

**THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION.** If you are in any doubt about the contents of this document or the action you should take, you should immediately consult an independent professional adviser authorised under the Financial Services and Markets Act 2000.

If you have sold or otherwise transferred all of your existing ordinary shares in CSS-Stellar plc, please forward this document, together with the accompanying form of proxy, as soon as possible 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.

The London Stock Exchange plc has not itself examined or approved the contents of this document. AIM is a market designed primarily for emerging or smaller companies to which a higher investment risk tends to be attached than to larger or more established companies. AIM securities are not admitted to the Official List of the UK Listing Authority and the AIM Rules are less demanding than those of the Official List of the UK Listing Authority.

Notice of a General Meeting of the Company to be held at the offices of Dowgate Capital Advisers Limited, 46 Worship Street, London EC2A 2EA on Friday 24 October 2008 is set out at the end of this document. Shareholders will find enclosed a Form of Proxy for use at the General Meeting. To be valid, a Form of Proxy, completed and executed in accordance with the instructions printed thereon, should be returned to Capita Registrars, Proxy Department, The Registry, 34 Beckenham Road, Kent, BR3 4TU by not later than 10.00am on 22 October 2008.

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## LETTER FROM THE CHAIRMAN

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### CSS-STELLAR PLC

(incorporated and registered in England and Wales under number 3740688)

*Directors:*

Julian Jakobi  
John Webber  
George Wardale

*Registered Office:*

Third Floor  
11 Maiden Lane  
London  
WC2E 7NA

3 October 2008

Dear Shareholder

**PROPOSED DISPOSAL OF ICON DISPLAY LIMITED  
PROPOSED ADOPTION OF INVESTING STRATEGY  
NOTICE OF GENERAL MEETING**

On 3 October 2008, CSS-Stellar plc ("**CSS**" or the "**Company**") announced that it had entered into an agreement, conditional on the approval of CSS shareholders, for the disposal (the "**Disposal**") of its wholly-owned and principal operating subsidiary, Icon Display Limited ("**Icon**") to Maidstone Road Holdings Limited ("**Purchaser**"), as well as for the disposal to the Purchaser immediately on completion of the Disposal, of the property currently owned by the CSS Group but occupied by Icon in Sidcup, Kent (the "**Property**") (together the "**Transaction**").

Icon is one of Europe's leading providers of the design, production, supply and branding solutions, and the installation of signage, with offices in the UK, Europe, Middle East and Africa.

The Purchaser is a special purpose company incorporated in England for the purpose of acquiring Icon. Amongst the shareholders of the Purchaser are two of the current directors of Icon: John Francis and Keith Goodwin. The Transaction is therefore considered to be a related party transaction for the purposes of the AIM Rules for Companies (as published by London Stock Exchange plc from time to time) (the "**AIM Rules**").

The total consideration receivable by the Company for the Transaction is £4,300,000, of which £4,000,000 is payable in cash on completion. This includes a payment of £841,000 in respect of a freehold property occupied by Icon, the assumption of £348,072 of third party debt owed by Icon which the Purchaser has agreed to discharge, and the settlement of £1,114,592 inter-company debt owed by Icon to the Company. The balance of £300,000 is deferred consideration payable in cash and will be paid by the Purchaser within twelve months of the date of completion.

The Disposal is expected to generate a profit of £2,104,000 before write-off of goodwill of £2,104,000.

Due to the size of Icon relative to the CSS Group, the Disposal is deemed, under Rule 15 of the AIM Rules, to be a disposal resulting in a fundamental change of business of the Company. The Disposal is, therefore, conditional on the consent of CSS shareholders being given in a general meeting.

Furthermore, as the two directors mentioned above are shareholders in the Purchaser, the Disposal is a related party transaction as defined in Rule 13 of the AIM Rules. When a company whose shares are traded on AIM enters into such a transaction, the requirement is for those directors of the company who are independent of the transaction to consider, after consultation with the company's nominated adviser, whether the terms of the transaction are fair and reasonable insofar as the company's shareholders are concerned.

The directors of CSS, all of whom are independent of the transaction, having consulted with the Company's nominated adviser, Dowgate Capital Advisers Limited ("**Dowgate**"), consider that the terms of the Disposal are fair and reasonable insofar as the shareholders of CSS are concerned.

