

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION.

If you are in any doubt as to any aspect of the proposals referred to in this document or as to the action you should take, you should seek your own advice from a stockbroker, solicitor, accountant, or other professional adviser.

If you have sold or otherwise transferred all of your shares, please pass this document together with the accompanying documents to the purchaser or transferee, or to the person who arranged the sale or transfer so that they can pass these documents to the person who now holds the shares.



SENIOR PLC
59/61 High Street
Rickmansworth
Hertfordshire WD3 1RH
United Kingdom

Tel +44 (0)1923 775547
Fax +44 (0)1923 896027
www.seniorplc.com

NOTICE OF MEETING

1

27 February 2009

Dear Shareholder,

I am pleased to be writing to you with details of our Annual General Meeting ("AGM") which we are holding at the offices of Royal Bank of Scotland, 250 Bishopsgate, London EC2M 4AA on Friday 24 April 2009 at 11.30 am. The formal Notice of Meeting is set out on page 2 of this document.

Whether or not you propose to attend the Annual General Meeting, please complete and submit a proxy form in accordance with the instructions printed on the enclosed form. The proxy form must be received not less than 48 hours before the time of the holding of the Annual General Meeting.

FINAL DIVIDEND

Shareholders are being asked to approve a final dividend of 1.70 pence per ordinary share for the year ended 31 December 2008.

If you approve the recommended final dividend, this will be paid on 29 May 2009 to all ordinary shareholders who were on the Register of Members on 1 May 2009.

BOARD CHANGES

You are asked to approve the re-election of Ian Much as a Director, who retires by rotation in accordance with the Company's Articles of Association.

You are also asked to approve the election of Simon Nicholls and Michael Steel; both Directors were appointed to the Board during the year. The details of these Directors are to be found in the Explanatory Notes on the Resolutions.

INCREASE OF AUTHORISED SHARE CAPITAL

Shareholders are being asked to approve an increase to the authorised share capital of the Company by the creation of 250,000,000 ordinary shares of 10p each, so that the capital of the Company is increased from £50,000,000 to £75,000,000, divided into 750,000,000 ordinary shares of 10p each representing a 50% increase in the Company's authorised share capital. This increase is to provide the Company with sufficient headroom to issue new shares, allowing the Company to take advantage of the recent ABI guidance on directors' authority to allot new shares, as referred to in the explanatory notes to Resolution 9, in the event that such circumstances were to arise.

NOTICE OF GENERAL MEETINGS

The EU Shareholder Rights Directive is intended to be implemented in the UK in August this year. One of the requirements of the Directive is that all general meetings must be held on 21 days' notice unless shareholders agree to a shorter notice period. We are currently able to call general meetings (other than Annual General Meetings) on 14 days' notice. Shareholders are being asked to approve a resolution at the Annual General Meeting so that we can continue to be able to do so after the Directive is implemented.

Explanatory notes on all the business to be considered at this year's AGM appear on pages 4 to 6 of this document.

The Directors consider that all the resolutions to be put to the Meeting are in the best interests of the Company and its shareholders as a whole. Your Board will be voting in favour of them and unanimously recommends that you do so as well.

Yours sincerely,

MARTIN CLARK, CHAIRMAN

Inspection of documents

The following documents will be available for inspection at the Registered Office of the Company and the offices of Slaughter and May, One Bunhill Row, London EC1Y 8YY from the date of this Notice until the time of the AGM, and at the offices of Royal Bank of Scotland, 250 Bishopsgate, London EC2M 4AA from 15 minutes before the AGM until it ends:

- copies of the executive Directors' service contracts; and
- copies of letters of appointment of the non-executive Directors.

Registered Office: 59/61 High Street, Rickmansworth, Hertfordshire, WD3 1RH
Registered in England and Wales No. 282772

NOTICE OF MEETING

This year's AGM will be held at the offices of Royal Bank of Scotland, 250 Bishopsgate, London EC2M 4AA on Friday 24 April 2009 at 11.30 am. You will be asked to consider and pass the resolutions below. Resolutions 10–12 will be proposed as special resolutions. All other resolutions will be proposed as ordinary resolutions.

