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If you sell or have sold or otherwise transferred all of your shares in Abbeycrest plc, please pass this document together with the accompanying Form of Proxy as soon as possible to the purchaser or transferee, or to the person who arranged the sale or transfer so they can pass these documents to the person who now holds the shares.

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# Abbeycrest plc

*(incorporated and registered in England and Wales with registered number 01411796)*

## **PROPOSED INTRODUCTION OF AN UNAPPROVED EXECUTIVE SHARE OPTION PLAN AND AN APPROVED EXECUTIVE SHARE OPTION PLAN AND NOTICE OF GENERAL MEETING**

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This document should be read as a whole. Your attention is drawn to the letter from the Non-Executive Director of the Company which is set out on pages 2 to 5 of this document and which recommends you vote in favour of the resolutions to be proposed at the General Meeting.

Notice of the General Meeting of the Company to be held at Pinsent Masons LLP, 1 Park Row, Leeds LS1 5AB on 14 April 2010 at 10.00am is set out on pages 9 to 11 of this document.

Whether or not you propose to attend the General Meeting, please complete, sign and return the enclosed Form of Proxy in accordance with the instructions printed on it to the offices of the Company's registrars, Capita Registrars Limited, The Registry, 34 Beckenham Road, Beckenham, Kent BR3 4TU so as to arrive as soon as possible, but in any event not later than 48 hours before the appointed time of the General Meeting. Completion and return of a Form of Proxy will not preclude shareholders from attending and voting at the General Meeting should they choose to do so. Further instructions relating to the Form of Proxy are set out in the notice of General Meeting and in the Form of Proxy itself.

# LETTER FROM THE NON-EXECUTIVE DIRECTOR

## Abbeycrest plc

*(incorporated under the Companies Act 1948 to 1976 in England and registered with registered number 01411796)*

### *Directors*

Simon Ashton (*Executive Chairman*)  
Graham Partridge (*Group Finance & Operations Director*)  
Nick Hamley (*Group Sales & Marketing Director*)  
Albert Cheesebrough (*Non-Executive Director*)

### *Registered Office*

4100 Park Approach  
Thorpe Park  
Leeds  
West Yorkshire  
LS15 8GB  
United Kingdom

19 March 2010

Dear Shareholder,

### **Proposed Introduction of an Unapproved Executive Share Option Plan and an Approved Executive Share Option Plan (together the “New Plans”)**

#### **Introduction**

This document announces significant proposed changes to Abbeycrest plc’s (the “**Company**” and together with its subsidiary companies, the “**Group**”) employee share incentive arrangements, all of which are designed to benefit the Company’s shareholders. As it is intended that Simon Ashton, the Company’s Executive Chairman, will be a recipient of share options to be awarded under the new arrangements, I am writing to you, as the Company’s Non-Executive Director, to provide you with the background to, reasons for and details of these proposals.

I also enclose with this letter a notice of a General Meeting of the Company which will be held at Pinsent Masons LLP, 1 Park Row, Leeds LS1 5AB on 14 April 2010 at 10.00am.

The General Meeting has been convened to consider proposals relating to the Company’s employee share incentive arrangements, which will require shareholder approval. The formal notice of General Meeting is set out on pages 9 to 11 of this document. If you would like to vote on the Resolutions but cannot attend the General Meeting, please fill in the Form of Proxy enclosed with this notice and return it to Capita Registrars, 34 Beckenham Road, Beckenham, Kent BR3 4TU as soon as possible and in any event by 10.00 a.m. on 12 April 2010.

#### **Background to and reasons for the changes to employee share incentive arrangements**

Simon Ashton, the Company’s Executive Chairman, has led the Group through a period of significant change since his appointment to the Board in January 2008. Shortly following his appointment, Simon implemented a turnaround strategy, the initial aims of which were to improve the Group’s profitability, realise step change reductions in working capital and debt and to restructure the business and its management team.

In March 2009, Graham Partridge also joined the Board as the Company’s Group Finance and Operations Director. Nick Hamley was appointed as Group Sales and Marketing Director in May 2009. The initial aims of the turnaround strategy have been achieved. Since May 2009, the Company has:

- completed a fundraising in August 2009, providing the Group with a more flexible funding structure;
- recorded further improvements in underlying profitability, working capital and net debt; and
- most recently, repaid part of and refinanced the remainder of the loan from the Group’s junior creditor.