The purpose of this document is to provide you with details of the Transaction, to explain why your Board considers the Transaction to be in the best interests of the Company and its shareholders, to seek your approval for the Disposal at the General Meeting of the Company referred to below ("**General Meeting**") and to recommend that Shareholders vote in favour of the resolution necessary to approve and to implement the Disposal ("**Disposal Resolution**").

Subject to shareholders voting in favour of the Disposal Resolution at the General Meeting, the approval of shareholders is also being sought by the proposal of Resolution 2 at the General Meeting, for adoption of the proposed investing strategy, details of which are set out below ("**Investing Strategy Resolution**").

Attached to this document is a notice convening a General Meeting to be held at 10.00 a.m. on Friday 24 October 2008 at the offices of Dowgate, 46 Worship Street, London EC2A 2EA at which the Disposal Resolution and the Investing Strategy Resolution (together the "**Resolutions**") will be proposed.

## **APPLICATION OF SALE PROCEEDS AND INVESTING STRATEGY**

Following the review of the business announced with our 2007 Annual Results, the board of directors of the Company has decided it to be in the best interests of CSS shareholders to focus on the core business of sports marketing.

Following completion of the Transaction, the issued ordinary shares of the Company will remain quoted on AIM and the remaining CSS Group will retain two businesses: CSS Stellar Sports, a sports management business based in London and the USA, which made an operating profit of £171,000 in 2007, and the GEM Group, a promotional marketing business based in New York, which contributed £73,000 of operating profit in 2007.

Following the Disposal and pursuant to Rule 15 of the AIM Rules, CSS will be treated as an investing company pursuant to the AIM Rules. An investing company is any company which in the opinion of London Stock Exchange plc, has as a primary business the investing of its funds in the securities of other companies or the acquisition of a particular business.

As an investing company, CSS must have an investing strategy. In addition, pursuant to Rule 15 of the AIM Rules, CSS will have to make an acquisition or acquisitions which may constitute a reverse takeover under rule 14 of the AIM Rules, or otherwise implement the investing strategy, as approved at a general meeting of the Company to the satisfaction of London Stock Exchange plc within twelve months of having received the consent of its shareholders. If CSS does not make an acquisition or series of acquisitions within 12 months of becoming an investing company, or if it does not implement its investing strategy to the satisfaction of London Stock Exchange plc, its shares may be suspended from trading on AIM and may ultimately be cancelled from admission to trading on AIM.

The proceeds from the Transaction will initially be used to repay both the outstanding overdraft of the Company and the mortgage outstanding on the Property. Once this has taken place, all debt within the Company will be eliminated and, after repayment of bank and trade debt, and deal costs, it is estimated the Company will retain approximately £1.2 million in cash from the proceeds of the Transaction, with which CSS will seek to develop its strategy of focussing on investing in the Company's core business of sports marketing by considering making investments in the sports marketing sector, predominantly in North America and Europe, which show considerable potential for growth and which will optimise shareholder value ("**Investing Strategy**").

In compliance with AIM Rule 15, and on the basis of existing potential investments identified, the Company intends to conclude at least one investment in the 12 months following completion of the Transaction, depending, among other things, on market conditions.

The Board will monitor the progress of any investments in light of any trends and developments within the sector with the objective of making further investments if considered appropriate.

The Company's investment strategy is intended to be long-term. If, however, circumstances arise where an investment may be disposed of at a suitable premium, such possibilities will be considered.

### ***Investment process***

Prior to making any investment, an appropriate due diligence exercise will be undertaken. This due diligence process will be tailored according to the individual investment opportunity, but would normally be expected to include the production of:

- a financial due diligence report, setting out, in the case of an investment with a trading history, the key points of the entity's financial reports for preceding years and any issues that have arisen from audits. The report will also consider, where relevant, financial controls and reporting procedures. Close attention will be paid to any business plan proposed by the management of any such entity. Such a report will be prepared by the Company's accountants;
- where the investment is a direct investment in a corporate entity, a legal due diligence report addressing corporate, contractual, licensing and regulatory issues as well as broader legal information such as any litigation and the status of any environmental and other property related matters. Such a report will be provided by the Company's lawyers.

Before any final investment decision is made, the investment and its related terms will be approved by the Board. In addition, the completion by the Company of its first major investment following completion of the Transaction may constitute a reverse takeover under the AIM Rules and therefore be subject to the consent of Shareholders at a general meeting of the Company.

