

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION. If you are in any doubt as to the action you should take, you are recommended to seek your own financial advice immediately from your stockbroker, solicitor, accountant, bank manager or other financial adviser authorised under the Financial Services and Markets Act 2000 if you are resident in the United Kingdom, or from another appropriate independent financial adviser if you are resident in any territory outside the United Kingdom.

If you have sold or transferred your ordinary shares in Zirax plc, please send this document, together with the related Form of Proxy, as soon as possible to the purchaser or transferee, or to the stockbroker, bank or other agent through whom the sale was effected, for onward transmission to the purchaser or transferee. If you have sold or transferred part only of your holding of shares in Zirax plc, please consult the stockbroker, bank or agent through whom the sale or transfer was effected.

Zirax plc

(Incorporated and registered in England and Wales under the Companies Act 1985 with registered number 5533825)

Proposed cancellation of admission to trading on AIM of the Ordinary Shares

Proposed re-registration as a private limited company

and

Notice of General Meeting

Notice of the General Meeting is set out at the end of this document. Whether or not you intend to be present at the General Meeting, you are urged to complete and return the enclosed Form of Proxy in accordance with the instructions printed thereon so as to arrive at the office of the Company's registrar, Computershare Investor Services PLC, The Pavilions, Bridgwater Road, Bristol BS99 6ZY as soon as possible and, in any event, not later than 11.00 a.m. (UK time) on Saturday 6 February 2010 or 48 hours before the time for holding any adjourned meeting. Completion of a Form of Proxy will not preclude a Shareholder from attending and voting at the meeting in person.

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EXPECTED TIMETABLE OF PRINCIPAL EVENTS

Publication date of this document	22 January 2010
Latest time and date for receipt of Forms of Proxy	11.00 a.m. (UK time) on Saturday 6 February 2010
General Meeting	11.00 a.m. (UK time) on Monday 8 February 2010
Last day of dealings in Ordinary Shares on AIM	22 February 2010
Cancellation of admission to trading on AIM of the Ordinary Shares	23 February 2010

Notes:

- (1) If any of the above times and/or dates change, the revised times and dates will be notified to Shareholders by an announcement through a regulatory information service recognised by the London Stock Exchange.
- (2) The Cancellation and Re-registration require the approval of not less than 75 per cent. of the votes cast by Shareholders at the General Meeting.
- (3) Assuming that the Resolutions are passed, then the Re-registration will become effective after Cancellation occurs and upon the Registrar of Companies issuing a certificate of incorporation on re-registration. The Registrar of Companies will issue such a certificate when it is satisfied that no valid application can be made to cancel the Resolution relating to the Re-registration. It is expected that this will be on or around the date which is 28 days from when the Cancellation takes effect.

DEFINITIONS

“Act”	the Companies Act 2006
“Admission”	the admission of the Ordinary Shares to trading on AIM
“AIM”	AIM, the market operated by the London Stock Exchange
“AIM Rules”	the London Stock Exchange AIM Rules for Companies
“Articles”	the articles of association of the Company
“Cancellation”	the proposed cancellation of admission to trading on AIM of the Ordinary Shares
“Cancellation Resolution”	the resolution numbered 1 in the Notice of General Meeting set out at the end of this document
“Company” or “Zirax”	Zirax plc
“Directors” or “Board”	the directors of Zirax whose names appear on page 4 of this document
“Erith”	Erith Group Limited, a company incorporated in the British Virgin Islands (registration number 587367)
“Form of Proxy”	the Form of Proxy for use at the General Meeting or at any adjournment thereof
“General Meeting”	the General Meeting of the Company convened at 11.00 a.m. (UK time) on 8 February 2010 and any adjournment thereof
“Group”	the Company and its subsidiary undertakings
“Independent Directors”	Sir Michael Oliver and David Wood
“London Stock Exchange”	London Stock Exchange plc
“Notice of General Meeting”	the notice of General Meeting which is set out on page 12 of this document
“Ordinary Shares”	fully paid ordinary shares of 1p each in the capital of the Company, and “Ordinary Share” means any one of them
“Re-registration”	the proposed re-registration of the Company as a private limited company pursuant to section 97 of the Act and in accordance with the provisions of Part 7 of the Act
“Resolutions”	the resolutions proposed at the General Meeting in the form set out in the Notice of General Meeting
“Shareholders”	holders of the Ordinary Shares and “Shareholder” means any one of them

