

**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**

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## 1 / Notice of Annual General Meeting

1 March 2010

Dear Shareholder,

I am pleased to be writing to you with details of our Annual General Meeting ("AGM") which will be held at the offices of Royal Bank of Scotland, 250 Bishopsgate, London EC2M 4AA on Friday 23 April 2010 at 11.30 am. You will be invited to consider and vote on the Resolutions set out below. Resolutions 7 to 10 (inclusive) will be proposed as special resolutions; all other resolutions will be proposed as ordinary resolutions.

Whether or not you propose to attend the AGM, 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 AGM.

### 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;
- copies of letters of appointment of the non-executive Directors; and
- a copy of the proposed new Articles of Association of the Company, and a copy of the existing Articles of Association marked to show the changes proposed in Resolution 10.

### Ordinary resolutions

#### 1 Annual Report and Accounts 2009

That the Report of the Directors, including supplementary Reports and Accounts, for the year ended 31 December 2009 be adopted.

#### 2 Directors' Remuneration Report

That the Directors' Remuneration Report contained within the Directors' Report be approved.

#### 3 Declaration of Dividend

That the final dividend as recommended by the Directors be approved.

#### 4 Re-election of Director

That Martin Clark, who retires by rotation pursuant to Article 77 (ii) and 77 (iii) of the Articles of Association of the Company, be re-elected as a Director of the Company; he has held office with the Company for a continuous period of nine years.

#### 5 Re-appointment of Auditor

That Deloitte LLP be re-appointed as Auditor of the Company, and that the Directors be authorised to fix their remuneration.

#### 6 General Power to Allot Shares

That the Board be generally and unconditionally authorised to allot shares in the Company and to grant rights to subscribe for or convert any security into shares in the Company:

(A) up to a nominal amount of £13,322,000 (such amount to be reduced by the nominal amount allotted or granted under paragraph (B) below in excess of such sum); and

(B) comprising equity securities (as defined in section 560(1) of the Companies Act 2006) up to a nominal amount of £26,644,000 (such amount to be reduced by any allotments or grants made under paragraph (A) above) in connection with an offer by way of a rights issue:

- to ordinary shareholders in proportion (as nearly as may be practicable) to their existing holdings; and
- 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 2011) but, in each case, during this period the Company may make offers and enter into agreements which would, or might, require shares to be allotted or rights to subscribe for or convert securities into shares to be granted after the authority ends and the Board may allot shares or grant rights to subscribe for or convert securities into shares under any such offer or agreement as if the authority had not ended.

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

Registered in England and Wales  
No. 282772

## 2 / Notice of Annual General Meeting / continued

### Special resolutions

#### 7 General Power to Disapply Pre-Emption Rights

That if Resolution 6 is passed, the Board be given power to allot equity securities (as defined in the Companies Act 2006) for cash under the authority given by that resolution and/or to sell ordinary shares held by the Company as treasury shares for cash as if section 561 of the Companies Act 2006 did not apply to any such allotment or sale, such power to be limited:

(A) to the allotment of equity securities and sale of treasury shares for cash in connection with an offer of, or invitation to apply for, equity securities (but in the case of the authority granted under paragraph (B) of Resolution 6, 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 6, and/or in the case of any sale of treasury shares for cash, to the allotment (otherwise than under paragraph (A) above) of equity securities or sale of treasury shares up to a nominal amount of £1,998,000,

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 2011) but, in each case, during this period the Company may make offers, and enter into agreements, which would, or might, require equity securities to be allotted (and treasury shares to be sold) after the power ends and the Board may allot equity securities (and sell treasury shares) under any such offer or agreement as if the power had not ended.

