

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, bank manager, solicitor, accountant or other independent financial adviser authorised under the Financial Services and Markets Act 2000. If you have sold or otherwise transferred all your ordinary shares in Rockhopper Exploration plc, please send this document, together with the accompanying proxy form, to the purchaser or transferee, or to the stockbroker, bank or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

Rockhopper Exploration plc

(incorporated and registered in England No. 5250250)

Directors

Dr Pierre Jungels CBE
Sam Moody
Peter Dixon-Clarke
Dave Bodecott
John Crowle
Richard Visick
Chris Walton

Registered Office

Hilltop Park
Devizes Road
Salisbury
Wiltshire SP3 4UF

26 October 2009

Dear Shareholder,

Notice of General Meeting to be held on 12 November 2009 in connection with a proposed £50 million share placing

We have today announced a placing of 92,592,593 new Ordinary Shares at a subscription price of 54 pence each to raise £50 million. The proceeds of the Placing will be used to finance our 2010 drilling programme for the North Falkland Basin. The new shares equal, in number, 115 per cent. of the Ordinary Shares now in issue and will represent approximately 53.5 per cent. of the Company's enlarged issued share capital.

The full text of today's announcement is at appendix 1 to this document. The announcement explains the reasons for the Placing and contains details of our proposed 2010 drilling programme. Terms defined in the announcement have the same meanings in this letter, where applicable.

The purpose of this document is to provide you with a copy of today's announcement, to give you notice of a General Meeting to be held on 12 November 2009 in connection with the Placing and to ask you to vote in favour of the resolutions in that notice.

Resolutions to be voted on

The notice of General Meeting, which is at appendix 2 of this document, contains three resolutions.

Resolution 1 will, if passed, authorise your directors to allot new shares under the Placing to placees without the Company having first to offer those shares to existing shareholders in accordance with their pre-emption rights under the Companies Act 2006. The Placing is conditional on the passing of Resolution 1.

If Resolution 1 is not passed the Placing will not proceed. This would deny the Company the funding which it needs in order to proceed with its proposed 2010 drilling programme.

Resolution 2 will, if passed, provide your directors with flexibility following the Placing to issue shares prior to the Company's 2010 Annual General Meeting within the limits prescribed by the Association of British Insurers and the National Association of Pension Funds. It will authorise the directors to allot shares (i) under a rights issue corresponding to two-thirds of all Ordinary Shares in issue following the Placing and (ii) under an open offer or in other situations corresponding to one-third of all such shares. Resolution 2 is conditional on the passing of Resolution 1. The Placing is not conditional on the passing of Resolution 2.

Resolution 3 will, if passed, disapply shareholders' pre-emption rights in respect of any allotment for cash of Ordinary Shares authorised by Resolution 2 pursuant to a rights issue or an open offer or, subject to a limit of 17,320,000 Ordinary Shares, in any other circumstances. This limit corresponds to ten per cent. of all Ordinary Shares in issue following the Placing. The Placing is not conditional on the passing of Resolution 3. Resolution 3 will have no effect if Resolution 2 is not passed.

Action to be taken

You will find enclosed with this document a proxy form for use in connection with the General Meeting. Whether or not you intend to be present at the General Meeting, you are requested to complete the proxy form in accordance with its instructions and to return it as soon as possible, but in any event so as to be received by the Company's registrars, Computershare Investor Services PLC, The Pavilions, Bridgwater Road, Bristol BS99 6ZY by 11.00 a.m. on 10 November 2009. Completion and return of the proxy form will not preclude you from attending and voting at the General Meeting in person if you so wish.

You are entitled to appoint one or more proxies in respect of some or all of your Ordinary Shares. A space has been included in the proxy form to allow you to specify the number of Ordinary Shares in respect of which a particular proxy is appointed.

CREST members who wish to appoint one or more proxies through the CREST system may do so by using the procedures described in "the CREST voting service" section of the CREST Manual. CREST personal members or other CREST sponsored members, and those CREST members who have appointed one or more voting service providers, should refer to their CREST sponsor or voting service provider(s), who will be able to take the appropriate action on their behalf.