LETTER FROM THE CHAIRMAN

Directors:

Sir Michael Oliver, *Non-executive Chairman*
Fenlon Dunphy, *Chief Executive Officer*
Mikhail Petrushin, *Executive Director*
Mikhail Baranov, *Non-executive Director*
David Wood, *Non-executive Director*

Registered Office:

Zirax plc
68 Lombard Street
London
EC3V 9LJ

22 January 2010

To Shareholders and, for information only, to holders of options for the subscription of Ordinary Shares

Dear Shareholder,

PROPOSED CANCELLATION OF ADMISSION TO TRADING ON AIM AND RE-REGISTRATION AS A PRIVATE LIMITED COMPANY

1. Introduction

At the time of the publication of the Company's trading statement in December 2009 the Directors announced that as a result of disappointing orders from a key customer in Russia, a loss would result in the second half of the year and the Company would report an overall loss for the full year. The Board's intention at that time was to proceed with its International expansion plans and explore commercial avenues in order to steer the Company towards a return to profitability.

On 12 January 2010 (as it was disclosed in the announcement made on 13 January 2010) the Directors received notice from Erith, the Company's largest shareholder, pursuant to section 303 of the Act requesting a general meeting to approve the following resolutions:

1. the cancellation of the admission of the Ordinary Shares to trading on AIM;
2. upon cancellation of the admission to trading, the Company's re-registration as a private limited company with the name of Zirax Limited; and
3. the adoption of new articles of association of the Company (which can be viewed on the Company's website: www.zirax.com and are also available for inspection at Clyde & Co, 51 Eastcheap, London EC3M 1JP during usual business hours on any weekday until the date of the General Meeting).

Since the announcement made on 13 January 2010, the Independent Directors have had the opportunity to meet with representatives of Erith to discuss the background to, and reasons for, the requisition. The purpose of this document is to explain the background to the proposed Cancellation and Re-registration.

For the purposes of the Resolutions, Sir Michael Oliver and David Wood are considered to be independent. Mikhail Baranov is not considered to be independent by virtue of his shareholding in Erith. Mikhail Petrushin is not considered to be independent as he is expected to have a continuing role in the Company if the Resolutions are passed. Fenlon Dunphy is not considered to be independent for the purposes of the Resolutions as he has been invited by Erith to fulfil a short term consultancy role for the Company if the Resolutions are passed.

At the end of this document, there is a Notice of General Meeting which has been convened at 11.00 a.m. (UK time) on 8 February 2010 at the offices of Clyde & Co, 51 Eastcheap, London EC3M 1JP. Shareholders not intending to attend the General Meeting should complete and return the enclosed Form of Proxy in accordance with the instructions printed thereon.

2. Background to the Cancellation and Re-registration

The Independent Directors have been advised that Erith's directors believe that it is necessary for them to take control of the running of the Company, particularly of the Russian operations, and to manage the International expansion from Russia. Erith further believe that without the implementation of cost cutting measures, principally the cancellation of the admission on AIM, the Company's financial position is unlikely to improve materially.

Erith is the holder of 102,531,250 Ordinary Shares representing 59.5 per cent. of the Company's entire issued share capital. Erith is beneficially owned as to 50 per cent. by each of Eldor Azizov and Mikhail Baranov, one of the non-executive Directors of the Company. Mikhail Baranov also has an interest in OOO Yugo-Vostok Promkapital, which holds a further 13,333,333 Ordinary Shares representing 7.7 per cent of the Company's issued share capital. Both of Erith and OOO Yugo-Vostok Promkapital have indicated to the Board that they would vote in favour of the Resolutions. The Cancellation Resolution requires 75 per cent. approval of votes cast at the General Meeting.

In requisitioning the General Meeting, Erith consider that the ongoing expense of maintaining the Admission is no longer sustainable in the light of the Company's current size and financial position. Despite the best efforts of the Directors it has been extremely difficult to grow revenues sufficiently to meet the costs of running the Company. As such the Company was loss making for 2009 and there can be no certainty as to when the Company will return to profitability.