The Directors intend to hold board meetings on a regular basis to discuss and monitor the status of the Company's existing and potential investments.

## **FINANCIAL INFORMATION ON ICON**

Selected extracted audited financial information on Icon for the last two financial years are:

### ***PROFIT AND LOSS***

<b>£'000s</b>	<b>Year to 31<sup>st</sup> December 2007</b>	<b>Year to 31<sup>st</sup> December 2006</b>
Turnover	8,574	11,596
Cost of Sales	(5,575)	(7,650)
Gross Margin	2,999	3,946
Administrative Expenses	(2,656)	(3,010)
Operating Profit	343	936
Interest – net	81	68
<b>Operating Profit</b>	<b>424</b>	<b>1,004</b>
Tax	(160)	(288)
<b>Profit after Tax</b>	<b>264</b>	<b>716</b>

### ***BALANCE SHEET***

<b>£'000s</b>	<b>Year to 31<sup>st</sup> December 2007</b>	<b>Year to 31<sup>st</sup> December 2006</b>
<b>Fixed Assets</b>	<b>455</b>	<b>421</b>
Current Assets	3,357	3,540
Short term creditors	(2,351)	(2,771)
<b>Net Current Assets</b>	<b>1,006</b>	<b>769</b>
Long term creditors	(40)	(33)
<b>Net Assets</b>	<b>1,421</b>	<b>1,157</b>
<b>Shareholders' Funds</b>	<b>1,421</b>	<b>1,157</b>

## **PRINCIPAL TERMS OF THE SHARE PURCHASE AGREEMENT AND PROPERTY CONTRACT**

Under the terms of the share purchase agreement and property contract, the Company has agreed to sell the entire issued share capital of Icon and the CSS Group's interest in the Property to the Purchaser.

The total consideration receivable by the Company for the Transaction is £4,300,000, of which £4,000,000 is payable in cash on completion. This includes a payment of £841,000 in respect of a freehold property occupied by Icon, the assumption of £348,072 of third party debt owed by Icon which the Purchaser has agreed to discharge, and the settlement of £1,114,592 inter-company debt owed by Icon to the Company. The balance of £300,000 is deferred consideration payable in cash and will be paid by the Purchaser within twelve months of the date of completion.

The Purchaser has undertaken to CSS that if a future sale occurs within 12 months of completion then the buyer will pay to CSS a sum equal to 15% of any future sale proceeds or during the period commencing on the first anniversary of completion and ending 6 months thereafter then the buyer shall pay to CSS a sum equal to 5% of any future sale proceeds.

John Francis and Keith Goodwin and Andrew Hodson own 198,516, 113,663 and 81,029 CSS ordinary shares respectively. Under the terms of the sale agreement, they have each entered into an orderly market agreement governing any future sale of their shares.

The share purchase agreement contains warranties standard to a transaction of this type and a tax indemnity on the part of the Company in favour of the Purchaser. The share purchase agreement also contains certain restrictive covenants by the Company in favour of the Purchaser.

Subject to the approval of the shareholders of the Company, it is expected that completion of the Transaction will take place as soon as practicable following the conclusion of the General Meeting.

### **ACTION TO BE TAKEN**

The Disposal is subject to the passing of the Disposal Resolution by a majority vote of the Shareholders. A General Meeting has been convened for 10.00 a.m. on Friday 24 October 2008 to be held at the offices of Dowgate, 46 Worship Street, London EC2A 2EA, at which the Resolutions will be proposed. If the Disposal Resolution is not passed at the General Meeting, or at any adjournment of it, then completion of the Transaction will not occur.

A Form of Proxy is enclosed for use at the General Meeting. Whether or not you intend to be present at the General Meeting you are requested to complete, sign and return the Form of Proxy to the Company's registrar, Capita Registrars, The Registry, 34 Beckenham Road, Beckenham, Kent, BR3 4TU as soon as possible but in any event so as to arrive not later than 10.00 a.m. on 22 October 2008. The completion and return of a Form of Proxy will not preclude you from attending the meeting, speaking and voting in person should you subsequently wish to do so.