The Directors believe that the platform has now been established from which the Group’s long-term strategic objectives, including the targeting of higher margin, lower volume segments of the jewellery market, can be realised.

I now consider it key to the long-term interests of all of the Company's stakeholders that the executive Directors and senior management of the Company remain appropriately incentivised by reference to options over the Company's shares at a meaningful level. The Company's existing share incentive arrangements comprise only the 2002 Scheme (its other schemes now having expired for new grants), which does not provide the necessary flexibility to make the proposed awards. The New Plans, the key terms of which are summarised in the Appendix to this letter, will, however, enhance the Company's ability to retain and expand its management team, which is of critical importance to the continuing successful implementation of the restructuring program and overall objective of establishing a viable long-term business.

The New Plans have specifically been structured to link the remuneration of executive Directors and senior management with the Group's long-term performance and to help retain executive Directors and senior management who are considered to be integral to the future success of the business. Ultimately, the use of these measures should ensure that the interests of executive Directors, senior management and shareholders are aligned.

It is proposed that options over shares in the Company will be granted under the New Plans to the executive Directors of the Company (the "**Initial Options**"). The Initial Options will be divided into three tranches as described below.

### **Employee share incentive arrangements – summary details and the Initial Options**

The principal terms of the New Plans are summarised in the Appendix to this letter. However, the key aspects are also summarised below:

- The number of shares over which options may be granted under the New Plans may not exceed 15.61 per cent. of the Company's issued ordinary share capital from time to time. The Company's Remuneration Committee believes this limit is necessary and appropriate to enable the making of awards which are meaningful to participants and so will provide sufficient motivation and incentivisation at this critical time for the business.
- Participation in the New Plans will be at the discretion of the Remuneration Committee, who may select executive Directors and other employees to be granted options.
- It is currently envisaged that the executive Directors will receive Initial Options under the New Plans as follows:
  - Simon Ashton (Executive Chairman) will receive options over a number of shares equal to 6.36 per cent. of the Company's issued ordinary share capital following the adoption of the New Plans; and
  - Graham Partridge (Group Finance and Operations Director) and Nick Hamley (Group Sales and Marketing Director) will each receive options over a number of shares equal to 3.18 per cent. of the Company's issued share capital following the adoption of the New Plans.
- The Initial Options proposed to be granted to the executive Directors shall be granted in their entirety shortly after the adoption of the New Plans. Further options may be granted in the future to other employees.
- The New Plans give the Remuneration Committee discretion to decide whether the exercise of an option should be subject to the satisfaction of performance conditions. The performance conditions to be applied to the Initial Options are described below.
- The per share exercise price of an option granted under the Unapproved Plan shall be 9 pence. The per share exercise price of an option granted under the Approved Plan shall not be less than the middle market quotation of a share for the dealing day immediately preceding the date of grant or, if the Remuneration Committee so determines, the average of the middle market quotations for a share for up to three dealing days immediately preceding the date of grant.
- The New Plans provide that the options are normally only exercisable after the third anniversary of the date of grant (or such other time as is determined at the time of the grant) or, if relevant and if later, the date on which the optionholder is notified of the extent to which the performance condition attaching to the option has been satisfied. The normal first exercise dates to be applied to the Initial Options are described below.

- Each Initial Option will be split into three tranches. The tranches, the date from which each tranche may be exercised and the performance conditions are summarised in the table below.

|           | <b>Percentage of the shares subject to the Initial Options constituted by the tranche</b> | <b>Exercise date from which the tranche is ordinarily exercisable</b> | <b>Performance conditions</b>   |
|-----------|---|---|---|
| Tranche 1 | 20%   | Immediately after the option is granted                               | N/A   |
| Tranche 2 | 30%   | 30 June 2011  | That : <ul style="list-style-type: none"> <li>● the closing middle market share price on any 20 trading days during the year to 30 June 2011 is equal to or greater than 13 pence; and</li> <li>● the fully diluted earnings per share of the Company for the year to 28 February 2011 adjusted by the add back of any share based payment accounting charges is equal to or greater than 0.93 pence</li> </ul> |
| Tranche 3 | 50%   | 30 June 2012  | That : <ul style="list-style-type: none"> <li>● the closing middle market share price on any 20 trading days during the year to 30 June 2012 is equal to or greater than 20 pence; and</li> <li>● the fully diluted earnings per share of the Company for the year to 29 February 2012 adjusted by the add back of any share based payment accounting charges is equal to or greater than 1.67 pence</li> </ul> |

- The Initial Options may be granted under the Approved Plan if possible or under the Unapproved Plan.
- The normal first date of exercise and performance conditions (if any) for any options granted under the New Plans other than the Initial Options shall be determined by the Remuneration Committee.