Additional information

The 54 pence subscription price under the Placing represents a discount of 16 per cent. to the middle market price for an Ordinary Share for the day before the announcement of the Placing. Your Board, after taking account of various matters, considers this subscription price to be fair and reasonable so far as the Company's shareholders as a whole are concerned. These matters include the size of the placing, the need for the Company to source funds from new investors before the end of November for reasons explained in today's announcement at appendix 1 to this document, the demand for the Placing Shares from new investors identified by the Board with its financial advisers and the advice that the Board has received from them on current market conditions.

The Company is issuing the new shares through the Placing on a selective basis to certain investors rather than on pre-emptive basis to all shareholders, such as through a rights issue or open offer, as the Board considers the time and costs associated with making a pre-emptive offer to be excessive. A pre-emptive offer would have required the Company to publish a full length prospectus vetted and approved by the FSA in accordance with its prospectus rules.

Recommendation

Your directors, who have been advised by Canaccord Adams in relation to the Placing, believe that the Placing and Resolution 1 are in the best interests of the Company and its shareholders as a whole. Your directors also believe that Resolutions 2 and 3 are in the best interests of the Company and its shareholders as a whole.

Accordingly your Board unanimously recommends that you vote at the General Meeting in favour of each Resolution, as your directors intend to do in respect of their own aggregate holdings of 18,305,419 Ordinary Shares that represent approximately 22.74 per cent. of the Company's issued share capital.

Yours sincerely

Dr Pierre Jungels CBE
Executive Chairman

Canaccord Adams, which is regulated in the United Kingdom by the FSA, is acting as the Company's sole bookrunner and placing agent, and for no one else, in respect of the Placing. Canaccord Adams will not be responsible to anyone other than the Company for providing the protections afforded to Canaccord's clients in respect of the Placing or for providing advice in relation to the contents of this document or any matters referred to in it. Canaccord Adams is the Company's nominated adviser for the purposes of the London Stock Exchange's rules relating to AIM. Its duties under those rules as the Company's nominated adviser are owed solely to the London Stock Exchange and to no one else.

APPENDIX 1

Set out below is the text of an announcement made by the Company on 26 October 2009:

NOT FOR RELEASE, PUBLICATION OR DISTRIBUTION, DIRECTLY OR INDIRECTLY, IN OR INTO
THE UNITED STATES, CANADA, AUSTRALIA OR JAPAN

Rockhopper Exploration plc

£50 million placing of 92,592,593 new ordinary shares at 54p each

Introduction

Rockhopper Exploration plc (AIM : RKH), the North Falkland Basin oil and gas explorer, announces that it has conditionally placed 92,592,593 new Ordinary Shares at 54p per share through Canaccord Adams with institutional investors and certain of the Company's shareholders to raise £50 million before expenses. The Placing Shares equal 115 per cent. of the Ordinary Shares currently in issue. The 54p placing price represents a discount of 16 per cent. to the closing middle market price for an Ordinary Share on Friday 23 October 2009. The Placing has not been underwritten.

The Placing is conditional on (i) the passing of a Resolution at a General Meeting of the Company authorising the allotment of the Placing Shares under the Placing, (ii) the admission of the Placing Shares to trading on AIM becoming effective by 9.00 a.m. on 13 November 2009 (or by such later date or time as the Company and Canaccord Adams may agree), and (iii) a placing agreement dated the date of this announcement between the Company and Canaccord Adams becoming unconditional in all other respects by the same time.

Certain terms used in this announcement have the meanings given to them in the "definitions" section at the end of this announcement.

Background

Since securing its four North Falkland basin exploration licences in 2004 and 2005, Rockhopper has completed extensive seismic surveying and technical evaluation, resulting in the classification within a Competent Persons Report by RPS Energy commissioned by the Company dated 28 April 2009 (the "RPS" CPR) of the 1998 14/5-1 well as a gas discovery, and the identification of numerous prospects and independent play types on the Company's acreage in the North Falkland Basin. Rockhopper also has a 7.5% licence assignment with Desire Petroleum plc to farm into PL003 and PL004, two of Desire's Falkland Islands exploration licences.