#### 8 Authority to Purchase the Company's Own Shares

That the Company be generally and unconditionally authorised for the purposes of Section 701 of the Companies Act 2006 (the "Act") to make one or more market purchases (within the meaning of Section 693(4) of the Act) 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 39,960,000;
- (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 market value 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
- (D) this authority shall expire at the conclusion of the Annual General Meeting of the Company to be held in 2011 or, if earlier, on 30 June 2011 but during this period the Company may agree to purchase ordinary shares where the purchase of the ordinary shares will or may be completed or executed 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.

#### 9 Notice Period for General Meetings

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

#### 10 Adoption of New Articles of Association

That:

- (A) the Articles of Association of the Company be amended by deleting all the provisions of the Company's Memorandum of Association which, by virtue of Section 28 of the Companies Act 2006, are to be treated as provisions of the Company's Articles of Association; and
- (B) the Articles of Association produced to the Meeting and initialled by the Chairman of the Meeting for the purpose of identification be adopted as the Articles of Association of the Company in substitution for, and to the exclusion of, the existing Articles of Association.

Explanatory notes on all the business to be considered at this year's AGM appear on pages 3 and 4 of this document.

The Directors consider that all the resolutions to be put to the AGM 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 faithfully,

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

## 3 / Explanatory Notes on the Resolutions

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

Resolutions 1 to 6 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 7 to 10 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 on the Register of Members of the Company as at 6.00 pm on 21 April 2010 (or in the event of any adjournment, on the date which is two days before the time of the adjourned meeting) shall be entitled to attend and vote at the AGM in respect of the number of shares registered in their name at that time. Changes to entries on the Register of Members after the relevant deadline 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 AGM 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 AGM if otherwise eligible.

### Resolution 1 / Adoption of the Report and Accounts 2009

### Resolution 2 / Approval of the Directors' Remuneration Report for the year ended 31 December 2009

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

If shareholders approve the recommended final dividend, this will be paid on 28 May 2010 to all ordinary shareholders who were on the Register of Members on 30 April 2010.

### Resolution 4 / Re-election of Director

The Director retiring by rotation at the AGM, pursuant to Article 77 (ii) and 77(iii) of the Articles of Association of the Company, is Martin Clark.

#### Martin Clark

Non-executive Chairman. Joined the Board in 2001. He was previously a non-executive director of BPB plc, Blick plc, Clarkson plc, and ICM Computer Group PLC. He is Chairman of the Nominations Committee. Having held office for nine years, Martin Clark underwent a vigorous annual performance evaluation by the members of the Board, who concluded that he continues to contribute effectively to the running of the Company.

The Board recommends that it is in the interests of the Company that Martin Clark be re-elected so that he may continue in his role as non-executive Chairman.

### Resolution 5 / Re-appointment of Deloitte LLP as auditor of the Company

### Resolution 6 / General power to allot shares

Paragraph (A) of this resolution would give the Directors the authority to allot ordinary shares or grant rights to subscribe for or convert any securities into ordinary shares up to an aggregate nominal amount equal to £13,322,000 (representing 133,220,000 ordinary shares of 10p each). This amount represents approximately one-third of the issued ordinary share capital of the Company as at 1 March 2010, the latest practicable date prior to publication of this Notice.

In line with recent guidance issued by the Association of British Insurers (the "ABI"), paragraph (B) of this resolution would give the Directors authority to allot ordinary shares or grant rights to subscribe for or convert any securities into ordinary shares in connection with a rights issue in favour of ordinary shareholders up to an aggregate nominal amount equal to £26,644,000 (representing 266,440,000 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 1 March 2010, 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 2011 (the last date by which the Company must hold an Annual General Meeting in 2011) or the conclusion of the Annual General Meeting of the Company held in 2011.

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. If they do exercise the authorities, the Directors intend to follow ABI recommendations concerning their use (including as regards the Directors standing for re-election in certain cases).

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

### Special resolutions

Resolutions 7 to 10 will be proposed as special resolutions, which require a 75% majority of the votes to be cast in favour.