### **General Meeting**

You will find set out on pages 9 to 11 of this document the Notice of General Meeting to be held at Pinsent Masons LLP, 1 Park Row, Leeds LS1 5AB on 14 April 2010. The purpose of the General Meeting is to consider and, if thought fit, to pass Resolutions to authorise the Company's Directors to establish the New Plans.

The purpose of Resolutions 1 to 3 is to give the Directors authority to establish the New Plans and, if considered appropriate in the future, plans for employees outside the UK.

**Recommendation**

The Board considers that the Resolutions to be proposed at the General Meeting are in the best interests of the Company and its shareholders as a whole. Accordingly, the Directors unanimously recommend that all shareholders vote in favour of the Resolutions, as they intend to do in respect of their own holdings of 2,040,000 shares, representing approximately 2.75 per cent. of the current issued ordinary share capital of the Company.

Yours sincerely

**Albert Cheesebrough**  
**Non-Executive Director**  
**and Chairman of the Remuneration Committee**

# APPENDIX

## Summary of the Principal Terms of The Abbeycrest 2010 Unapproved Executive Share Option Plan (the “Unapproved Plan”) and The Abbeycrest 2010 Approved Executive Share Option Plan (the “Approved Plan” and together with the Unapproved Plan, the “New Plans”)

### 1. GENERAL

Each of the New Plans provides for options to acquire ordinary shares in the Company (“**Shares**”) to be granted to eligible employees of the Company and its subsidiaries (the “**Group**”). Such options are not transferable and option benefits are not pensionable.

### 2. ELIGIBILITY

Options may only be granted to employees and executive directors of the Company or of any subsidiary of the Company. The Remuneration Committee of the Board of Directors of the Company, or any committee to which operation of the New Plans has been delegated (the “**Committee**”) will have a discretion as to the selection of employees and executive directors to whom options may be granted.

### 3. GRANT OF OPTIONS

Options may be granted within 42 days after the New Plans are approved by shareholders or, in the case of the Approved Plan and if later, 42 days after the date on which HM Revenue & Customs formally approve the Approved Plan. Thereafter, options may only be granted within the period of 42 days following the fourth dealing day after announcement of the Company’s annual or half-yearly results and within the period of 28 days after a new employee first joins the Group or in circumstances judged by the Committee to be exceptional. However, if the grant of options is restricted by any statute or regulation, options may be granted within the relevant period after the restriction has ceased to apply. No option may be granted more than ten years after the date on which the New Plans are approved by shareholders in general meeting.

The Initial Options proposed to be granted to the executive management are described in the letter from the Non-Executive Director.

### 4. THE EXERCISE PRICE

The price per share at which Shares may be acquired upon the exercise of an option under the Approved Plan shall be determined by the Committee at the time of grant but shall be not less than the middle market quotation of a Share for the dealing day immediately preceding the date of grant as derived from the London Stock Exchange Daily Official List or, if the Committee so determines, the average of the middle market quotations of a Share for the 3 dealing days immediately preceding the date of grant as so derived.

The price per share at which shares may be acquired upon the exercise of an option under the Unapproved Plan shall be 9 pence.

### 5. PERFORMANCE-RELATED CONDITIONS OF EXERCISE

The exercise of options may be conditional upon the performance of one or more of the Company, the Company’s share price, a subsidiary of the Company and the optionholder or such other performance condition measured against criteria determined by the Committee at the time of grant of the relevant option. The performance condition shall be measured over a period determined by the Committee at the time of grant.

The performance conditions to be applied to the Initial Options are described in the letter from the Non-Executive Director.

The Committee may from time to time vary any such performance-related condition if an event has occurred as a result of which the Committee considers the condition should be amended to ensure the criteria against which performance will be measured will be a fairer measure of performance and/or the amended condition will provide a more effective incentive.

The Committee may waive a performance condition if an event has occurred which causes the Committee to decide the condition should be waived.

## **6. EXERCISE OF OPTIONS**

An option is exercisable normally only after the third anniversary of the date of grant (or such other time as is determined at the time of grant) or, if relevant and if later, the date on which the optionholder is notified of the extent to which the performance condition attaching to the option has been satisfied, and cannot in any event be exercised later than the tenth anniversary of the date of grant. The normal first exercise dates to be applied to the Initial Options are described in the letter from the Non-Executive Director.