ORDINARY RESOLUTIONS

- 1 That the Report of the Directors, including supplementary Reports and Accounts, for the year ended 31 December 2008 be adopted.
- 2 That the Directors' Remuneration Report contained within the Report of the Directors be approved.
- 3 That the final dividend as recommended by the Directors be approved.
- 4 That Ian Much, who retires by rotation pursuant to Article 77 (ii) of the Articles of Association of the Company, be re-elected as a Director of the Company.
- 5–6 That Simon Nicholls and Michael Steel, who were appointed to the Board during the year, be elected as Directors of the Company pursuant to Article 77 (i) of the Articles of Association of the Company.
- 7 That Deloitte LLP be re-appointed as Auditors of the Company, and that the Directors be authorised to fix their remuneration.
- 8 That the authorised share capital of the Company be increased from £50,000,000 to £75,000,000 by the creation of 250,000,000 ordinary shares of 10p each ranking pari passu in all respects with the existing ordinary shares of 10p each in the capital of the Company.
- 9 General Power to Allot Shares

The Board be authorised to allot relevant securities (as defined in the Companies Act 1985):

- (A) up to a nominal amount of £13,277,000; and
- (B) comprising equity securities (as defined in the Companies Act 1985) up to a nominal amount of £26,554,000 (after deducting from such limit any relevant securities allotted under paragraph (A) above) in connection with an offer by way of a rights issue:
 - (i) to ordinary shareholders in proportion (as nearly as may be practicable) to their existing holdings; and
 - (ii) to holders of other equity securities as required by the rights of those securities, or as the Board otherwise considers necessary,

and so that the Board may impose any limits or restrictions and make any arrangements which it considers necessary or appropriate to deal with treasury shares, fractional entitlements, record dates, legal, regulatory or practical problems in, or under the laws of, any territory or any other matter,

such authorities to apply until the end of next year's Annual General Meeting (or, if earlier, until the close of business on 30 June 2010) but, in each case, so that the Company may make offers and enter into agreements during the relevant period which would, or might, require relevant securities to be allotted after the authority ends and the Board may allot relevant securities under any such offer or agreement as if the authority had not ended.

To transact any other ordinary business of the Company.

SPECIAL RESOLUTIONS

10 General Power to Disapply Pre-Emption Rights

That if Resolution 9 is passed, the Board be given power to allot equity securities (as defined in the Companies Act 1985) for cash under the authority given by that resolution and/or where the allotment constitutes an allotment of equity securities by virtue of section 94(3A) of the Companies Act 1985, free of the restriction in section 89(1) of the Companies Act 1985, such power to be limited:

- (A) to the allotment of equity securities in connection with an offer of equity securities (but in the case of the authority granted under paragraph (B) of Resolution 9, by way of a rights issue only):
 - (i) to ordinary shareholders in proportion (as nearly as may be practicable) to their existing holdings; and
 - (ii) to holders of other equity securities, as required by the rights of those securities or, as the Board otherwise considers necessary, and so that the Board may impose any limits or restrictions and make any arrangements which it considers necessary or appropriate to deal with treasury shares, fractional entitlements, record dates, legal, regulatory or practical problems in, or under the laws of, any territory or any other matter; and
- (B) in the case of the authority granted under paragraph (A) of Resolution 9, to the allotment (otherwise than under paragraph (A) above) of equity securities up to a nominal amount of £1,991,000,

such power to apply until the end of next year's Annual General Meeting (or, if earlier, until the close of business on 30 June 2010) but during this period the Company may make offers, and enter into agreements, which would, or might, require equity securities to be allotted after the power ends and the Board may allot equity securities under any such offer or agreement as if the power had not ended.

11 Authority to Purchase the Company's Own Shares

That the Company be generally and unconditionally authorised to make market purchases (within the meaning of Section 163 of the Companies Act 1985) of ordinary shares of 10p each in the capital of the Company on such terms and in such manner as the Directors may from time to time determine provided that:

- A) the maximum number of ordinary shares to be purchased is 39,800,000;
- B) the minimum price which may be paid for each ordinary share (exclusive of expenses) is 10p;
- C) the maximum price which may be paid for each ordinary share is the amount (exclusive of expenses) equal to 105% of the average of the middle market quotations for 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
- D) this authority shall expire at the conclusion of the AGM of the Company to be held in 2010 or, if earlier, on 30 June 2010 but during this period the Company may agree to purchase ordinary shares where the purchase of the ordinary shares will or may be completed wholly or partly after the expiry of such authority and may make a purchase of ordinary shares pursuant to any such agreement as if the authority had not ended.