As previously announced, trading conditions have been difficult for the Company and in particular orders from significant customers have been down on previous years. This has hindered the Company's ability to carry out its expansion plans.

The Company has limited cash resources and it is the view of Erith that the Admission is an area that the Company should look to conserve these resources.

The Independent Directors have been advised by Erith, that they believe it is no longer sustainable for Zirax to maintain the Admission or to remain a public limited company. In reaching this conclusion, Erith have considered the following factors:

- the necessity to increase the Company's costs savings;
- the significant professional fees associated with the Admission (such as legal, accounting, broking and nominated advisory costs and the fees of the London Stock Exchange);
- the costs of financial reporting obligations on a six-monthly basis;
- the disproportionate length of time spent by senior management to ensure compliance with the AIM Rules and other related regulatory requirements (including corporate governance, reporting and disclosure obligations);
- the difference between the implementation plan for the Group's future between the Directors and Erith, coupled with the reliance on the trading relationship between the Group and OAO Kaustik (an entity connected with Erith through common ownership);
- that one of the key benefits of the Admission has been to provide access for the Company to capital and enable the Company to use the Ordinary Shares as consideration in transactions which in the present economic climate is no longer the case for a company with significant Russian ownership; and
- there is limited trading volume in the Ordinary Shares.

3. Strategy following the Cancellation

The initial strategy will be to implement the cost cutting exercise lead by the savings obtained through cancellation of the Admission. Erith intend to carry out a full review of existing customer and supplier arrangements, looking at all contractual commitments and application to future plans. Following this, they will consider any further appropriate changes to the strategy of the Company.

If the Resolutions are passed, Erith will be the controlling shareholder in a private company. Erith have told the Independent Directors that Erith intends to keep the Shareholders informed of the Company's

financial and trading performance through periodic updates on the company's website: www.zirax.com and that the Board will continue to include at least one non-executive Director (to be identified and appointed).

4. Cancellation

Pursuant to Rule 41 of the AIM Rules, the Directors have notified the London Stock Exchange of the date of the proposed Cancellation. The Cancellation is conditional upon the approval of not less than 75 per cent. of the votes cast by Shareholders (whether present in person or by Form of Proxy) at the General Meeting. Accordingly, the Resolution numbered 1 set out in the Notice of General Meeting seeks Shareholders' approval to the Cancellation. The Cancellation Resolution is not conditional on the passing of any of the other Resolutions.

Subject to the Cancellation Resolution having been passed at the General Meeting, it is anticipated that trading in the Ordinary Shares on AIM will cease at close of business on 22 February 2010. The proposed date for the Cancellation taking effect is 23 February 2010.

5. Consequences of the Cancellation

If the Cancellation becomes effective, Westhouse Securities Limited will cease to be nominated adviser and broker to the Company and the Company will no longer be required to comply with the AIM Rules.

Immediately following the Cancellation, there will be no market facility for dealing in the Ordinary Shares and no price will be publicly quoted and the Ordinary Shares will cease to be registered with CREST.

As the Company does not anticipate moving to an alternative trading platform for its Ordinary Shares the loss of the AIM trading platform means that Shareholders will not readily be able to buy or sell Ordinary Shares. They will be able to buy or sell Ordinary Shares "off market" although this will be more difficult than trading "on market". The Directors do not consider it likely that third parties will buy or sell Ordinary Shares.

There is no obligation on Erith or the Company to make an offer to Shareholders to purchase their Ordinary Shares. Neither the Company nor Erith is currently in a position to purchase Ordinary Shares held by minority shareholders. However, Erith is aware of the position of minority shareholders and is exploring options to accommodate those shareholders who wish to sell their Ordinary Shares to it. Erith intends to communicate with Shareholders within three months from the Cancellation, if approved.

If the Cancellation becomes effective, Sir Michael Oliver, Fenlon Dunphy and David Wood will resign as directors. Erith have invited Fenlon Dunphy to continue to work for the Company for a limited time as a consultant on terms to be agreed. Mikhail Petrushin will resign as a director of the Company but will continue to work for the Company as an employee. Mikhail Baranov will assume an executive role in the Company. Erith will be the controlling shareholder. If the Cancellation becomes effective, the Company's place of central management and control will be Russia.

