had not expired."

RESOLUTION NUMBER 3

"THAT the Company be and is hereby generally and unconditionally authorised pursuant to and in accordance with Section 701 of the Companies Act 2006 (the "Act") to make market purchases (as defined in Section 693(4) of the Act) of ordinary shares of 25 pence each in the capital of the Company ("ordinary shares") and to cancel or hold in treasury such shares, in such manner and upon such terms as the Directors of the Company may determine, provided that:

- (i) the maximum aggregate nominal value of ordinary shares hereby authorised to be purchased is £650,000;
- (ii) the minimum purchase price (exclusive of expenses) which may be paid for any ordinary share is 25 pence;
- (iii) the maximum purchase price (exclusive of expenses) which may be paid for any ordinary share is the higher of: (a) an amount equal to 105 per cent. of the average of the middle market quotations of an ordinary share as derived from the London Stock Exchange Daily Official List for the five business days immediately preceding the day on which such ordinary share is contracted to be purchased; and (b) an amount equal to the higher of the price of the last independent trade of any ordinary share and the highest current independent bid for an ordinary share as derived from the London Stock Exchange Trading System; and
- (iv) the authority conferred by this Resolution shall, unless previously revoked, renewed or varied, expire on 30 June 2011 or at the conclusion of the next Annual General Meeting of the Company held after the passing of this Resolution, whichever is the earlier, but so that this authority shall allow the Company to purchase ordinary shares after such expiry under any agreement made before the expiry of such authority, as if the authority hereby conferred had not expired."

RESOLUTION NUMBER 4

"THAT general meetings of the Company (other than Annual General Meetings) may be called in accordance with the Articles of Association of the Company on not less than 14 days' notice, provided that this authority shall expire at midnight on 30 June 2011 or at the conclusion of the next Annual General Meeting of the Company held after the date of the passing of this Resolution, whichever is the earlier."

RESOLUTION NUMBER 5

"THAT with effect from the conclusion of the Annual General Meeting:

- (i) the Articles of Association of the Company be and are hereby amended by deleting all the provisions of the Company's Memorandum of Association which, by virtue of Section 28 of the Companies Act 2006, are to be treated as provisions of the Company's Articles of Association; and
- (ii) the articles of association produced to the Annual General Meeting and, for the purposes of identification, initialled by the Chairman of the Annual General Meeting, be and are hereby adopted as the Articles of Association of the Company in substitution for, and to the exclusion of, the existing Articles of Association."

RESOLUTION NUMBER 6

"THAT the British Polythene Industries 2010 Share Matching Plan (the "Share Matching Plan"), to be constituted by the rules produced to the Annual General Meeting and, for the purposes of identification, initialled by the Chairman of the Annual General Meeting, the principal terms of which are summarised in Appendix 2 to the Explanatory Notes to the Notice of Annual General Meeting, be approved and adopted and that the Directors of the Company, or a duly authorised committee of them, be authorised:

- (i) to do all acts and things which they may consider appropriate to carry the Share Matching Plan into effect, including making such modifications to the Share Matching Plan as they may consider appropriate to take account of the requirements of best practice and for the implementation of the Share Matching Plan and to do all things that they may consider necessary or expedient to give effect to the same; and
- (ii) to add appendices or establish further plans based on the Share Matching Plan but modified to take account of local tax, exchange control, securities laws or regulations in overseas territories, provided that any shares made available under such further plans shall be treated as counting against any limits on individual or overall participation under the Share Matching Plan."

RESOLUTION NUMBER 7

"THAT the British Polythene Industries 2010 Company Share Option Plan (the "Company Share Option Plan") to be constituted by the rules produced to the Annual General Meeting and, for the purposes of identification, initiated by the Chairman of the Annual General Meeting, the principal terms of which are summarised in Appendix 3 to the Explanatory Notes to the Notice of Annual General Meeting, be approved and adopted and that the Directors of the Company, or a duly authorised committee of them, be authorised:

- (i) to do all acts and things which they may consider appropriate to carry the Company Share Option Plan into effect, including making such modifications to the Company Share Option Plan as they may consider appropriate to take account of the requirements of best practice and to obtain approval from HM Revenue & Customs for Part A of the Company Share Option Plan and for the implementation of the Company Share Option Plan and to do all things that they may consider necessary or expedient to give effect to the same; and
- (ii) to add appendices or establish further plans based on the Company Share Option Plan but modified to take account of local tax, exchange control, securities laws or regulations in overseas territories, provided that any shares made available under such further plans shall be treated as counting against any limits on individual or overall participation under the Company Share Option Plan."

AS ORDINARY BUSINESS

RESOLUTION NUMBER 8

"To receive the Company's accounts and the reports of the Directors and Auditors for the financial year ending 31 December 2009."

RESOLUTION NUMBER 9

"To approve the Directors' remuneration report for the financial year ending 31 December 2009."

RESOLUTION NUMBER 10

"To re-elect Mr C McLatchie as a Director."

RESOLUTION NUMBER 11

"To re-appoint Mr D Warnock as a Director."

RESOLUTION NUMBER 12

"To re-appoint Mr D Harris as a Director."

RESOLUTION NUMBER 13

"To re-appoint KPMG Audit PLC as auditors of the Company to hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting at which accounts are laid before the Company, at a remuneration to be determined by the Directors."

To transact any other ordinary business of the Company.

