



ZIRAX PLC

(the Company)

(Registered in England and Wales with company number: 5533825)

NOTICE IS HEREBY GIVEN that the Annual General Meeting of the Company will be held at 51 Eastcheap, London on 29 July 2009 at 10 am, special notice having been given to the Company pursuant to section 312 and 515 of the Companies Act 2006 in relation to PricewaterhouseCoopers LLP not being re-appointed as auditors of the Company with effect from the conclusion of the meeting, for the following purposes:

**AS ORDINARY BUSINESS**

- 1 To receive the annual accounts of the Company for the financial year ended 31 December 2008 together with the Reports of the Directors and the Auditors on those accounts.
- 2 To reappoint the following directors of the Company who retire by rotation at the Annual General Meeting in accordance with the Articles of Association of the Company:
  - (a) Fenlon Dunphy; and
  - (b) David Wood.

**AS SPECIAL BUSINESS**

- 3 Not to reappoint PricewaterhouseCoopers LLP as auditors of the Company at the conclusion of the meeting.
- 4 To appoint Nexia Smith & Williamson Audit Limited as auditors of the Company to hold office from the conclusion of the meeting to the conclusion of the next meeting at which accounts are laid before the Company and to authorise the directors to determine their remuneration.
- 5 To consider and, if thought fit, pass the following resolutions of which resolutions 1, 4, 5, 6 and 7 will be proposed as ordinary resolutions and resolutions 2 and 3 will be proposed as special resolutions.

**ORDINARY RESOLUTION**

- 1 That the directors of the Company be and are hereby authorised generally and unconditionally pursuant to and in accordance with section 80 of the Companies Act 1985 (the Act) to exercise all the powers of the Company to allot relevant securities (within the meaning of section 80(2) of the Act) up to an aggregate nominal amount of £690,000 provided that this authority shall expire on whichever is earlier of the date of the Company's next Annual General Meeting or 15 months from the date this resolution is passed save that the Company may pursuant to this authority make offers or agreements before the expiry of this authority which would or might require relevant securities to be allotted after such expiry and the directors may allot relevant securities in pursuance of such offers or agreements as if the authority conferred by this resolution had not expired.

### SPECIAL RESOLUTION

2 That:

- (a) subject to the passing of resolution 1 above, the directors be and are hereby empowered pursuant to section 95(1) of the Act to allot equity securities (within the meaning of section 94(2) of the Act) for cash pursuant to the authority conferred by resolution 1 above as if section 89(1) of the Act did not apply to such allotment, provided that this power shall be limited to the allotment of equity securities:
  - (i) in connection with an offer of equity securities by way of rights to the holders of ordinary shares of 1p each in the capital of the Company (ordinary shares) (other than the Company itself in respect of any shares held by it as treasury shares within the meaning of section 162A of the Act) in proportion (as nearly as may be) to their respective holdings of ordinary shares on a record date fixed by the directors but subject to such exclusions or other arrangements as the directors may consider necessary or expedient to deal with problems under the laws of any territory or the requirements of any regulatory body or any stock exchange in any territory or in connection with fractional entitlements or otherwise howsoever; or
  - (ii) pursuant to the terms of any share scheme for directors and employees of the Company and/or its subsidiaries approved by the shareholders of the Company in general meeting; or
  - (iii) pursuant to the option agreement between the Company and HansonWesthouse LLP (the Company's brokers) dated 12 December 2005 to subscribe for 1,723,214 ordinary shares; or
  - (iv) (other than pursuant to paragraphs (i), (ii) or (iii) above) having (in the case of relevant shares (as defined in section 94(5) of the Act)) a nominal amount or (in the case of any other equity securities) giving the right to subscribe for or convert into relevant shares having a nominal amount, not exceeding in aggregate £690,000.00 (the "Relevant Amount"); and
- (b) the directors be and are hereby empowered pursuant to section 95(2A) of the Act to effect a sale of relevant shares held by the Company as treasury shares (within the meaning of section 162A of the Act) for cash as if section 89(1) of the Act did not apply to such sale, provided that this power shall be limited to the sale of relevant shares held by the Company as treasury shares having a nominal amount which, when aggregated with the nominal amount of any relevant shares allotted or the subject of rights of subscription or conversion pursuant to paragraph (a)(iv) above, does not exceed the Relevant Amount.

Each of the powers conferred by paragraphs (a) and (b) above shall expire on whichever is earlier of the date of the Company's next Annual General Meeting or 15 months from the date on which this resolution that is passed save that the Company may, before the expiry of such powers, make offers or agreements which would or might require equity securities to be allotted and/or relevant shares held as treasury shares to be sold after such expiry and the directors may allot equity securities and/or sell relevant shares held as treasury shares in pursuance of such offers or agreements as if the powers conferred hereby had not expired and all powers previously conferred upon the directors pursuant to section 95(1) and section 95(2A) of the Act shall be revoked but without prejudice to any exercise of such other powers prior to the date on which this resolution is passed.