If an optionholder dies in service, his options may be exercised by his personal representatives within 12 months thereafter in respect of a proportion of the option shares corresponding, unless the Committee determines otherwise, to such proportion of the period over which performance is measured (if the option is subject to a performance condition) or the period between grant and the normal first exercise date (for other options) as elapsed before death, subject, in the case of an option that is subject to a performance condition, to that condition being satisfied or deemed satisfied.

If an optionholder leaves the Group by reason of injury, disability, redundancy or the company or business in which he is employed being sold outside the Group, then his options may be exercised in respect of a proportion of the option shares corresponding, unless the Committee determines otherwise, to such proportion of the performance period (if the option is subject to a performance condition) or the period between grant and the normal first exercise date (for other options) as had then elapsed subject, in the case of an option that is subject to a performance condition, to that condition being satisfied or deemed satisfied, with such exercise being permitted either in the 6 months following cessation or the 6 months following the normal first exercise date (at the election of the Committee).

Save as mentioned in section 14 below, if an optionholder leaves the Group for any other reason, his option may only be exercised to the extent, and within such period as, the Committee may determine.

## **7. RECONSTRUCTION, WINDING-UP AND TAKEOVER OF THE COMPANY**

Early exercise of options within specified periods is permitted in the event of a demerger (with the consent of the Committee), reconstruction or change of control of the Company in consequence of a general offer to shareholders. In the case of an option subject to a performance condition, exercise is permitted only to the extent that the performance condition is satisfied or deemed satisfied or is waived.

If notice is given to shareholders of a resolution for the voluntary winding-up of the Company, options may be exercised within the period of six months beginning with the passing of the resolution to wind up the Company. Otherwise all unexercised options will lapse upon the commencement of a winding-up.

## **8. RIGHTS ATTACHING TO SHARES AND SOURCE OF SHARES**

Shares issued upon the exercise of options will rank equally in all respects with all other ordinary shares of the Company for the time being in issue (save as regards any rights attaching to ordinary shares by reference to a record date prior to the allotment or transfer of such shares).

Options may be satisfied by the issue of new shares, the transfer of existing shares held by a person other than the Company or the transfer of existing shares held by the Company in treasury.

## **9. VARIATION OF SHARE CAPITAL**

In the event of any alteration of the issued ordinary share capital of the Company by way of a capitalisation or rights issue, sub-division, consolidation or reduction or any other variation in the

ordinary share capital of the Company, the Directors may make such adjustment as they consider appropriate to the total amount of ordinary shares subject to any option and/or the price per share payable upon the exercise of any option. However, except in the case of a subdivision, consolidation or capitalisation issue, any such adjustment must be confirmed in writing by the auditors of the Company (or other independent advisers) to be, in their opinion, fair and reasonable.

#### **10. ALTERATION OF THE PLANS**

The Directors may alter or add to the New Plans but may not make any alteration or addition to the advantage of present or future optionholders to the provisions relating to eligibility, the overall limit on the New Plans, the basis of determining an optionholder's rights to acquire shares, or any variation of share capital, without the prior approval of ordinary shareholders in general meeting except for minor amendments for the purposes of administration of the New Plans or to take account of any change in legislation or which are necessary or appropriate to obtain or maintain favourable tax, exchange control, or regulatory treatment for participants in the New Plans, the Company or any company within the Group.

#### **11. OVERSEAS PLANS**

The Company may at any time without further reference to shareholders establish further plans based on the New Plans but modified to take account of local securities law, exchange controls or tax in overseas territories provided that any shares made available under any such plan count against the overall dilution limit under the New Plans.

#### **12. ISSUE OF SHARES**

In any 10 year period, there is a limit, of 15.61 per cent. of the issued share capital of the Company from time to time, on the number of new shares which may be issued or put under option under the New Plans.

#### **13. TAXATION**

To exercise an option, the optionholder must indemnify his employer in respect of tax for which that company must account. The New Plans permit the grant of options on the basis that the optionholder will pay the employer National Insurance contributions liabilities arising on exercise; however, it is not proposed that the Initial Options referred to in the letter from the Non-Executive Director be granted on this basis.

