

## NOTICE OF MEETING

<< Name of Company >> (the Company")  
(Registered in England and Wales) << Company number >>)

NOTICE is hereby given that a general meeting of the Company will be held at << Time >> on << Date >> at << Location >> considering and, if thought fit, passing the following resolution[s]:

1. THAT in accordance with s. 168 of the Companies Act 2006 << Name of Director to be removed >> shall be removed from office with immediate effect notwithstanding that his/her term of office shall not have expired.
- [2. THAT, subject to the passing of this resolution and having given notice in writing to the Company of his/her resignation, << Name of Director to be appointed >> shall be appointed as a director of the Company with immediate effect subject to the memorandum of association and the Articles of Association of the Company for the time being in place of the director removed by the preceding resolution upon the terms of the Agreement of Appointment attached hereto and approved and the chairman be authorised to do all such things as may be necessary for and on behalf of the Company.]

[Representations have been made to << Name of Director to be removed >> in relation to his/her proposed removal and a copy of the same is attached to this Notice.]

BY ORDER OF THE BOARD

Secretary

Date: << Date >>  
Registered Office: << Location >>

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1. A member entitled to attend the meeting is also entitled to appoint a proxy to attend and speak and vote on his behalf. A member may appoint more than one proxy, provided that each proxy is appointed to attend the meeting in respect of a different share or shares held by that member. To appoint a proxy, a member must complete the Form of Proxy enclosed with this Notice of General Meeting, together with the power of attorney or other authority, if applicable, certified or office copy of the authority, if applicable, and the instructions on it so as to be received at the Company Secretariat (usually the Company Secretary's Office) not less than 48 hours before the meeting.
2. In the case of joint holders, only one of them may appoint a proxy, person or by proxy will be deemed to be the authorized person for the joint holders and for this purpose the names stand in the register of members in the order in which they appear in respect of the relevant joint holdings.
3. Private Shareholders may appoint a proxy electronically by sending a duly completed copy of the Form of Proxy to the Company Secretary by email address << Email Address >>.
4. As at << Date one day prior to the publication of this notice >> the share capital consists of << Number >> shares, carrying << number of votes >> carried by each share >> the total voting rights in the Company as at << Date one day prior to the publication of this notice >> are << Number >>.

g convened by the above notice is the rights of the member to attend and speak and vote on his behalf. A member may appoint more than one proxy, provided that each proxy is appointed to attend the meeting, provided that each proxy is appointed to attend the meeting in respect of a different share or shares held by that member. To appoint a proxy, a member must complete the Form of Proxy enclosed with this Notice of General Meeting, together with the power of attorney or other authority, if applicable, certified or office copy of the authority, if applicable, and the instructions on it so as to be received at the Company Secretariat (usually the Company Secretary's Office) not less than 48 hours before the meeting.

no tenders a vote whether in person or by proxy will be deemed to be the authorized person for the joint holders and for this purpose the names stand in the register of members in the order in which they appear in respect of the relevant joint holdings.

electronically by sending a duly completed copy of the Form of Proxy to the Company Secretary by email address >>.

ing the last business day prior to the publication of this notice the share capital consists of << Number >> shares, carrying << number of votes >> carried by each share >> the total voting rights in the Company as at << Date one day prior to the publication of this notice >> are << Number >>.

P.T.O.

<< Name of Co

General Meeting

I/We being (a) members(s) of << N  
entitled to vote at general meeting  
Meeting or the following person(s)

IMITED (the "Company") and  
y appoint the Chairman of the

as my/our proxy to exercise all or a  
and on my/our behalf at the Gener  
am/pm on << Date >> at << Locat  
my/our proxy will vote (or abstain f  
General Meeting as indicated belo

tend, speak and vote for me/us  
ny to be held at << Time >>  
nment thereof). I/We direct that  
ution[s] set out in the Notice of

Please indicate with a cross in the  
receipt of this Form of Proxy duly s  
will vote (or abstain from voting) at  
properly comes before the Genera  
adjourn the meeting) the proxy will

u wish your votes to be cast. On  
any specific direction, the proxy  
n any other business which  
motion to amend any resolution or  
her discretion.

Please note that a "vote withheld"  
calculation of the votes cast for or

will not be counted in the

PLEASE COMPLETE THIS FORM

BELOW.

#### ORDINARY RESOLUTION[S]

Please mark 'X' to indicate how you wish to vot

1. THAT in accordance with Companies Act 2006 << Name of removed >> be removed from off Company with immediate effect n period of office shall not have exp
[2. THAT, subject to the pass resolution and having given notic Company of his willingness to act of Director to be appointed >> be director of the Company with imm to the memorandum and articles Company for the time being in pla proposed to be removed by the p upon the terms of the Agreement meeting and approved and the ch to execute the same forthwith for Company.]

For	Against	Vote Withheld

#### Notes

1. To appoint as a proxy a pe  
name in the space provide  
Completion and return of th  
voting at the General Meet
2. Unless otherwise indicated

man of the meeting insert the full  
member of the Company.  
prevent you from attending and

thinks fit or, at his discretion,

- abstain from voting.
3. The form of proxy below must be received by the Secretary at least 48 hours before the time set for the meeting at << Name and address of the Secretary >> during usual business hours.
  4. A corporation must execute the proxy in the hand of a duly authorised officer.
  5. The Form of Proxy is for use only and should not be amended.
  6. The 'Vote Withheld' option is available for any particular resolution. Such a vote is not a vote in favour of or against a resolution.
  7. To appoint more than one proxy holder, give the proxy holder's name and the number of shares they are authorised to act as your proxy for (the total number of shares held by you). Please indicate the instructions being given. All instructions must be in the same envelope.
  8. Private Shareholders may vote electronically by sending a duly completed copy of the Form of Proxy to the Company by e-mail at << email address >>.

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8 hours before the time set for the meeting at << Name and address of the Secretary >> during usual business hours.

or either its common seal or the signature of an authorised officer.

holder account specified above and should not be amended in respect of a different account. The proxy instruction is one of multiple instructions and should be returned together in the votes 'For' and 'Against'.

y this form. Please indicate the relation to which they are entitled to vote, should not exceed the number of shares held by you. The proxy instruction is one of multiple instructions and should be returned together in the votes 'For' and 'Against'.

electronically by sending a duly completed copy of the Form of Proxy to the Company by e-mail at << email address >>.

[Copy of representations made by  
his/her proposed removal.]

be removed >> in relation to

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