Highlights from the RPS CPR include:

- the top eight oil prospects total approximately 1 billion barrels of prospective (unrisked) oil resources
- an estimated 23% chance of success for the Group's two prospects, Sea Lion and Ernest
- Sea Lion and Ernest each have an NPV10 of US\$2.5 billion at the P50 level (\$80 per barrel assumed)
- gas discovery and contingent gas resource recognised, thereby proving an active hydrocarbon system

Sea Lion and Ernest are Rockhopper's primary oil prospects. Both have direct hydrocarbon indicators - Sea Lion in the form of an AVO anomaly, Ernest in the form of a positive CSEM anomaly - and both are clearly defined on seismic surveys. A further six targets were considered in the RPS CPR which, together with Sea Lion and Ernest, have a potential to contain 3.3 billion barrels of oil in place under the best estimate provided by RPS Energy.

On 30 September this year Desire entered into a four well rig services supply contract with Diamond Offshore Drilling for the use of the Ocean Guardian rig in a 2010 drilling campaign in the North Falkland basin. This contract includes an option for Desire to extend the contract to cover up to an

additional six rig slots. Earlier this month Desire agreed to make two of these slots available to the Company, subject to the Company committing to take up the slots and satisfying certain other conditions before the end of November. These include the Company depositing in an escrow account certain amounts to be paid by it for the two slots and Desire, Diamond Offshore Drilling and Rockhopper having entered into an assignment agreement in respect of the rig services contract in so far as it applies to the two slots. In addition, Rockhopper is required to fund 15% of the dry hole cost of drilling three wells across Desire's licences PL003 and PL004 in accordance with its 2005 7.5% interest farm-in agreement with Desire.

Reasons for the Placing

The Placing will provide the Company with the necessary funds to finance the drilling in 2010 of two wells on its North Falkland basin prospects and to meet its financial commitments under its 7.5% interest farm-in agreement with Desire in respect of three wells that are to be drilled by Desire in 2010.

Use of Proceeds

The Company intends to use the proceeds of the Placing for the following purposes:

• Mobilization / Demobilization of the Ocean Guardian and all other drilling related equipment	£10 million
• Drilling the 100% owned prospect Sea Lion	£16 million
• Drilling the 100% owned prospect Ernest	£13 million
• 15% contribution to Desire's drilling of prospect Liz / Ann / Ninky	£6 million
• Other drilling related costs, working capital and expenses	£5 million

Total	£50 million
--------------	--------------------

The expected use of the net proceeds of the placing of the Placing Shares referred to above represents the Board's current intentions based on the Company's present plans and business condition. The Company will retain broad discretion in the allocation and use of the net proceeds.

If shareholders were not to approve the Resolution at the General Meeting, the Placing would not proceed, and the Company would therefore not be able to participate in Desire's drilling campaign or take up the slots on the Ocean Guardian to drill its own prospects.

Drilling Programme

The Ocean Guardian is due to depart from the UK North Sea by early December and is expected to commence drilling in the North Falkland Basin in February 2010.

Rockhopper anticipates using the Ocean Guardian to drill the Ernest and Sea Lion prospects located within its exploration licences PL024 and PL032 respectively. These are 100% owned by the Group, represent the Company's principle oil targets and are estimated by RPS Energy (as set out in the RPS CPR) to contain P50 recoverable prospective resources of 156 mmbbls and 170 mmbbls respectively.

Rockhopper has received approval from the Falkland Islands Government on its Environmental Impact Statements submitted in relation to planned drilling on its North Falkland Basin licences. This approval is subject to the further approval by the Mineral Resources Committee of an Operational Addendum once the rig details and timing of drilling campaign are finalised.

A summary of the two 100% owned prospects that Rockhopper anticipates drilling and the three Desire prospects in which Rockhopper has a 7.5% farmed in interest are set out below.