#### **14. THE APPROVED PLAN**

The Approved Plan will be the same as the Unapproved Plan save to the extent amendments are required by HM Revenue & Customs ("HMRC") or to take account of relevant tax legislation or requirements of HMRC. The Approved Plan provides that if an optionholder leaves the Group due to retirement at or after age 55 then his options may be exercised in respect of a proportion of the option shares corresponding, unless the Committee determines otherwise, to such proportion of the performance period (if the option is subject to a performance condition) or the period between grant and the normal first exercise date (for other options) as had then elapsed subject, in the case of an option that is subject to a performance condition, to that condition being satisfied or deemed satisfied, with such exercise being permitted either in the 6 months following cessation or the 6 months following the normal first exercise date (at the election of the Committee).

Certain amendments to the Approved Plan and certain actions under the Approved Plan will require the approval of HMRC.

**The above summary of the principal terms of the New Plans does not form part of the rules of the New Plans and should not be taken as affecting the interpretation of their detailed terms and conditions. The Directors reserve the right, up to the time of the forthcoming General Meeting, to make amendments and additions to the rules of the New Plans that they consider necessary or appropriate, provided that any amendment may not conflict in any material aspect with the above summary.**

# Abbeycrest plc

## NOTICE OF GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that a **GENERAL MEETING** (the "Meeting") of Abbeycrest plc (the "Company") will be held at Pinsent Masons LLP, 1 Park Row, Leeds LS1 5AB on 14 April 2010 at 10.00am for the purposes of considering and, if thought fit, passing the following resolutions which will be proposed as ordinary resolutions:-

### ORDINARY RESOLUTIONS

#### 1. Unapproved share option plan

That The Abbeycrest 2010 Unapproved Executive Share Option Plan (the "Unapproved Plan"), a copy of the draft rules of which has been produced to the Meeting and initialled by the chairman of the Meeting (for the purposes of identification only) and a summary of the main provisions of which is set out in the circular to shareholders of the Company accompanying this Notice, be and is hereby approved, and the Directors are hereby authorised to establish the Unapproved Plan and to do all such acts and things as may be necessary or expedient to give effect to the Unapproved Plan and the grant of options under it.

#### 2. Approved share option plan

That The Abbeycrest 2010 Approved Executive Share Option Plan (the "Approved Plan"), a copy of the draft rules of which has been produced to the Meeting and initialled by the chairman of the Meeting (for the purposes of identification only) and a summary of the main provisions of which is set out in the circular to shareholders of the Company accompanying this Notice, be and is hereby approved, and the Directors are hereby authorised to establish the Approved Plan and to do all such acts and things as may be necessary or expedient to give effect to the Approved Plan (including amending the rules of the Approved Plan in such a manner as may be necessary to ensure that the Approved Plan is approved by HM Revenue and Customs) and the grant of options under it.

#### 3. Other share plans for employees working outside the United Kingdom

That the Directors be and are hereby authorised to exercise the powers of the Company to establish other share plans for employees resident or working outside the United Kingdom based on the Unapproved Plan and the Approved Plan (together the "New Plans"), but modified to take account of local tax, exchange control and securities laws in overseas territories and to grant options under such plans provided that any shares issued or which might be issued under such other plans are treated as counting against the limits on overall participation in the New Plans.