12 That a general meeting other than an Annual General Meeting may be called on not less than 14 clear days' notice.

By order of the Board

ANDREW BODENHAM, COMPANY SECRETARY

Registered in England and Wales No. 282772

Registered Office: 59/61 High Street, Rickmansworth, Hertfordshire WD3 1RH

The notes on the following pages give an explanation of the proposed resolutions.

Resolutions 1 to 9 are proposed as ordinary resolutions. This means that for each of those resolutions to be passed, more than half of the votes cast must be in favour of the resolution. Resolutions 10 to 12 are proposed as special resolutions. This means that for each of those resolutions to be passed, at least three-quarters of the votes cast must be in favour of the resolution.

Only those Members registered in the Register of Members of the Company as at 6.00 pm on 22 April 2009 shall be entitled to attend and vote at the Meeting in respect of the number of shares registered in their name at that time. Changes to entries on the Register of Members after 6.00 pm on 22 April 2009 shall be disregarded in determining the rights of any person to attend and vote at the Meeting.

Any Member entitled to attend and vote at the Meeting will be entitled to appoint a proxy to attend and vote in his/her place. A proxy need not be a Member of the Company. Completion and return of a proxy form will not however preclude a Member from attending and voting at the Meeting if otherwise eligible.

RESOLUTION 1:
ADOPTION OF THE REPORT AND ACCOUNTS 2008

RESOLUTION 2:
APPROVAL OF THE DIRECTORS' REMUNERATION REPORT FOR THE YEAR ENDED 31 DECEMBER 2008

The Board considers that the policy and practice outlined in the Report are appropriate to the Company's circumstances and that the Report should receive shareholder approval.

RESOLUTION 3:
DECLARATION OF A DIVIDEND AS RECOMMENDED BY THE DIRECTORS

RESOLUTION 4:
RE-ELECTION OF DIRECTOR

The Director retiring by rotation at the AGM, pursuant to Article 77 (ii) of the Articles of Association of the Company, is Ian Much.

IAN MUCH

Non-executive Director, joined the Board in 2005. He is also a non-executive director of Chemring Group plc, and Simplyhealth Group. He was formerly Chief Executive of De la Rue plc. He is Chairman of the Remuneration Committee. The annual performance appraisal of the members of the Board concluded that Ian Much continues to contribute effectively to the running of the Company.

The Board recommends that it is in the interests of the Company that Ian Much be re-elected so that he may continue in his role as a non-executive Director.

RESOLUTIONS 5-6:
ELECTION OF DIRECTORS

Simon Nicholls and Michael Steel were appointed to the Board during the year and, pursuant to Article 77 (i) of the Articles of Association of the Company, being eligible, offer themselves for election.

SIMON NICHOLLS

Group Finance Director. A Chartered Accountant, he joined the Group in April 2008 from Hanson plc, where he worked for nine years, latterly as Chief Financial Officer for Hanson's North American operations.

MICHAEL STEEL

Non-executive Director, joined the Board on 1 May 2008. Previously President of the Mechanical Systems business of GE Aviation Systems (formerly Smiths Aerospace) where he had worked for 17 years in various senior commercial and operational roles managing US and UK aerospace businesses.

Michael Steel (who was appointed to the Board after the completion of the 2008 performance appraisal process) is deemed to be wholly independent of any personal business connections with the Company. The Board recommends the election of Michael Steel as he brings valuable skills and experience to the Board.

RESOLUTION 7:
RE-APPOINTMENT OF DELOITTE LLP AS AUDITORS OF THE COMPANY

RESOLUTION 8:
INCREASE OF AUTHORISED SHARE CAPITAL

As at 27 February 2009, the Company has 101,676,052 ordinary 10p shares in its authorised but unissued share capital. In order to provide the Company's Directors with flexibility in the future to issue shares (subject always to the Company's Directors' authority to allot), the Directors are proposing that the Company's authorised share capital be increased from £50,000,000 to £75,000,000 by the creation of 250,000,000 ordinary 10p shares. This represents a 50% increase in the authorised share capital of the Company's ordinary shares.

Following the creation of these additional shares the Company will have 351,676,052 unissued shares in its authorised ordinary share capital (based on the issued share capital as at 27 February 2009).