Prospect	Rockhopper Earning Interest	Best Estimate Prospective Resource	Chance of Success	NPV10 (Unrisked) (net to Rockhopper)	Net Cost to Drill Well
Sea Lion	100.0%	170 mmbbls	23%	US\$2.5 billion	US\$24.8 million
Ernest	100.0%	156 mmbbls	23%	US\$2.5 billion	US\$20.3 million
Liz	7.5%	358 mmbbls	18%	US\$0.5 billion	US\$3.3 million
Ann	7.5%	145 mmbbls	11%	US\$0.2 billion	US\$2.8 million
Ninky	7.5%	94 mmbbls	27%	-	US\$3.5 million

Prospect Sea Lion

Sea Lion is a basin floor fan located in Licence PL032 on the undrilled Eastern basin margin of the North Falkland Basin. Sea Lion is located within the barrelian source rock interval with close proximity to the Shell well 14/10-1 which has previously recovered live oil, lending itself to a straightforward migration route into the reservoir. The prospect is yet to be drilled. AVO studies carried out by Rock Physics Associates concluded that “convincing hydrocarbon indicators are present on the Sea Lion prospect”

Sea Lion resource estimates (by RPS Energy in the RPS CPR):

	Low Estimate	Best Estimate	High Estimate
Prospective Resources (mmbbls)	58	170	472
NPV10 (US\$m)	548	2,498	8,366

Prospect Ernest

Ernest is a robust 4-way closure located in licence PL024 in a previously undrilled part of the basin. Amplitude studies carried out by Rock Physics Associates have identified a number of possible hydrocarbon indicators, including an AVO anomaly and seismic features which could indicate a tuning effect at the edge of a hydrocarbon wedge.

Offshore Hydrocarbon Mapping plc collected CSEM data over Ernest and concluded that “target resistivities recovered are consistent with hydrocarbon filled marine sediments”

Ernest resource estimates (by RPS Energy in the RPS CPR):

	Low Estimate	Best Estimate	High Estimate
Prospective Resources (mmbbls)	56	156	417
NPV10 (US\$m)	665	2,457	7,459

Prospect Liz (7.5% interest)

Liz is a fan/channel system located on the western margin of the North Falkland Basin. There is a high level of confidence in the presence of potential reservoir sands. The prospect is located immediately beneath the source interval leading to straightforward migration.

Liz resource estimates (by RPS Energy in the RPS CPR):

	Low Estimate	Best Estimate	High Estimate
Prospective Resources (mmbbls)	159	358	791
NPV10 (US\$m) (net to Rockhopper)	179	469	978

Prospect Ann (7.5% interest)

Ann is a North South trending anticlinal closure which is up-dip from Amerada well 14/9-1. The Amerada well 14/9-1 has previously had oil shows.

Ann resource estimates (by RPS Energy in the RPS CPR):

	Low Estimate	Best Estimate	High Estimate
Prospective Resources (mmbbls)	52	145	292
NPV10 (US\$m) (net to Rockhopper)	34	157	353

Prospect Ninky (7.5% interest)

Ninky is a faulted anticlinal closure with Barremian sandstone reservoir targets. The reservoir is supported by a seismic amplitude response.

Ninky resource estimates (by Senergy (GB Limited) in its report on "Prospective Resources and Economic Assessment of the Falkland Islands Assets of Desire Petroleum plc" dated 30 September 2009):

	Low Estimate	Best Estimate	High Estimate
Prospective Resources (mmbbls)	34	94	244

General Meeting

A circular convening a General Meeting of the Company in connection with the Placing is expected to be posted to shareholders today.

Contacts

For further information contact:

Rockhopper Exploration plc www.rockhopperexploration.co.uk

Sam Moody - Managing Director 01722 414 419

Aquila Financial Ltd www.aquila-financial.com

Peter Reilly 0118 979 4100

Canaccord Adams Limited

Jeffrey Auld / Elijah Colby 020 7050 6500

Henry Fitzgerald-O'Connor

Resource update

Information in this announcement about the Group's contingent and prospective oil and gas resources amounts to a "resource update" for the purpose of the London Stock Exchange's "AIM Rules for Companies" and its "AIM Note for Mining, Oil and Gas Companies". All such information has been approved for such purposes by Dave Bodecott, the Company's exploration director who is a Member of Petroleum Exploration Society of Great Britain (PESGB) and the American Association of Petroleum Geologists (AAPG) with over 30 years of experience in petroleum exploration and management. The resource estimates in this announcement have been determined in accordance with the definitions and guidelines set out by the 2007 Petroleum Resource Management System.