### Resolution 7 / 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.

This authority would be, similar to the authority adopted in 2009, 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 £1,998,000 (representing 19,980,000 ordinary shares). This aggregate nominal amount represents approximately 5% of the issued ordinary share capital of the Company as at 1 March 2010, 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.

The authority will expire at the earlier of 30 June 2011 (the last date by which the Company must hold an Annual General Meeting in 2011) or the conclusion of the Annual General Meeting of the Company held in 2011.

### Resolution 8 / 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, or to be held in treasury, up to a maximum of 39,960,000 shares representing approximately 10% of the issued ordinary share capital. The minimum price, exclusive of expenses, which may be paid for an ordinary share is 10p. The maximum price, exclusive of expenses, which may be paid for an ordinary share is an amount equal to 5% above the average market value for an ordinary share for the five business days immediately preceding the date of the purchase. The Directors have no present intention of exercising the authority to make market purchases and the seeking of this authority should not be taken to imply that shares will be purchased. The Directors will exercise this authority only when they consider such purchase to be in the best interests of the Company, and of its shareholders generally, and could be expected to result in an increase in the earnings per share of the Company.

Shares purchased by the Company pursuant to this authority may be held in treasury or may be cancelled. The Directors will consider holding any ordinary shares the Company may purchase as treasury shares.

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 16,029,881 equity shares in the Company are outstanding on 1 March 2010, representing 4.01% of the issued share capital at the time. If the existing authority given at the 2009 Annual General Meeting and the authority now being sought by Resolution 8 were to be fully used, these would represent 4.45% of the Company's ordinary issued share capital.

The authority will expire at the earlier of 30 June 2011 (the last date by which the Company must hold an Annual General Meeting in 2011) or the conclusion of the Annual General Meeting of the Company held in 2011.

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## 4 / Explanatory Notes on the Resolutions / continued

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### Resolution 9 / Notice period for general meetings

Changes made to the Companies Act 2006 by the Companies (Shareholders' Rights) Regulations 2009 (the "Shareholders' Rights Regulations") increase the notice period required for general meetings of the Company to 21 days unless shareholders approve a shorter notice period, which cannot, however, be less than 14 clear days. (Annual General Meetings will continue to be held on at least 21 clear days' notice.)

Before the coming into force of the Shareholders' Rights Regulations on 3 August 2009, the Company was able to call general meetings other than an Annual General Meeting on 14 clear days' notice without obtaining such shareholder approval. In order to preserve this ability, Resolution 9 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.

Note that the changes to the Companies Act 2006 mean that, in order to be able to call a general meeting on less than 21 clear days' notice, the Company must make a means of electronic voting available to all shareholders for that meeting. The shorter notice period would not be used as a matter of routine for such meetings, but only where the flexibility is merited by the business of the meeting and is thought to be to the advantage of shareholders as a whole.

It is intended that the authority granted by Resolutions 7 to 9 will be renewed annually.

### Resolution 10 / Adoption of new Articles of Association

This resolution is required to adopt new Articles of Association (the "New Articles") in order to update the Company's current Articles of Association (the "Current Articles") primarily to take account of the coming into force of the Shareholders' Rights Regulations and the implementation of the last parts of the Companies Act 2006.

The principal changes introduced in the New Articles are summarised in the Appendix. Other changes, which are of a minor, technical or clarifying nature and also some more minor changes which merely reflect changes made by the Companies Act 2006, the Shareholders' Rights Regulations or the Listing Rules, or 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 have not been noted in the Appendix. The New Articles showing all the changes to the Current Articles are available for inspection, as noted on page 1 of this document.

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

The Companies Act 2006 significantly reduces the constitutional significance of a company's memorandum. The Companies Act 2006 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 Companies Act 2006 the objects clause and all other provisions which are contained in a company's memorandum, for existing companies at 1 October 2009, are deemed to be contained in the company's articles of association but the company can remove these provisions by special resolution.