### SPECIAL RESOLUTION

- 3 That subject to and in accordance with Article 15 of the Articles of Association of the Company and the Act, the Company be and is hereby generally and unconditionally authorised for the purposes of section 166 of the Act to make market purchases (within the meaning of section 163(3) of the Act) of ordinary shares on such terms and in such manner as the directors may from time to time determine, provided that:
- (a) the maximum aggregate number of ordinary shares that may be purchased pursuant to this authority is 17,232,142;
  - (b) the minimum price which may be paid for each ordinary share purchased pursuant to this authority is 1p per share;
  - (c) the maximum price which may be paid for each ordinary share purchased pursuant to this authority is an amount equal to 15p per ordinary share;
  - (d) the authority hereby conferred shall expire on whichever is the earlier of the date of the Company's next Annual General Meeting or 15 months from the date on which this resolution is passed; and
  - (e) the Company may pursuant to this authority make a contract to purchase ordinary shares before the expiry of this authority which will or may be executed wholly or partly after such expiry and may make a purchase of ordinary shares in pursuance of any such contract as if the authority conferred hereby had not expired.



**ORDINARY RESOLUTION**

- 4 THAT PricewaterhouseCoopers LLP not to be re-appointed as auditors of the Company to hold office upon the conclusion of the meeting.

**ORDINARY RESOLUTION**

- 5 THAT Nexia Smith Et Williamson Audit Limited be appointed as auditors of the Company to hold office from the conclusion of the meeting to the conclusion of the next meeting at which accounts are laid before the Company and authorise the Directors to determine their remuneration.

**ORDINARY RESOLUTION**

- 6 THAT Fenlon Dunphy who retires by rotation at the meeting pursuant to the Articles of Association of the Company, having consented to act, be re-appointed as a Director of the Company.

**ORDINARY RESOLUTION**

- 7 THAT David Wood who retires by rotation at the meeting pursuant to the Articles of Association of the Company, having consented to act, be re-appointed as a Director of the Company.

Registered office:  
68 Lombard Street  
London EC3V 9LJ

BY ORDER OF THE BOARD  
Fenlon Dunphy

Dated:  
29 June 2009



### NOTES:

- 1 Resolution 1 renews the directors' authority to allot shares. This authority will remain in force until the conclusion of the AGM in 2010 or until 15 months from the date on which this resolution is passed, whichever is the earlier. The authority to allot shares is restricted to an aggregate nominal amount of £690,000, being 40% of the Company's issued ordinary share capital at 26 June 2009, being the last practicable date before the printing of this notice.
- 2 Resolution 2 renews the directors' authority to allot equity securities for cash, without the need first to offer such shares to existing shareholders. This authority also covers the sale of treasury shares (see resolution 3) for cash. This authority is limited to an aggregate nominal amount of £690,000, being 40% of the Company's issued ordinary share capital on 26 June 2009, and would afford the directors flexibility in relation to undertaking potential future acquisitions.
- 3 Resolution 3 renews the Company's authority to purchase its own ordinary shares, subject to the limits set out above. The maximum number of shares which may be purchased is 17,232,142 representing 10% of the Company's issued ordinary share capital on 26 June 2009. The Company can either cancel shares which have been purchased or hold them as treasury shares (or a combination of both). The directors believe that it is desirable for the Company to have this choice.
- 4 Resolution 4 proposes that the Company's existing auditors are not re-appointed.
- 5 Resolution 5 proposes the appointment of Nexia Smith & Williamson Audit Limited as auditors of the Company.
- 6 Resolutions 6 and 7 recommend that the two named directors be re-appointed to the Board. The Company's Articles of Association require a proportion of directors to retire in turn at each AGM. The Chairman is satisfied that the directors standing for re-election continue to be effective and demonstrate commitment to their role. The Chairman recommends that they be re-elected as directors of the Company.
- 7 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, speak and to vote at the meeting. A proxy may only be appointed in accordance with the procedures set out in this Notice and in the Form of Proxy accompanying this Notice.
- 8 A member may appoint more than one proxy provided each proxy is appointed to exercise rights attached to different shares. Only one proxy may be appointed to exercise rights attached to any one share. If two or more valid but differing Forms of Proxy 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.
- 9 A vote withheld is not a vote in law, which means that the vote will not be counted in the calculation of votes for or against the resolution. If you either select the "Discretionary" option or if no voting indication is given, your proxy will vote or abstain from voting at his or her discretion. Your proxy will vote (or abstain from voting) as he or she thinks fit in relation to any other matter which is put before the meeting.
- 10 A proxy need not be a member of the Company but must attend the meeting to represent the member. Appointment of a proxy does not preclude the member 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 the Form of Proxy accompanying this Notice.
- 11 To be valid, a form of proxy (other than an electronic communication appointing a proxy) together with the power of attorney or other authority (if any) under which it is signed (or a copy of such authority certified notarially) must be completed, signed and lodged at the office of the Company's registrars, Computershare Investor Services PLC at The Pavilions, Bridgewater Road, Bristol, BS99 6ZY by 10am on 27 July 2009, or not less than 48 hours before the time appointed for holding any adjourned meeting.
- 12 Pursuant to Regulation 41 of the Uncertificated Securities Regulations 2001, the Company has specified that only those shareholders registered in the register of members of the Company as at 10am on 27 July 2009 or, in the event that this meeting is adjourned, in the register of members 48 hours before the time of any adjourned meeting, will be entitled to vote, or to appoint one or more proxies to vote on their behalf, at this meeting in respect of the number of shares registered in their names at that time. Changes to entries on the register of members after 10am on 27 July 2009 or, in the event that this meeting is adjourned, in the register of members 48 hours before the time of any adjourned meeting, shall be disregarded in determining the rights of any person to attend or vote at the meeting.