General

Canaccord Adams, which is authorised and regulated by the Financial Services Authority, is acting exclusively for the Company and no-one else in relation to the Placing and will not be responsible to any person other than the Company for providing the protections afforded to its clients or for any matter concerning the Placing or for providing advice in relation to the Placing or in relation to the contents of this announcement or any other transaction, arrangement or matter referred to in it.

This announcement is for information purposes only and does not constitute an offer to issue or sell, or the solicitation of an offer to subscribe for or acquire, any securities to any person in any jurisdiction, including without limitation in the United States, Canada, Australia or Japan. This announcement is not an offer of securities for sale in the United States. Securities may not be offered or sold in the United States absent registration under the US Securities Act of 1933, as amended or an exemption therefrom. The Company has not registered and does not intend to register any of its Ordinary Shares under such Act.

The distribution of this announcement in certain jurisdictions may be restricted by law. Persons into whose possession this announcement comes are required by the Company and Canaccord Adams, to inform themselves about and to observe any such restrictions.

Forward-Looking Statements

This announcement contains forward-looking statements. These statements relate to the Company's future prospects, developments and business strategies. Forward-looking statements are identified by their use of terms and phrases such as 'believe', 'could', 'envisage', 'potential', 'estimate', 'expect', 'may', 'will' or the negative of those, variations or comparable expressions, including references to assumptions. The forward-looking statements in this announcement are based on current expectations and are subject to risks and uncertainties that could cause actual results to differ materially from those expressed or implied by those statements. These forward-looking statements speak only as at the date of this announcement.

DEFINITIONS

In this announcement:

“AIM” means the AIM market of the London Stock Exchange;

“AVO” means Amplitude Versus Offset;

“Best Estimate” is considered to be, with respect to resource categorisation, the best estimate of the quantity that will actually be recovered from the accumulation by the project. It is the most realistic assessment of recoverable quantities if only a single result were reported. If probabilistic methods are used, there should be at least a 50% probability (P50) that the quantities actually recovered will equal or exceed the best estimate;

“Board” means the board of directors of the Company;

“Canaccord Adams” means Canaccord Adams Limited;

“Company” or “Rockhopper” means Rockhopper Exploration plc;

“Contingent Resource” means those quantities of petroleum estimated, as of a given date, to be potentially recoverable from known accumulations by application of development projects but which are not currently considered to be commercially recoverable due to one or more contingencies;

“CSEM” Controlled Source ElectroMagnetic imaging;

“Desire” means Desire Petroleum plc (AIM:DES);

“Diamond Offshore Drilling” means Diamond Offshore Drilling (UK) Limited;

“Directors” means the directors of the Company;

“General Meeting” means the General Meeting of the Company proposed to be held on or around 12 November 2009;

“Group” means the Company and its subsidiaries;

“High Estimate” is considered to be, with respect to resource categorization, an optimistic estimate of the quantity that will actually be recovered from an accumulation by a project. If probabilistic methods are used, there should be at least a 10% probability (P10) that the quantities actually recovered will equal or exceed the high estimate;

“Low Estimate” is considered to be, with respect to resource categorisation, a conservative estimate of the quantity that will actually be recovered from the accumulation by a project. If probabilistic methods are used, there should be at least a 90% probability (P90) that the quantities actually recovered will equal or exceed the low estimate;

“mmbbls” means millions of barrels;

“NPV” means net present value (being the total present value of a series of cash flows discounted at a specified rate, to a specified date);

“NPV 10” means NPV calculated at the discount rate of 10 per cent;

“Ordinary Shares” means ordinary shares of one penny each in the share capital of the Company;

“Placing” means the placing of the Placing Shares described in this announcement;

“Placing Shares” means 92,592,593 new Ordinary Shares;

“Resolution” means the resolution to be set out in the notice of Extraordinary General Meeting pursuant to which it is proposed that the Directors be authorised to allot the Placing Shares;

“RPA” means Rock Physics Associates Ltd;

“RPS Energy” means RPS Energy Pty Limited, a company incorporated in Australia;

“United States” or “US” means the United States of America, its territories and possessions, any State of the United States and the District of Columbia;

“\$” means the lawful currency of the United States; and

“£” means the lawful currency of the United Kingdom.