By order of the Board

R B BROOKSBANK

SECRETARY

14 April 2010

Registered Office:

One London Wall

London

EC2Y 5AB

Registered in England and Wales No. 108191

NOTES:

- (1) Only holders of ordinary shares of the Company are entitled to attend and vote at the Annual General Meeting. Members are entitled to appoint a proxy to exercise all or any of their rights and to attend and to speak and vote, both on a show of hands and on a poll, on their behalf at the meeting. A member 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 member. A proxy need not be a member of the Company. Completion of a form of proxy or any CREST Proxy Instruction (see Notes (7) and (8) below) does not prevent holders of ordinary shares from attending the meeting and speaking and/or voting in person should they wish to do so.
- (2) A form of proxy which may be used to appoint a proxy and give proxy instructions accompanies this Notice. To be valid, a form of proxy, together (if not previously registered with the Company) with any power of attorney under which it is signed or a notarially certified copy thereof, must be completed and received by post or (during normal business hours only) by hand at the Company's Registrars, Computershare Investor Services PLC, The Pavilions, Bridgwater Road, Bristol, BS99 6ZY or at the electronic address provided in the website as referred to in Note (7) no later than 48 hours prior to the time appointed for the meeting or adjourned meeting. A form of proxy may also be completed online at www.eproxyappointment.com following the instructions on the form of proxy or, for members who have registered for the electronic shareholders' communication service, on the email that is sent to such members by the Company.
- (3) Any person to whom this Notice is sent who is a person nominated under Section 146 of the Companies Act 2006 (the "Act") to enjoy information rights (a "Nominated Person") may, under agreement between him/her and the member by whom he/she was nominated, have a right 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/she may, under any such agreement, have a right to give instructions to the member as to the exercise of voting rights.
- (4) The statement of the rights of members in relation to the appointment of proxies in Note (1) above does not apply to Nominated Persons. The rights described in that note can only be exercised by members of the Company.
- (5) Pursuant to Regulation 41 of the Uncertificated Securities Regulations 2001 (as amended) and Section 360B(2) of the Act, the Company specifies that shareholders must be entered on the Company's register of members at 6.00pm on 11 May 2010 or, in the event that the meeting is adjourned, as at 6.00pm on the day which is two days before the day of any adjourned meeting, to be entitled to attend and vote at the meeting (and for the purposes of determining the number of votes they may cast). Changes to entries on the relevant register of members after 6.00pm on 11 May 2010 or, in the event that the meeting is adjourned, after 6.00pm two days

prior to the date of any adjourned meeting, shall be disregarded in determining the rights of any person to attend or vote at the meeting.

- (6) As at 28 March 2010 (being the latest practicable date prior to the printing of this Notice) the Company's issued share capital consists of 26,498,160 ordinary shares, carrying one vote each. Therefore, the total voting rights in the Company as at 28 March 2010 are 26,498,160.
- (7) CREST members who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service may do so for the meeting 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 service provider or providers, 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 UK & Ireland Limited's specifications, and must contain the information required for such instruction, as described in the CREST Manual (available via www.euroclear.com/CREST). The message, regardless of whether it constitutes the appointment of a proxy or is 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 user's agent (ID number 3RA50) not later than 48 hours before the time appointed for holding the meeting or adjourned meeting. For this purpose, the time of receipt will be taken to be the time (as determined by the time stamp applied to the message by the CREST Application 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 appointer through other means. The Company may treat as invalid a proxy appointment sent by CREST in the circumstances set out in Regulation 35(5)(a) of the Uncertificated Securities Regulations 2001.
- (8) CREST members and, where applicable, their CREST sponsors, or voting service providers should note that Euroclear UK & Ireland Limited does not make available special procedures in CREST for any particular message. 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, to procure that his/her CREST sponsor or voting service provider(s) takes) 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 provider(s) are referred, in particular, to those sections of the CREST Manual concerning practical limitations of the CREST system and timings.

- (9) Any corporation which is a member can appoint one or more corporate representatives who may exercise on its behalf all of its powers as a member provided they do not do so in relation to the same shares.
- (10) The following information is available on the Company's website at www.bpipoly.com:
- (i) the matters set out in this Notice of Annual General Meeting;
 - (ii) the total voting rights and number and shares of each class in respect of which shareholders are entitled to exercise voting rights at the Annual General Meeting;
 - (iii) shareholders' rights to include business to be dealt with at the Annual General Meeting; and
 - (iv) shareholders' statements, resolutions and matters of business received by the Company after 14 April 2010.
- (11) Under Section 527 of the Act members meeting the threshold requirements set out in that section have the right to 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 previous meeting at which annual accounts and reports were laid in accordance with Section 437 of the 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 Act. Where the Company is required to place a statement on a website under Section 527 of the 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 Act to publish on a website.
- (12) Under Section 319A of the Act, members have the right to ask questions at the Annual General Meeting relating to the business of the meeting and the Company must cause for these to be answered, unless such answer would interfere unduly with the business of the meeting, involve the disclosure of confidential information, if the answer has already been published on the Company's website or if it is not in the interests of the Company or the good order of the meeting that the question be answered.
- (13) The following documents will be available for inspection during normal business hours from the date of dispatch of this Notice until the date of the Annual General Meeting (Saturdays, Sundays and public holidays excepted) at the registered office of the Company and will also be made available at the Company's head office on the date of the Annual General Meeting for a period of 15 minutes prior to and during the continuance of the Meeting:
- (i) copies of the service agreements of the Executive Directors;
 - (ii) copies of the letters of appointment of the Non-Executive Directors;
 - (iii) a copy of the proposed new articles of association of the Company and a copy of the existing memorandum and articles of association marked to show the changes being proposed in Resolution Number 5; and
 - (iv) copies of the rules of the share plans referred to in Resolutions Numbered 6 and 7.