CONTINUED

RESOLUTION 9:**GENERAL POWER TO ALLOT SHARES**

Paragraph (A) of this resolution would give the Directors the authority to allot ordinary shares up to an aggregate nominal amount equal to £13,277,000 (representing 132,770,000 ordinary shares of 10p each). This amount represents approximately one-third of the issued ordinary share capital of the Company as at 27 February 2009, the latest practicable date prior to publication of this Notice.

In line with recent guidance issued by the Association of British Insurers, paragraph (B) of this resolution would give the Directors authority to allot shares in connection with a rights issue in favour of shareholders up to an aggregate nominal amount equal to £26,554,000 (representing 265,540,000 ordinary shares), as reduced by the nominal amount of any shares issued under paragraph (A) of this resolution. This amount (before any reduction) represents approximately two-thirds of the issued ordinary share capital of the Company as at 27 February 2009, the latest practicable date prior to publication of this Notice.

The authorities sought under paragraphs (A) and (B) of this resolution will expire at the earlier of 30 June 2010 (the last date by which the Company must hold an Annual General Meeting in 2010) or the conclusion of the Annual General Meeting of the Company held in 2010.

The Directors have no present intention to exercise either of the authorities sought under this resolution, except, under paragraph (A), to satisfy options under the Company's share option schemes.

As at the date of this Notice, no shares are held by the Company in treasury.

SPECIAL RESOLUTIONS

Resolutions 10 to 12 will be proposed as special resolutions, which require a 75% majority of the votes to be cast in favour.

RESOLUTION 10:**GENERAL POWER TO DISAPPLY PRE-EMPTION RIGHTS**

This resolution would give the Directors the authority to allot ordinary shares (or sell any ordinary shares which the Company elects to hold in treasury) for cash without first offering them to existing shareholders in proportion to their existing shareholdings.

Except as provided in the next paragraph, this authority would be, similar to previous years, limited to allotments or sales in connection with pre-emptive offers and offers to holders of other equity securities if required by the rights of those shares or as the Board otherwise considers necessary, or otherwise up to an aggregate nominal amount of £1,991,000 (representing 19,910,000 ordinary shares). This aggregate nominal amount represents approximately 5% of the issued ordinary share capital of the Company as at 27 February 2009, the latest practicable date prior to publication of this Notice. In respect of this aggregate nominal amount, the Directors confirm their intention to follow the provisions of the Pre-Emption Group's Statement of Principles regarding cumulative usage of authorities within a rolling three year period where the Principles provide that usage in excess of 7.5% should not take place without prior consultation with shareholders.

Allotments made under the authorisation in paragraph (B) of Resolution 9 would be limited to allotments by way of a rights issue only (subject to the right of the Board to impose necessary or appropriate limitations to deal with, for example, fractional entitlements and regulatory matters).

The authority will expire at the earlier of 30 June 2010 (the last date by which the Company must hold an Annual General Meeting in 2010) or the conclusion of the Annual General Meeting of the Company held in 2010.

RESOLUTION 11:**AUTHORITY TO PURCHASE THE COMPANY'S OWN SHARES**

This resolution seeks authority for the Company to make market purchases of its own shares for cancellation up to a maximum of 39,800,000 shares representing approximately 10% of the issued ordinary share capital. The Directors may make purchases of the Company's shares if they consider such purchases will result in an increase in earnings per share and are considered to be in the best interests of shareholders generally. The seeking of this authority should not be taken to imply that shares will be purchased.

The Directors believe that it is in the best interests of shareholders that the Company should have the flexibility to make market purchases of its own shares. Options to subscribe for 5,840,149 equity shares in the Company are outstanding on 27 February 2009, representing 1.47% of the issued share capital at the time. If the full authority to buy back shares is used, then such options will represent 1.63% of the issued share capital of the Company.

RESOLUTION 12:**NOTICE OF GENERAL MEETINGS**

This resolution is required to reflect the proposed implementation in August 2009 of the EU Shareholder Rights Directive. The regulation implementing this Directive will increase the notice period for general meetings of the Company to 21 days. The Company is currently able to call general meetings (other than an AGM) on 14 clear days' notice and would like to preserve this ability. In order to be able to do so after August 2009, shareholders must have approved the calling of meetings on 14 days' notice. Resolution 12 seeks such approval. The approval will be effective until the Company's next Annual General Meeting, when it is intended that a similar resolution will be proposed. The Company will also need to meet the requirements for electronic voting under the Directive before it can call a general meeting on 14 days' notice.