6. Re-registering as a private company

In order for the Company to effect the Re-registration and to make certain consequential changes to the Articles, Shareholders will be asked to pass the Resolutions numbered 2 and 3 set out in the Notice of General Meeting. The Resolution approving the Re-registration is conditional upon the Cancellation Resolution being passed and the Cancellation taking effect.

If the Resolution approving the Re-registration is passed and the Re-registration becomes effective, the Articles will need to be updated to reflect the fact that the Company is no longer a public company and to remove certain provisions which will no longer be relevant. The main provisions which will be removed are those relating to shares which are currently held in uncertificated form through CREST. Certain consequential amendments will also need to be made to remove definitions which will no

longer be used and to update the numbering of the Articles. Accordingly, Resolution numbered 3 in the Notice of General Meeting also seeks the Shareholders' approval to amend the Articles. Copies of the proposed new Articles showing the proposed amendments can be viewed on the Company's website: www.zirax.com and are also available for inspection at Clyde & Co, 51 Eastcheap, London EC3M 1JP during usual business hours on any weekday until the date of the General Meeting.

If the Resolution approving the Re-registration is passed then, following the satisfaction of the conditions, the Company will file the requisite documents with the Registrar of Companies together with the relevant fee for re-registration. The Re-registration will become effective upon the Registrar of Companies issuing a certificate of incorporation on re-registration once he is satisfied that no valid application can be made to cancel the Resolution approving the Re-registration.

Upon Re-registration of the Company certain provisions of the Act will cease to apply. These include amongst others:

- The Company will no longer have to hold annual general meetings and there is no obligation to lay the accounts before its members.
- The Company will have nine months to file its annual accounts following the end of the financial year.
- The Company may pass written resolutions.
- The restrictions on financial assistance will no longer apply.
- The Company will have no prescribed minimum share capital.
- The Company may reduce its share capital by special resolution without the consent of the court.
- The Company may issue shares for non-cash consideration and such consideration will not have to be independently valued.
- The Disclosure Rules and Transparency Rules will no longer apply, therefore there will be no requirement to notify the Company of a change in voting rights held by members.
- The auditors of the Company will be deemed to be re-appointed without annual shareholders' approval.

7. The City Code on Takeovers and Mergers (the "Code")

The Code currently applies to Zirax. The Code does not apply to private companies (other than in certain limited circumstances) and would not apply to any offer made to Zirax shareholders to acquire their Zirax shares made subsequent to the re-registering of the Company as a private company.

Zirax shareholders should note that, if the resolution to re-register the Company as a private company becomes effective, they will not receive the protections afforded by the Code in the event that there is a subsequent offer to acquire their Zirax shares.

Brief details of the Takeover Panel (the "Panel"), the Code and the protections given by the Code are described below. **Before giving your consent to the re-registration of the Company as a private company, you may want to take independent professional advice from an appropriate independent financial adviser.**

The Code is issued and administered by the Panel. Zirax is a company to which the Code applies and its shareholders are accordingly entitled to the protections afforded by the Code.

The Code and the Panel operate principally to ensure that shareholders are treated fairly and are not denied an opportunity to decide on the merits of a takeover and that shareholders of the same class are afforded equivalent treatment by an offeror. The Code also provides an orderly framework within which takeovers are conducted. In addition, it is designed to promote, in conjunction with other regulatory regimes, the integrity of the financial markets.

The General Principles and Rules of the Code

The Code is based upon a number of General Principles which are essentially statements of standards of commercial behaviour. For your information these General Principles are set out in Part 1 of

Appendix A. The General Principles apply to all transactions with which the Code is concerned. They are expressed in broad general terms and the Code does not define the precise extent of, or the limitations on, their application. They are applied by the Panel in accordance with their spirit to achieve their underlying purpose.

In addition to the General Principles, the Code contains a series of Rules, of which some are effectively expansions of the General Principles and examples of their application and others are provisions governing specific aspects of takeover procedure. Although most of the Rules are expressed in more detailed language than the General Principles, they are not framed in technical language and, like the General Principles, are to be interpreted to achieve their underlying purpose. Therefore, their spirit must be observed as well as their letter. The Panel may derogate or grant a waiver to a person from the application of a Rule in certain circumstances.