Further, the Companies Act 2006 states that unless a company's articles provide otherwise, a company's objects are unrestricted. This abolishes the need for companies to have objects clauses. 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 Companies Act 2006, are treated as forming part of the Company's Articles of Association as of 1 October 2009. Resolution 10 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 Companies Act 2006 are in the main to be removed in the New Articles. This is 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 Companies Act 2006 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 continues to be required under the Companies Act 2006, save in respect of employee share schemes.

#### 4. Redeemable shares

Under the Companies Act 1985, if a company wished to issue redeemable shares, it had to include in its articles the terms and manner of redemption. The Companies Act 2006 enables directors to determine such matters instead provided they are so authorised by the articles. The New Articles contain such an authorisation. The Company has no plans to issue redeemable shares but if it did so the Directors would need shareholders' authority to issue new shares in the usual way.

#### 5. Authority to purchase own shares, consolidate and subdivide shares, and reduce share capital

Under the Companies Act 1985, a company required specific enabling provisions in its articles to purchase its own shares, to consolidate or subdivide its shares and to reduce its share capital or other undistributable reserves as well as shareholder authority to undertake the relevant action. The Current Articles include these enabling provisions. Under the Companies Act 2006, a company will only require shareholder authority to do any of these things and it will no longer be necessary for articles to contain enabling provisions. Accordingly, the relevant enabling provisions have been removed in the New Articles.

#### 6. 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 Companies Act 2006, such authority will no longer be required. Accordingly, the relevant authorisation has been removed in the New Articles.

The New Articles provide an alternative option for execution of documents (other than share certificates). Under the New Articles, when the seal is affixed to a document it may be signed by one Director in the presence of a witness, whereas previously the requirement was for signature by either a Director and the Secretary or two Directors or such other person or persons as the Directors may approve.

#### 7. Vacation of office by Directors

The Current Articles specify the circumstances in which a Director must vacate office. The New Articles update these provisions to treat physical illness in the same manner as mental illness.

#### 8. Voting by proxies on a show of hands

The Shareholders' Rights Regulations have amended the Companies Act 2006 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 remove provisions in the Current Articles dealing with proxy voting on the basis that these are dealt with in the Companies Act 2006 and contain a provision clarifying how the provision of the Companies Act 2006 giving a proxy a second vote on a show of hands should apply to discretionary authorities.

#### 9. 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 Companies Act 2006.

#### 10. Adjournments for lack of quorum

Under the Companies Act 2006 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 Current Articles have been changed to reflect this requirement.

#### 11. Fractions

The Current Articles allow the Board to ignore fractions of a share that a shareholder may be entitled to on any consolidation of shares. Due to a concern that ignoring fractions altogether could give rise to an unlawful reduction of capital, the New Articles have been changed to remove this right.

#### 12. Directors' expenses and indemnity

The Current Articles allow the Company to fund a Director's expenses for the purposes permitted under the Companies Act and to indemnify and/or provide insurance for Directors against liabilities incurred by them. The New Articles clarify that the Company may also do such things for former Directors.

#### 13. Summary financial statements

A listed public company may send out a summary financial statement instead of full accounts to a member (where that member so wishes) provided it is not prohibited from doing so by any provision in its articles of association. An Article has been added for the purpose of clarifying that there is no such prohibition.