The authority granted by Resolutions 9–12 shall expire at the conclusion of the AGM to be held in 2010 or, if earlier, on 30 June 2010. It is intended that the authority granted by Resolutions 9–12 will be renewed annually.

1. Members are entitled to appoint a proxy to exercise all or any of their rights to attend and to speak and vote on their behalf at the Meeting. A shareholder may appoint more than one proxy in relation to the Annual General Meeting provided that each proxy is appointed to exercise the rights attached to a different share or shares held by that shareholder. A proxy need not be a shareholder of the Company. A proxy form which may be used to make such appointment and give proxy instructions accompanies this notice. If you do not have a proxy form and believe that you should have one, or if you require additional forms, please contact the Company Secretary at the Company's Registered Office.
2. To be valid any proxy form or other instrument appointing a proxy must be received by post or (during normal business hours only) by hand at the Registrars of the Company no later than 11.30 am on 22 April 2009.
3. The return of a completed proxy form, other such instrument or any CREST Proxy Instruction (as described in paragraph 9 below) will not prevent a shareholder attending the Annual General Meeting and voting in person if he/she wishes to do so.
4. Any person to whom this Notice is sent who is a person nominated under Section 146 of the Companies Act 2006 to enjoy information rights (a "Nominated Person") may, under an agreement between him/her and the shareholder 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 shareholder as to the exercise of voting rights.
5. The statement of the rights of shareholders in relation to the appointment of proxies in paragraphs 1 and 2 above does not apply to Nominated Persons. The rights described in these paragraphs can only be exercised by shareholders of the Company.
6. As at 27 February 2009 (being the last business day prior to the publication of this Notice) the Company's issued share capital consists of 398,323,948 ordinary shares, carrying one vote each. Therefore, the total voting rights in the Company as at 27 February 2009 are 398,323,948.
7. CREST members who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service may do so 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(s), should refer to their CREST sponsor or voting service provider(s), who will be able to take the appropriate action on their behalf.
8. 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. 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 issuer's agent (ID 7RA01) by 11.30 am on 22 April 2009. For this purpose, the time of receipt will be taken to be the time (as determined by the timestamp applied to the message by the CREST 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 appointee through other means.
9. 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 CREST sponsor or voting service provider(s) take(s)) such action as shall be necessary to ensure that a message is transmitted by means of the CREST system by any particular time. In this connection, CREST members and, where applicable, their CREST sponsors or voting system providers are referred, in particular, to those sections of the CREST Manual concerning practical limitations of the CREST system and timings.
10. The Company may treat as invalid a CREST Proxy Instruction in the circumstances set out in Regulation 35(5)(a) of the Uncertificated Securities Regulations 2001.
11. Shareholders should note that it is possible that, pursuant to requests made by shareholders of the Company under Section 527 of the Companies Act 2006, the Company may be required 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 Companies Act 2006. 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 Companies Act 2006. Where the Company is required to place a statement on a website under Section 527 of the Companies Act 2006, 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 Companies Act 2006 to publish on a website.
12. In order to facilitate voting by corporate representatives at the Meeting, arrangements will be put in place at the Meeting so that: (i) if a corporate shareholder has appointed the Chairman of the Meeting as its corporate representative with instructions to vote on a poll in accordance with the directions of all of the other corporate representatives for that shareholder at the Meeting, then on a poll those corporate representatives will give voting directions to the Chairman and the Chairman will vote (or withhold a vote) as corporate representative in accordance with those directions; and (ii) if more than one corporate representative for the same corporate shareholder attends the Meeting but the corporate shareholder has not appointed the Chairman of the Meeting as its corporate representative, a designated corporate representative will be nominated from those corporate representatives who attend, who will vote on a poll and the other corporate representatives will give voting directions to that designated corporate representative. Corporate shareholders are referred to the guidance issued by the Institute of Chartered Secretaries and Administrators on proxies and corporate representatives (www.icsa.org.uk) for further details of this procedure. The guidance includes a sample form of representation letter if the Chairman is being appointed as described in (i) above.

SENIOR PLC

FORM OF PROXY

For use at the Annual General Meeting of the Company to be held at 11.30 am on Friday 24 April 2009 and at any adjournments thereof.