Giving up the protection of the Code

A summary of key points regarding the application of the Code to takeovers generally is set out in Part 2 of Appendix A. **You are encouraged to read this information carefully as it outlines certain important protections which you will be giving up if you agree to the re-registration of the Company as a private company.** Your attention is drawn in particular to the fact that any future offer made by Erith, or another party, will, following Cancellation, not be subject to the Code. However, at this time, the Directors can confirm that they are not aware of any such offer and there is no guarantee that Shareholders will receive such an offer in the future.

General Meeting

At the end of this document, there is a notice convening a General Meeting of the Company to be held at Clyde & Co, 51 Eastcheap, London EC3M 1JP at 11.00 a.m. (UK time) on Monday 8 February 2010. At this meeting, the Resolutions will be proposed as special resolutions.

To be effective, the Resolutions require the approval of not less than 75 per cent. of the votes cast by Shareholders (whether present in person or by proxy) at the General Meeting.

If the Cancellation Resolution is passed at the General Meeting, it is anticipated that the Cancellation will become effective from 23 February 2010.

Action to be taken

Shareholders listed on the Company's register at 6.00 p.m. (UK time) on 4 February 2010 shall be entitled to participate at the General Meeting and vote there in person or by a proxy.

Enclosed with this document is a Form of Proxy. Whether or not you propose to attend the General Meeting personally, you are urged to complete and return the Form of Proxy in accordance with the instructions printed thereon as soon as possible. To be valid, completed Forms of Proxy must be received by the Company's registrars Computershare Investor Services PLC, The Pavilions, Bridgwater Road, Bristol BS99 6ZY. **Completion of a Form of Proxy will not preclude you from attending and voting at the General Meeting in person should you wish to do so.**

Recommendation

The Independent Directors and Fenlon Dunphy recognise the arguments put forward by Erith but given the loss of a market for the Ordinary Shares and the protections offered by the Code that would result from the Cancellation, they do not feel able to recommend the proposed Resolutions. Accordingly, in respect of his 50,000 Ordinary Shares, Fenlon Dunphy intends to vote against the Resolutions. The Independent Directors are not Shareholders.

Mikhail Petrushin in respect of his 67,340 Ordinary Shares, intends to vote for the Resolutions. Erith is the holder of 102,531,250 Ordinary Shares representing 59.5 per cent. of the Company's entire issued share capital. Erith is beneficially owned as to 50 per cent. by each of Eldor Azizov and Mikhail Baranov, one of the non-executive Directors of the Company. Mikhail Baranov also has an interest in OOO Yugo-Vostok Promkapital, which holds a further 13,333,333 Ordinary Shares representing

7.7 per cent of the Company's issued share capital. Both of Erith and OOO Yugo-Vostok Promkapital have indicated that they intend to vote in favour of the Resolutions.

The Cancellation Resolution requires 75 per cent. approval of votes cast at the General Meeting.

Yours faithfully

Sir Michael Oliver
Non-executive Chairman

APPENDIX A

You should note that, by agreeing to the re-registration of the Company as a private company, you will be giving up the protections afforded by the Code. The principal protections afforded by the Code are set out below.

Part 1: The general Principles of the Code

1. All holders of the securities of an offeree company of the same class must be afforded equivalent treatment; moreover, if a person acquires control of a company, the other holders of securities must be protected.
2. The holders of the securities of an offeree company must have sufficient time and information to enable them to reach a properly informed decision on the bid; where it advises the holders of securities, the board of the offeree company must give its views on the effects of implementation of the bid on employment, conditions of employment and the locations of the company's places of business.
3. The board of an offeree company must act in the interests of the company as a whole and must not deny the holders of securities the opportunity to decide on the merits of the bid.
4. False markets must not be created in the securities of an offeree company, of the offeror company or of any other company concerned by the bid in such a way that the rise or fall of the prices of the securities becomes artificial and the normal functioning of the markets is distorted.
5. An offeror must announce a bid only after ensuring that he/she can fulfil in full any cash consideration, if such is offered, and after taking all reasonable measures to secure the implementation of any other type of consideration.
6. An offeree company must not be hindered in the conduct of its affairs for longer than is reasonable by a bid for its securities.