#### 14. 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.

## 6 / Notes

- 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 AGM. A shareholder may appoint more than one proxy in relation to the AGM 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.
- 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 21 April 2010.
- The return of a completed proxy form, other such instrument or any CREST Proxy Instruction (as described in paragraph 8 below) will not prevent a shareholder attending the AGM and voting in person if he/she wishes to do so.
- 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 AGM. 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.
- 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.
- As at 1 March 2010 (being the last business day prior to the publication of this Notice) the Company's issued share capital consists of 399,664,493 ordinary shares, carrying one vote each. Therefore, the total voting rights in the Company as at 1 March 2010 are 399,664,493.
- 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.
- 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](http://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 issuer's agent (RA19) by 11.30 am on 21 April 2010. 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 appointee through other means.
- 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.
- 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.
- 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 AGM; 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 AGM includes any statement that the Company has been required under Section 527 of the Companies Act 2006 to publish on a website.
- 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 that they do not do so in relation to the same shares.
- Any member attending the Meeting has the right to ask questions. The Company must cause to be answered any such question relating to the business being dealt with at the Meeting but no such answer need be given if (a) to do so would interfere unduly with the preparation for the Meeting or involve the disclosure of confidential information, (b) the answer has already been given on a website in the form of an answer to a question, or (c) it is undesirable in the interests of the Company or the good order of the Meeting that the question be answered.
- A copy of this Notice, and other information required by Section 311A of the Companies Act 2006, can be found at [www.seniorplc.com/investors/fi\\_page.cfm/41](http://www.seniorplc.com/investors/fi_page.cfm/41).
- Under Section 338 and Section 338A of the Companies Act 2006, members meeting the threshold requirements in those sections have the right to require the Company (i) to give, to members of the Company entitled to receive Notice of the Meeting, notice of a resolution which may properly be moved and is intended to be moved at the Meeting and/or (ii) to include in the business to be dealt with at the Meeting any matter (other than a proposed resolution) which may be properly included in the business. A resolution may properly be moved or a matter may properly be included in the business unless (a) (in the case of a resolution only) it would, if passed, be ineffective (whether by reason of inconsistency with any enactment or the Company's constitution or otherwise), (b) it is defamatory of any person, or (c) it is frivolous or vexatious. Such a request may be in hard copy form or in electronic form, must identify the resolution of which notice is to be given or the matter to be included in the business, must be authorised by the person or persons making it, must be received by the Company not later than 12 March 2010, being the date six clear weeks before the Meeting, and (in the case of a matter to be included in the business only) must be accompanied by a statement setting out the grounds for the request.

# Senior plc / Form of Proxy

For use at the Annual General Meeting of the Company to be held at 11.30 am on Friday 23 April 2010 and at any adjournments thereof.

I/We, being (a) Member(s) of Senior plc, hereby appoint the Chairman of the Meeting, OR the following person (see Note A)



No. of shares

Please mark here if this proxy appointment is one of multiple appointments being made by the same shareholder (see Note B)

as my/our proxy to exercise all or any of my/our rights to attend, speak and vote in respect of my/our voting entitlement 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:

Please indicate with an "X" how you wish your proxy to vote (see Note C).

No	Resolution	For	Against	Vote withheld (see Note D)
1	To adopt the Report and Accounts 2009			
2	To approve the Directors' Remuneration Report 2009			
3	To declare a final 2009 dividend, as recommended by the Directors			
4	To re-elect Martin Clark* as a Director			
5	To re-appoint Deloitte LLP as Auditor of the Company and to authorise the Directors to fix their remuneration			
6	To authorise the Directors to allot relevant securities pursuant to Section 551 of the Companies Act 2006			
7	To disapply pre-emption rights pursuant to Section 571 of the Companies Act 2006 (Special Resolution)			
8	To authorise the Directors to make market purchases of the Company's shares (Special Resolution)			
9	To retain the 14-day notice period for general meetings (Special Resolution)			
10	To adopt New Articles of Association (Special Resolution)			

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 Remuneration and Nominations Committees.