Date: 19 March 2010

By order of the Board

Graham Partridge  
*Company Secretary*

Registered office: 4100 Park Approach, Thorpe Park, Leeds LS15 8GB

## NOTES

1. A member entitled to attend, speak and vote at the Meeting is also entitled to appoint a proxy or proxies to attend, speak and vote instead of him. 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 that member. A proxy need not be a member of the Company. Appointment of a proxy will not preclude a member from attending and voting in person at the Meeting.
2. To be valid, the Form of Proxy or other instrument appointing a proxy and, if relevant, the power of attorney or other authority under which it is signed (or a notarially certified copy of such power or authority) must be received by Capita Registrars at the address stated on the Form of Proxy, Capita Registrars, 34 Beckenham Road, Beckenham, Kent BR3 4TU not less than 48 hours before the time for holding the Meeting. A Form of Proxy is enclosed with this notice.
3. CREST members who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service may do so by using the procedures described in the CREST Manual available at [www.euroclear.com/CREST](http://www.euroclear.com/CREST). CREST personal members or other CREST sponsored members, and those CREST members who have appointed a voting service provider(s), should refer to their CREST sponsor or voting service provider(s) who will be able to take the appropriate action on their behalf.
4. In order for a proxy appointment or instruction made using the CREST service to be valid, the appropriate CREST message (a "CREST Proxy Instruction") must be properly authenticated in accordance with Euroclear UK & Ireland Limited's ("Euroclear UK & Ireland") specifications and must contain the information required for such instructions, as described in the CREST Manual. The message, regardless of whether it constitutes the appointment of a proxy or is an amendment to the instruction given to a previously appointed proxy must, in order to be valid, be transmitted so as to be received by the issuer's agent (ID RA10) by the latest time for the receipt of proxy appointments specified in note 2 above. For this purpose, the time of receipt will be taken to be the time (as determined by the timestamp applied to the message by CREST application host) from which the issuer's agent is able to retrieve the message by enquiry to CREST in the manner prescribed by CREST. After this time any change of instructions to proxies appointed through CREST should be communicated to the appointee through other means.
5. CREST members and, where applicable, their CREST sponsors, or voting service providers should note that Euroclear UK and Ireland does not make available special procedures in CREST for any particular message. Normal system timing and limitations will, therefore, apply in relation to the input of CREST proxy instructions. It is the responsibility of the CREST member concerned to take (or, if the CREST member is a CREST personal member, or sponsored member, or has appointed a voting service provider, to procure that his CREST sponsor or voting service provider(s) take(s)) such action as shall be necessary to ensure that a message is transmitted by means of the CREST system by any particular time. In this connection, CREST members and, where applicable, their CREST sponsors or voting service providers are referred, in particular, to those sections of the CREST Manual concerning practical limitations of the CREST systems and timing.
6. The Company may treat as invalid a CREST proxy instruction in the circumstances set out in Regulation 35(5)(a) of the Uncertified Securities Regulations 2001.
7. Any corporation which is a member can appoint one or more corporate representatives who may exercise on its behalf all of its powers as a member, provided that they do not do so in relation to the same shares.
8. In the case of joint holders of a share the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders. For this purpose seniority is determined by the order in which the names of the holders stand in the register of members in respect of the joint holding.
9. To be entitled to attend and vote at the Meeting (and for the purposes of determination by the Company of the votes they may cast), a person must be entered on the Register of Members of the Company at 6.00 pm on 12 April 2010 or, if the Meeting is adjourned, 6.00 pm on the date two days before the date for the adjourned Meeting. Changes to entries on the Register of Members after that time will be disregarded in determining the right of any person to attend or vote at the Meeting.
10. If you are a person who has been nominated under section 146 of the Companies Act 2006 to enjoy nomination rights (a "Nominated Person") you may, under an agreement between you and the member of the Company who has nominated you, have a right to be appointed (or have someone else appointed) as a proxy for the Meeting. If you do not have such a proxy appointment right, or you do but do not wish to exercise it, you may under any such agreement have a right to give instructions to the member who has appointed you as to the exercise of voting rights.
11. If you are a Nominated Person, the statement of the rights of members in relation to the appointment of proxies in paragraphs 1 and 2 above does not apply. Such rights can only be exercised by registered member of the Company.
12. As at 18 March 2010 (being the latest business day prior to the publication of this notice) the Company's issued share capital consisted of 74,142,691 ordinary shares of one pence ("shares"). The Company does not hold any shares in treasury. 594,050 shares are held in trust under the Abbeycrest employee benefit scheme. The total number of voting rights in the company as at that date was, therefore, 73,548,641.
13. Any member attending the Meeting has the right to ask questions. The Company must cause to be answered any such question relating to the business being dealt with at the Meeting but no such answer need be given if (a) to do so would interfere unduly with the preparation for the Meeting or involve the disclosure of confidential information, (b) the answer has already been given on a website in the form of an answer to a question, or (c) it is undesirable in the interests of the Company or the good order of the Meeting that the question be answered.

14. A copy of this notice and other information required by s311A of the Companies Act 2006 can be found at [www.abbeycrest.co.uk](http://www.abbeycrest.co.uk).
15. You may not use any electronic address provided within this notice or any related documents (including the Form of Proxy) to communicate with the Company other than as expressly stated.
16. Copies of the draft rules of the New Plans will be available for inspection at the registered office of the Company and also at the offices of Pinsent Masons LLP, CityPoint, One Ropemaker Street, London, EC2Y 9AH at any time during normal business hours on week days (Saturdays, Sundays and public holidays excepted) from the date of this notice until the close of the Meeting and will also be available for inspection at the place of the Meeting for at least 15 minutes prior to the Meeting and throughout the Meeting.