Part 2: Detailed application of the Code

The following is a summary of key provisions of the Code which apply to transactions to which the Code applies. **You should note that, by agreeing to the re-registration of the Company as a private company, you will be giving up the protections afforded by the Code.**

Equality of treatment

General principle 1 of the Code states that all holders of securities of an offeree company of the same class must be afforded equivalent treatment. Furthermore, Rule 16 requires that, except with the consent of the Panel, special arrangements may not be made with certain shareholders in the Company if there are favourable conditions attached which are not being extended to all shareholders.

Information to shareholders

General Principle 2 requires that holders of securities of an offeree company must have sufficient time and information to enable them to reach a properly informed decision on a bid. Consequently, a document setting out full details of an offer must be sent to the offeree company's shareholders.

The opinion of the offeree board and independent advice

The board of the offeree company is required by Rule 3.1 of the Code to obtain competent independent advice on an offer and the substance of such advice must be made known to its shareholders. Rule 25.1 requires that the board of the offeree company must circulate its opinion on the offer and its reasons for forming that opinion. That opinion must include the board's views on: the effects of implementation of the offer on all the company's interests, including, specifically,

employment; and on the offeror's strategic plans for the offeree company and their likely repercussions on employment and the locations of the offeree company's places of business.

The circular from the offeree company must also deal with other matters such as interests and recent dealings in the securities of the offeror and the offeree company by relevant parties and whether the directors of the offeree company intend to accept or reject the offer in respect of their own beneficial shareholdings.

Rule 20.1 states that information about the companies involved in the offer must be made equally available to all offeree company shareholders as nearly as possible at the same time and in the same manner.

Optionholders and holders of convertible securities or subscription rights

Rule 15 of the Code provides that when a Code offer is made for voting equity share capital or other transferable securities carrying voting rights and the offeree company has convertible securities outstanding, the offeror must make an appropriate offer or proposal to the stockholders to ensure their interests are safeguarded. Rule 15 also applies in relation to holders of options and other subscription rights. If the Re-registration takes effect, these protections will be lost.

Zirax plc

NOTICE OF GENERAL MEETING

Notice is hereby given that a General Meeting of the Company (the “**Meeting**”) will be held at at 11.00 a.m. (UK time) on 8 February 2010 at the offices of Clyde & Co, 51 Eastcheap, London EC3M 1JP.

You will be asked to consider and vote on the resolutions set out below. All the resolutions will be proposed as special resolutions.

Special Resolutions

1. **THAT** the admission of the ordinary shares of the Company to trading on AIM market of the London Stock Exchange plc be and is hereby cancelled.
2. **THAT**, subject to the passing of Resolution 1 above and the cancellation taking effect, the Company be re-registered as a private limited company under the Companies Act 2006 by the name of Zirax Limited.
3. **THAT**, subject to the passing of the Resolutions 1 and 2 above:
 - (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 regulations contained in the document submitted to the Meeting and for the purposes of identification signed by the chairperson be approved and adopted as the articles of association of the Company in substitution for the existing articles of association.

22 January 2010

By order of the board

ZIRAX PLC
Sir Michael Oliver
Chairman

Registered office

68 Lombard Street
London
EC3V 9LJ

Registered in England & Wales No: 5533825

Notes to the Notice of General Meeting

1. A member of the Company entitled to attend and vote at the above Meeting is entitled to appoint another person as their proxy to exercise all or any of their rights to attend and to speak and vote on their behalf at the Meeting. A proxy does not need to be a member of the Company but must attend the Meeting to represent the member.
2. 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 the member. Only one proxy may be appointed to exercise rights attached to any one share. If two or more valid but differing proxy forms are delivered to the Company’s registrars in respect of the same share and in respect of the same matter, the one which is last validly delivered (regardless of its date or of the date of its execution) shall be treated as replacing the other (or others) as regards to that share.
3. A proxy form which may be used to make a proxy appointment and give proxy instructions accompanies this Notice. Appointment of a proxy does not preclude you from attending the Meeting and voting in person, but if a proxy has been appointed and the member attends the Meeting in person, the proxy’s appointment will automatically be terminated. Details of how to appoint the Chairman of the Meeting or another person as a proxy are set out in proxy form accompanying this Notice.
4. To be valid, a proxy form (other than electronic communication appointing a proxy) must be completed, signed and received (together with any power of attorney or other authority (if any) under which an appointment is made or a duly certified copy) by post or (during normal business hours only) by hand at the office of the Company’s registrars, Computershare Investor Services PLC at The Pavilions, Bridgwater Road, Bristol BS99 6ZY in each case not later than 11.00 a.m. on 6 February 2010 (or, if the Meeting is adjourned, not less than 48 hours before the time appointed for holding any adjourned meeting).