I/We, being (a) Member(s) of the above-named Company, hereby appoint the Chairman of the Meeting

or _____
as my/our proxy to vote for me/us on my/our behalf at the Annual General Meeting of the Company and at any adjournments thereof. I/We direct my/our proxy to vote on the resolutions set out in the Notice convening the Annual General Meeting as follows:

| No | Resolution | For | Against | Vote withheld** |
|----|--|-----|---------|-----------------|
| 1 | To adopt the Report and Accounts | | | |
| 2 | To approve the Directors' Remuneration Report | | | |
| 3 | To declare a dividend as recommended by the Directors | | | |
| 4 | To re-elect Ian Much* as a Director | | | |
| 5 | To elect Simon Nicholls as a Director | | | |
| 6 | To elect Michael Steel* as a Director | | | |
| 7 | To re-appoint Deloitte LLP as Auditors of the Company and to authorise the Directors to fix their remuneration | | | |
| 8 | To increase the authorised share capital | | | |
| 9 | To authorise the Directors to allot relevant securities pursuant to Section 80 of the Companies Act 1985 | | | |
| 10 | To disapply pre-emption rights pursuant to Section 95 of the Companies Act 1985 (Special Resolution) | | | |
| 11 | To authorise the Directors to make market purchases of the Company's shares (Special Resolution) | | | |
| 12 | To retain the 14 day notice period for general meetings (Special Resolution) | | | |

Please indicate with an "X" how you wish your proxy to vote. If you do not indicate how your proxy shall vote, he/she will exercise his/her discretion both as to how he/she votes and as to whether or not he/she abstains from voting.

* Member of the Audit, Remuneration and Nominations Committees.

** The "Vote withheld" column is provided to enable you to abstain on any particular resolution. However it should be noted that a "Vote withheld" is not a vote in law and will not be counted in the calculation of the proportion of the votes "For" and "Against" a resolution.

PLEASE COMPLETE IN BLOCK CAPITALS

SIGNED this _____ day of _____ 2009 Signature(s) _____

Name(s) in full _____ Address _____

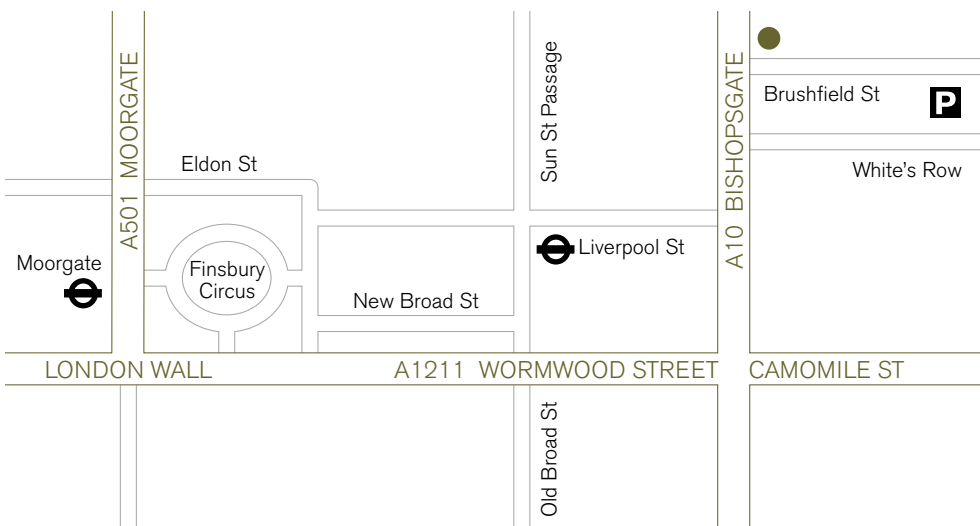
Address (continued) _____



Equiniti
Aspect House
Spencer Road
Lancing
West Sussex
BN99 6ZL

LOCATION DETAILS

ROYAL BANK OF SCOTLAND, 250 BISHOPSGATE, LONDON EC2M 4AA



PARKING
No parking at 250 Bishopsgate. Nearest NCP situated at White's Row.

NATIONAL RAIL
Liverpool Street Station.

UNDERGROUND
Central, Circle, Hammersmith & City or Metropolitan lines to Liverpool Street.

BUSES
8, 11, 23, 26, 35, 42, 47, 48, 78, 100, 133, 149, 153, 205, 214, 242, 271, 344 or 388 to Liverpool Street Station.

Following the Annual General Meeting, there will be a presentation on the 2008 results.