APPENDIX 2

Rockhopper Exploration plc

Notice of General Meeting

Notice is given that a General Meeting of the Company will be held at the offices of Addleshaw Goddard LLP at Milton Gate, 60 Chiswell Street, London EC1Y 4AG on 12 November 2009 at 11.00 a.m. for the purpose of considering and, if thought fit, passing the following resolutions:

SPECIAL RESOLUTION

1. That:
 - (a) the directors are authorised pursuant to section 551 of the Companies Act 2006 to exercise all the powers of the Company to allot shares in the Company and to grant rights to subscribe for or to convert any security into such shares ("Allotment Rights"), but so that (i) the maximum amount of shares that may be allotted or made the subject of Allotment Rights under this authority are shares with an aggregate nominal value of £930,000, (ii) this authority is limited to the allotment of ordinary shares of £0.01 each ("ordinary shares") pursuant to the Placing (as defined within the document containing the notice of this meeting), (iii) this authority shall expire on 31 December 2009, (iv) the Company may make any offer or agreement before such expiry which would or might require shares to be allotted or Allotment Rights to be granted after such expiry, and (v) this authority shall be in addition and without prejudice to any other authorities vested in the directors to allot shares or to grant Allotment Rights or to allot relevant securities (as defined in the Companies Act 1985);
 - (b) the directors are empowered pursuant to section 571 of the Companies Act 2006 to allot equity securities, as defined in section 560 of that Act, pursuant to the authority conferred on them by paragraph (a) of this resolution as if section 561 of that Act did not apply to any such allotment, provided that this power shall expire when such authority expires and save that, before the expiry of this power, the Company may make any offer or agreement which would or might require equity securities to be allotted after such expiry; and
 - (c) all provisions (if any) of the Company's memorandum of association as at 30 September 2009 treated by section 28 of the Companies Act 2006 as included in the Company's articles of association as at the commencement of this meeting be removed from them with immediate effect.

ORDINARY RESOLUTION

2. That, subject to the passing of resolution 1 in the notice of this meeting and to the admission to trading on the London Stock Exchange's AIM market of ordinary shares that are to be issued pursuant to the Placing (each as referred to in such resolution) becoming effective by 31 December 2009, the directors are generally and unconditionally authorised pursuant to section 551 of the Companies Act 2006 to exercise all the powers of the Company to allot shares in the Company and to grant rights to subscribe for or to convert any security into such shares ("Allotment Rights"), but so that (i) the maximum amount of shares that may be allotted or made the subject of Allotment Rights under this authority are shares with an aggregate nominal value of £1,155,000, of which one-half may be allotted or made the subject of Allotment Rights in any circumstances and the other half may be allotted or made the subject of Allotment Rights pursuant to any rights issue (as referred to in the London Stock Exchange's AIM Rules for Companies) or pursuant to any arrangements made for the placing or underwriting or other allocation of any shares or other securities included in, but not taken up under, such rights issue, (ii) this authority shall expire on 1 January 2011 or, if earlier, on the conclusion of the Company's 2010 annual general meeting, (iii) the Company may make any offer or agreement before such expiry which would or might require shares to be allotted or Allotment Rights to be granted after such expiry, and so that (iv) this authority shall be in addition and without prejudice to any other authorities vested in the directors to allot shares or to grant Allotment Rights or to allot relevant securities (as defined in the Companies Act 1985).