### **RECOMMENDATION**

The directors, having consulted with Dowgate, consider that the terms of the disposal are fair and reasonable insofar as shareholders are concerned. They further believe that the Transaction is in the best interests of the Company and is most likely to promote the success of the Company for the benefit of its members as a whole. Accordingly, the directors unanimously recommend shareholders to vote in favour of the Resolutions to be considered at the General Meeting, as they intend to do in respect of their own shareholdings, which in

aggregate amount to 8,354,414 ordinary shares, representing approximately 29 per cent. of the issued share capital of the Company at the date of this document.

Yours faithfully

Julian Jakobi  
Chairman

**Company number 3740688**

**NOTICE OF GENERAL MEETING**

**CSS-Stellar plc**

**(the "Company")**

Notice is hereby given that a general meeting of the Company ("**GM**") will be held at the offices of Dowgate Capital Advisers Limited, 46 Worship Street, London EC2A 2EA at 10.00 am on Friday 24 October 2008 for the purposes of considering and if thought fit, passing the following resolutions:

**ORDINARY RESOLUTIONS**

- 1 That the proposed sale by the Company of the entire issued share capital of Icon Display Limited (as detailed in the circular to shareholders dated the same date as the notice of this meeting (the "**Circular**")) pursuant to the terms and subject to the conditions of an agreement dated 2 October 2008 made between (1) the Company and CSS International Holdings Limited and (2) Maidstone Road Holdings Limited (the "**Agreement**") be and are hereby approved for the purposes of Rule 15 of the AIM Rules (the AIM Rules for Companies published by London Stock Exchange plc from time to time).
- 2 That, subject to passing Resolution 1 and completion of the Disposal, the adoption by the Company of the Investing Strategy (as defined in and more fully described in the Circular) be approved.

By order of the board

.....

Secretary: Mark Ireland

Dated: 3 October 2008

Registered Office: Third Floor, 11 Maiden Lane, London WC2E 7NA

Registered in England and Wales with number 3740688

## Notes:

1. If you are a member of the Company at 10.00 am on 22 October 2008, you are entitled to appoint a proxy to exercise all or any of your rights to attend, speak and vote at the GM and you should have received a proxy form with this notice of GM. You can only appoint a proxy using the procedures set out in these notes and the notes to the proxy form.
2. A proxy does not need to be a member of the Company but must attend the GM to represent you. Details of how to appoint the Chairman of the GM or another person as your proxy using the proxy form are set out in the notes to the proxy form. If you wish your proxy to speak on your behalf at the GM you will need to appoint your own choice of proxy (not the Chairman) and give your instructions directly to them.
3. You may appoint more than one proxy provided each proxy is appointed to exercise rights attached to different shares. You may not appoint more than one proxy to exercise rights attached to any one share.
4. 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 GM.

### **Appointment of proxy using hard copy proxy form**

5. The notes to the proxy form explain how to direct your proxy how to vote on each resolution or withhold their vote.

To appoint a proxy using the proxy form, the form must be:

- completed and signed;
- sent or delivered to Capita Registrars, The Registry, 34 Beckenham Road, Beckenham, Kent, BR3 4TU; and
- received by Capita Registrars as soon as possible but in any event no later than 10.00 a.m. on 22 October 2008.

In the case of a member which is a Company, the proxy form must be executed under its common seal or signed on its behalf by an officer of the Company or an attorney for the Company.

Any power of attorney or any other authority under which the proxy form is signed (or a duly certified copy of such power or authority) must be included with the proxy form.

### **Appointment of proxy by joint members**

6. In the case of joint holders, where more than one of the joint holders purports to appoint a proxy, only the appointment submitted by the most senior holder will be accepted. Seniority is determined by the order in which the names of the joint holders appear in the Company's register of members in respect of the joint holding (the first-named being the most senior).

### **Changing proxy instructions**

7. To change your proxy instructions simply submit a new proxy appointment using the methods set out above. Note that the cut-off time for receipt of proxy appointments (see above) also apply in relation to amended instructions; any amended proxy appointment received after the relevant cut-off time will be disregarded.

Where you have appointed a proxy using the hard-copy proxy form and would like to change the instructions using another hard-copy proxy form, please contact Capita Registrars, The Registry, 34 Beckenham Road, Beckenham, Kent, BR3 4TU.

If you submit more than one valid proxy appointment, the appointment received last before the latest time for the receipt of proxies will take precedence.