FORM OF PROXY – ZIRAX PLC

FORM OF PROXY

Zirax plc

Form of Proxy for use at the General Meeting to be held on 8 February 2010 or any adjournment thereof

Please read carefully the Notice of Meeting and explanatory notes set out below before completing this form.

*Please complete the form in **BLOCK CAPITALS**.*

I/We

of

being a member of **ZIRAX PLC** (the “Company”) **HEREBY APPOINT** the Chairman of the Meeting **OR** the following person

.....

of

as my/our proxy to attend, speak and vote in respect of my/our full voting entitlement* on my/our behalf at the General Meeting of the Company to be held at 11.00 a.m. (UK time) on 8 February 2010 at the offices of Clyde & Co, 51 Eastcheap, London EC3M 1JP, and at any adjourned meeting.

***For the appointment of more than one proxy, please refer to Note 2.**

Please tick here to indicate that this proxy appointment is one of multiple appointments being made.

RESOLUTIONS	FOR	AGAINST	VOTE WITHHELD
SPECIAL RESOLUTION 1. To cancel the admission of the ordinary shares of the Company to trading on AIM.			
SPECIAL RESOLUTION 2. To re-register the Company as private limited company by the name of Zirax Limited.			
SPECIAL RESOLUTION 3. To delete the existing memorandum of association of the Company and to approve and adopt the new articles of association of the Company in substitution for the existing articles of association.			

I/We instruct my/our proxy as indicated on this form. Unless otherwise instructed, the proxy may vote as he or she sees fit or abstain in relation to any business of the Meeting.

Dated 2010

Signature(s) or common seal

.....

Notes to the Form of Proxy:

- Every holder has the right to appoint some other person(s) of their choice (who need not be a shareholder but must attend the Meeting to represent you) as his proxy to exercise all or any of his rights, to attend, speak and vote on their behalf at the Meeting. If you wish to appoint a person other than the Chairman, please insert the name of your chosen proxy holder in the space provided. If the proxy is being appointed in relation to less than your full voting entitlement, please enter 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. If left blank your proxy will be deemed to be authorised in respect of your full voting entitlement (or if this proxy form has been issued in respect of a designated account for a shareholder, the full voting entitlement for that designated account).
- To appoint more than one proxy, an additional proxy form(s) may be obtained by contacting the Registrar's helpline on 0870 707 1425 or you may photocopy this form. 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 box provided if the proxy instruction is one of multiple instructions being given. All forms must be signed and should be returned together in the same envelope.
- The 'Vote Withheld' option 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' or 'Against' a resolution.
- Pursuant to regulation 41 of the Uncertificated Securities Regulations 2001, entitlement to attend and vote at the Meeting and the number of votes which may be cast thereat will be determined by reference to the Register of Members of the Company at close of business on the day which is two days before the day of the Meeting. Changes to entries on the Register of Members after that time shall be disregarded in determining the rights of any person to attend and vote at the Meeting.
- The above is how your address appears on the Register of Members. If this information is incorrect please ring the Registrar's helpline on 0870 707 1425 to request a change of address form or go to www.investorcentre.co.uk to use the online Investor Centre service.
- Any alterations made to this form should be initialled.
- The completion and return of this form will not preclude a member from attending the Meeting and voting in person but if you have appointed a proxy an attend the Meeting in person, your proxy appointment will automatically be terminated.

To be effective, all proxy appointments must be lodged at the office of the Company's Registrars at: Computershare Investor Services PLC, The Pavilions, Bridgwater Road, Bristol BS99 6ZY by 6 February 2010 at 11.00 a.m.



Third Fold and Tuck in

Business Reply
Licence Number
RRLU-BGHH-XJLX



Computershare Investor Services PLC
The Pavilions
Bridgwater Road
Bristol
BS99 6ZY

First Fold

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