PLEASE COMPLETE IN BLOCK CAPITALS (see Note E, F, G, H and I)

SIGNED this \_\_\_\_\_ day of \_\_\_\_\_ 2010

Signature(s) \_\_\_\_\_

Name(s) in full \_\_\_\_\_

Address \_\_\_\_\_

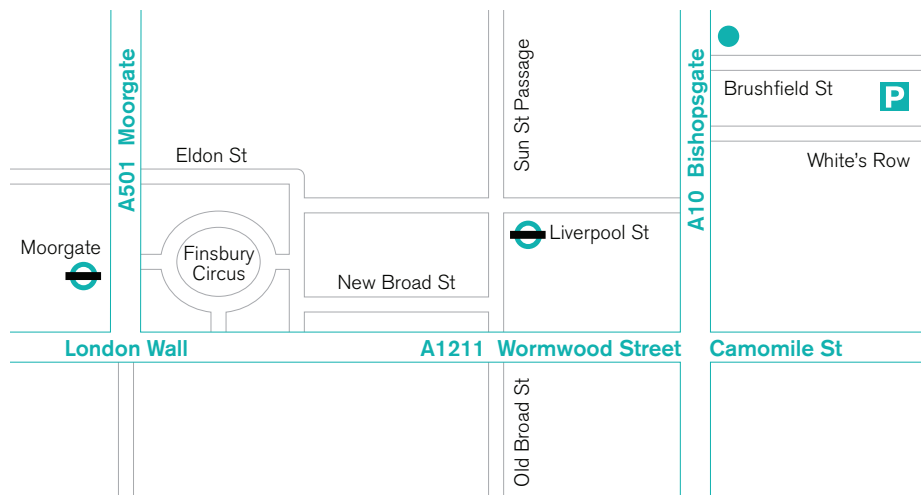
Address (continued) \_\_\_\_\_

## Notes for completion of proxy form

- (A) If you wish to appoint as your proxy someone other than the Chairman of the Meeting, insert the name of your chosen proxy in the space provided in the first box. If the proxy is being appointed in relation to part of your holding only, please enter in the box next to the proxy's name the number of shares in relation to which they are authorised to act as your proxy. If this box is left blank, they will be authorised in respect of your full voting entitlement.
- (B) To appoint more than one proxy, (an) additional proxy form(s) may be obtained by contacting the Company's Registrars, Equiniti Limited at Aspect House, Spencer Road, Lancing, West Sussex BN99 6ZL. If you are appointing more than one proxy, please indicate in the box next to the proxy holder's name the number of shares in relation to which they are authorised to act as your proxy. Please also indicate by ticking the relevant box if the proxy appointment is one of multiple appointments being made. Multiple proxy appointments should be returned together in the same envelope. No proxy may be authorised to exercise votes which any other proxy has been authorised to exercise.
- (C) In the absence of instructions, the person appointed proxy may vote or refrain from voting as he or she thinks fit on the specified resolutions and, unless instructed otherwise, the person appointed proxy may also vote or refrain from voting as he or she thinks fit on any other business (including amendments to resolutions) which may properly come before the Meeting.
- (D) The "Vote Withheld" option is provided to enable you to refrain from voting 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.
- (E) This form must be signed and dated by the shareholder or his/her attorney duly authorised in writing. If the shareholder is a company, it may execute under its common seal, by the signature of a director and its secretary or two directors or other authorised signatories in the name of the company or by the signature of a duly authorised officer or attorney. In the case of joint holdings, any one holder may sign this form. The vote of the senior joint holder who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the votes of the other joint holders and for this purpose seniority will be determined by the order in which the names stand in the Register of Members in respect of the joint holding. The completion and return of this form will not preclude a shareholder from attending the Meeting and voting in person.
- (F) To be valid, this form must be completed and lodged with the Company's Registrars, Equiniti Limited at Aspect House, Spencer Road, Lancing, West Sussex BN99 6ZL, together with the power of attorney or other authority (if any) under which it is signed or a copy of such authority certified notarially, by 21 April 2010 at 11.30 am.
- (G) 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 (available via [www.euroclear.com/CREST](http://www.euroclear.com/CREST)). 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.
- (H) 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 (RA19) by 11.30 am on 21 April 2010. 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 appointee through other means.
- (I) 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.

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, 135, 149, 153, 205,  
214, 242, 271, 344 or 388 to  
Liverpool Street Station.