### **Termination of proxy appointments**

8. In order to revoke a proxy instruction you will need to inform the Company by sending a signed hard copy notice clearly stating your intention to revoke your proxy appointment to Capita Registrars, The Registry, 34 Beckenham Road, Beckenham, Kent, BR3 4TU. In the case of a member which is a company, the revocation notice must be executed under its common seal or signed on its behalf by an officer of the company or an attorney for the company. Any power of attorney or any other authority under which the revocation notice is signed (or a duly certified copy of such power or authority) must be included with the revocation notice.

The revocation notice must be received by Capita Registrars no later than 10.00 a.m. on 22 October 2008.

If you attempt to revoke your proxy appointment but the revocation is received after the time specified then, subject to the paragraph directly below, your proxy appointment will remain valid.

Appointment of a proxy does not preclude you from attending the GM and voting in person. If you have appointed a proxy and attend the GM in person, your proxy appointment will automatically be terminated.

### **Corporate representatives**

9. In order to facilitate voting by corporate representatives at the GM, arrangements will be put in place at the GM so that:
- (i) if a corporate member has appointed the Chairman of the GM as its corporate representative with instructions to vote on a poll in accordance with the directions of all the other corporate representatives for that member at the GM, then, on a poll, those corporate representatives will give voting directions to the Chairman and the Chairman will vote (or withhold a vote) as corporate representative in accordance with those directions; and
  - (ii) if more than one corporate representative for the same corporate member attends the Meeting but the corporate member has not appointed the Chairman of the GM as its corporate representative, a designated corporate representative will be nominated, from those corporate representatives who attend, who will vote on a poll and the other corporate representatives will give voting directions to that designated corporate representative.

Corporate members are referred to the guidance issued by the Institute of Chartered Secretaries and Administrators on proxies and corporate representatives – [www.icsa.org.uk](http://www.icsa.org.uk) – for further details of this procedure. The guidance includes a sample form of representation letter to appoint the Chairman as a corporate representative as described in (i) above.

### **Communication**

10. Except as provided above, you may not use any form of electronic communication or any electronic address provided either:
- (i) in this notice of annual general meeting; or
  - (ii) any related documents (including the chairman's letter and proxy form).

**FORM OF PROXY**

**CSS-Stellar plc**  
Company No. 3740688

For use at the general meeting (the "GM") of CSS-Stellar plc (the "Company") to be held at the offices of Dowgate Capital Advisers Limited, 46 Worship Street, London EC2A 2EA on Friday 24 October at 10.00 a.m.

*Please read carefully the notice convening the GM and explanatory notes set out below before completing this form in BLOCK CAPITALS.*

I/We .....

**(in BLOCK CAPITALS please)**

of .....being a shareholder(s)  
(see note 1) of the above-named Company, appoint the Chairman of the GM or

..... (see note 2) to act as my/our proxy to attend and to vote for me/us and on my/our behalf at the GM of the Company to be held at the offices of Dowgate Capital Advisers Limited, 46 Worship Street, London EC2A 2EA on Friday 24 October at 10.00 a.m. and at every adjournment thereof for the purpose of considering and, if thought fit, passing the proposed resolutions set out in the notice convening the GM. I/We direct that my/our proxy vote on the resolutions set out in the notice convening the GM as indicated below (see note 3):

**Ordinary Resolutions**

**For      Against      Abstain**

<b>1.</b>	To approve the disposal by the Company of the entire issued share capital of its principal operating subsidiary Icon Display Limited on the terms set out in the circular to shareholders containing the notice of General Meeting.		
<b>2.</b>	Conditional on passing resolution 1, to approve the adoption of the proposed investing strategy of the Company as set out in the circular to shareholders containing the notice of General Meeting.		

Signed ..... (see note 4)      Dated ..... 2008

Joint holders (if any) (see note 5)

Name.....      Name.....

Name.....      Name.....

Please return by post or, during normal business hours, by hand, to Capita Registrars, The Registry, 34 Beckenham Road, Beckenham, Kent BR3 4TU so as to arrive by no later than 10.00 a.m. on 22 October 2008.

Please sign and return the Form of Proxy whether or not you plan to attend the GM.