SPECIAL RESOLUTION

3. That the directors are empowered pursuant to section 570 of the Companies Act 2006 to allot equity securities, as defined in section 560 of that Act, pursuant to the authority conferred on them by resolution 2 in the notice of this meeting as if section 561 of that Act did not apply to any such allotment, provided that this power is limited to:
- (a) the allotment of equity securities in connection with any rights issue or open offer (each as referred to in the London Stock Exchange's AIM Rules for Companies) or any other pre-emptive offer that is open for acceptance for a period determined by the directors to the holders of ordinary shares on the register on any fixed record date in proportion to their holdings of ordinary shares (and, if applicable, to the holders of any other class of equity security in accordance with the rights attached to such class), subject in each case to such exclusions or other arrangements as the directors may deem necessary or appropriate in relation to (i) fractions of such securities, (ii) the use of more than one currency for making payments in respect of such offer, (iii) any legal or practical problems in relation to any territory or (iv) the requirements of any regulatory body or any stock exchange; and
 - (b) the allotment of equity securities (other than pursuant to paragraph (a) above) with an aggregate nominal value of £173,200,

and shall expire at such time as the authority conferred on the directors by resolution 2 in the notice of this meeting expires save that, before the expiry of this power, the Company may make any offer or agreement which would or might require equity securities to be allotted after such expiry, and so that all unexercised authorities vested in the directors at the commencement of this meeting to allot shares or to grant Allotment Rights, or to allot relevant securities (as defined in the Companies Act 1985), are revoked.

Registered office:

Hilltop Park
Devizes Road
Salisbury
Wiltshire SP3 4UF

By order of the Board

Peter Dixon-Clarke
Company Secretary
26 October 2009

NOTES:

1. **A member who is entitled to attend and vote at the meeting is entitled to appoint another person, or two or more persons in respect of different shares held by him, as his proxy to exercise all or any of his rights to attend and to speak and vote at the meeting.**
2. A member must be registered as the holder of ordinary shares by 6.00 p.m. on 10 November 2009 in order to be entitled to attend and vote at the meeting as a member in respect of those shares.
3. Forms for the appointment of a proxy in respect of the meeting have been provided to members with this notice of meeting. To be valid, a proxy appointment form must be completed in accordance with the instructions that accompany it and then delivered (together with any power of attorney or other authority under which it is signed, or a certified copy of such item) to Computershare Investor Services PLC at The Pavilions, Bridgwater Road, Bristol BS99 6ZY so as to be received by 11.00 a.m. on 10 November 2009.
4. CREST members who wish to appoint one or more proxies through the CREST system may do so by using the procedures described in "the CREST voting service" section of the CREST Manual. CREST personal members or other CREST sponsored members, and those CREST members who have appointed one or more voting service providers, should refer to their CREST sponsor or voting service provider(s), who will be able to take the appropriate action on their behalf. In order for a proxy appointment or a proxy instruction made using the CREST voting service to be valid, the appropriate CREST message (a "CREST proxy appointment instruction") must be properly authenticated in accordance with the specifications of CREST's operator, Euroclear UK & Ireland Limited ("Euroclear"), and must contain all the relevant information required by the CREST Manual. To be valid, 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 be transmitted so as to be received by Computershare Investor Services PLC (ID 3RA50), as the Company's "issuer's agent", by 11 a.m. on 10 November 2009. After this time any change of instruction to a proxy appointed through the CREST system should be communicated to the appointee through other means. The time of the message's receipt will be taken to be when (as determined by the timestamp applied by the CREST Applications Host) the issuer's agent is first able to retrieve it by enquiry through the CREST system in the prescribed manner. Euroclear does not make available special procedures in the CREST system for transmitting any particular message. Normal system timings and limitations apply in relation to the input of CREST proxy appointment instructions. It is the responsibility of the CREST member concerned to take (or, if the

CREST member is a CREST personal member or a CREST sponsored member or has appointed any voting service provider(s), to procure that his CREST sponsor or voting service provider(s) take(s) such action as is necessary to ensure that a message is transmitted by means of the CREST system by any particular time. CREST members and, where applicable, their CREST sponsors or voting service providers should take into account the provisions of the CREST Manual concerning timings as well as its section on "Practical limitations of the system". In certain circumstances the Company may, in accordance with the Uncertificated Securities Regulations 2001 or the CREST Manual, treat a CREST proxy appointment instruction as invalid.