## Notes:

1. If you are a member of the Company at 10.00 am on 22 October 2008, you are entitled to appoint a proxy to exercise all or any of your rights to attend, speak and vote at the GM and you should have received a proxy form with this notice of meeting. You can only appoint a proxy using the procedures set out in these notes and the notes to the proxy form.
2. A proxy does not need to be a member of the Company but must attend the GM to represent you. Details of how to appoint the Chairman of the GM or another person as your proxy using the proxy form are set out in the notes to the proxy form. If you wish your proxy to speak on your behalf at the GM you will need to appoint your own choice of proxy (not the Chairman) and give your instructions directly to them.
3. You may appoint more than one proxy provided each proxy is appointed to exercise rights attached to different shares. You may not appoint more than one proxy to exercise rights attached to any one share.
4. 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 GM.

### 5. **Appointment of proxy using hard copy proxy form**

The notes to the proxy form explain how to direct your proxy how to vote on each resolution or withhold their vote.

To appoint a proxy using the proxy form, the form must be:

- completed and signed;
- sent or delivered to Capita Registrars, The Registry, 34 Beckenham Road, Beckenham, Kent, BR3 4TU; and
- received by Capita Registrars as soon as possible but in any event no later than 10.00 a.m. on 22 October 2008.

In the case of a member which is a company, the proxy form must be executed under its common seal or signed on its behalf by an officer of the company or an attorney for the company.

Any power of attorney or any other authority under which the proxy form is signed (or a duly certified copy of such power or authority) must be included with the proxy form.

### 6. **Appointment of proxy by joint members**

In the case of joint holders, where more than one of the joint holders purports to appoint a proxy, only the appointment submitted by the most senior holder will be accepted. Seniority is determined by the order in which the names of the joint holders appear in the Company's register of members in respect of the joint holding (the first-named being the most senior).

### 7. **Changing proxy instructions**

To change your proxy instructions simply submit a new proxy appointment using the methods set out above. Note that the cut-off time for receipt of proxy appointments (see above) also apply in relation to amended instructions; any amended proxy appointment received after the relevant cut-off time will be disregarded.

Where you have appointed a proxy using the hard-copy proxy form and would like to change the instructions using another hard-copy proxy form, please contact Capita Registrars, The Registry, 34 Beckenham Road, Beckenham, Kent, BR3 4TU .

If you submit more than one valid proxy appointment, the appointment received last before the latest time for the receipt of proxies will take precedence.

### 8. **Termination of proxy appointments**

In order to revoke a proxy instruction you will need to inform the Company by sending a signed hard copy notice clearly stating your intention to revoke your proxy appointment to Capita Registrars, The Registry, 34 Beckenham Road, Beckenham, Kent, BR3 4TU. In the case of a member which is a company, the revocation notice must be executed under its common seal or signed on its behalf by an officer of the company or an attorney for the company. Any power of attorney or any other authority under which the revocation notice is signed (or a duly certified copy of such power or authority) must be included with the revocation notice.

The revocation notice must be received by Capita Registrars no later than 10.00 a.m. on 22 October 2008.

If you attempt to revoke your proxy appointment but the revocation is received after the time specified then, subject to the paragraph directly below, your proxy appointment will remain valid.

Appointment of a proxy does not preclude you from attending the Meeting and voting in person. If you have appointed a proxy and attend the GM in person, your proxy appointment will automatically be terminated.

### 9. **Corporate representatives**

In order to facilitate voting by corporate representatives at the Meeting, arrangements will be put in place at the Meeting so that:

- (i) if a corporate member has appointed the Chairman of the Meeting as its corporate representative with instructions to vote on a poll in accordance with the directions of all the other corporate representatives for that member at the Meeting, then, on a poll, those corporate representatives will give voting directions to the Chairman and the Chairman will vote (or withhold a vote) as corporate representative in accordance with those directions; and
- (ii) if more than one corporate representative for the same corporate member attends the Meeting but the corporate member has not appointed the Chairman of the Meeting as its corporate representative, a designated corporate representative will be nominated, from those corporate representatives who attend, who will vote on a poll and the other corporate representatives will give voting directions to that designated corporate representative.

Corporate members are referred to the guidance issued by the Institute of Chartered Secretaries and Administrators on proxies and corporate representatives – [www.icsa.org.uk](http://www.icsa.org.uk) – for further details of this procedure. The guidance includes a sample form of representation letter to appoint the Chairman as a corporate representative as described in (i) above.

#### 10. **Communication**

Except as provided above, you may not use any form of electronic communication or any electronic address provided either:

- (i) in this notice of annual general meeting; or
- (ii) any related documents (including the chairman's letter and proxy form).