

Notice of meeting

Notice is hereby given that the tenth annual general meeting of members of Charter plc will be held at the offices of ABN AMRO, 250 Bishopsgate, London EC2M 4AA on Tuesday 22 July 2003 at 12 noon for the following purposes:

- 1 To receive and consider the accounts and the report of the directors for the year ended 31 December 2002.
- 2 To reappoint each of the following as directors of the Company who retire by rotation:
 - (a) Mr D Gawler
 - (b) Mr J M Neill
- 3 To approve the directors' remuneration report for the year ended 31 December 2002.
- 4 To consider the following resolution, which will be proposed as an Ordinary Resolution:

"THAT the directors be and they are hereby generally and unconditionally authorised to exercise all powers of the Company to allot relevant securities (within the meaning of Section 80 of the Companies Act 1985) up to an aggregate nominal amount of £263,284, PROVIDED THAT this authority shall expire at the conclusion of the next annual general meeting of the Company after the passing of this resolution save that the Company may before such expiry make an offer or agreement which would or might require relevant securities to be allotted after such expiry and the directors may allot relevant securities in pursuance of such an offer or agreement as if the authority conferred hereby had not expired."
- 5 To consider the following resolution, which will be proposed as a Special Resolution:

"THAT, subject to the passing of the previous resolution, the directors be and they are hereby empowered pursuant to Section 95 of the Companies Act 1985 to allot equity securities (within the meaning of Section 94 of the said Act) for cash pursuant to the authority conferred by the previous resolution as if sub-section (1) of Section 89 of the said Act did not apply to any such allotment, PROVIDED THAT this power shall be limited:

 - (a) to the allotment of equity securities in connection with a rights issue in favour of shareholders where the equity securities respectively attributable to the interests of all shareholders are proportionate (as nearly as may be) to the respective numbers of shares held by them (subject to such exclusions or other arrangements as the directors may deem necessary or expedient in relation to fractional entitlements or legal or practical problems under the laws of, or the requirements of, any regulatory body or any stock exchange in any territory or otherwise howsoever); and
 - (b) to the allotment (otherwise than pursuant to sub-paragraph (a) above) of equity securities up to an aggregate nominal value of £94,149,

and shall expire upon the renewal of this power or, if earlier, at the conclusion of the next annual general meeting of the Company after the passing of this resolution or, if earlier, 21 October 2004 save that the Company may before such expiry make an offer or agreement which would or might require equity securities to be allotted after such expiry and the directors may allot equity securities in pursuance of such an offer or agreement as if the power conferred hereby had not expired."
- 6 To consider the following resolution, which will be proposed as a Special Resolution:

"That the Company be and is hereby authorised, pursuant to Section 166 of the Companies Act 1985 to make market purchases (within the meaning of Section 163 of the Companies Act 1985) of up to an aggregate of 9,400,000 Ordinary Shares of 2p each of the Company in such manner as the directors may from time to time determine, at a price (exclusive of expenses) which is:

 - (a) not less than 2p per share; and
 - (b) not more than 5% above the arithmetical average of the middle market quotations of ordinary shares of 2p each of the Company (as derived from the Daily Official List of the London Stock Exchange) for the five business days immediately preceding any such purchase;

and that the authority conferred by this resolution shall expire upon the renewal of this power at or, if earlier, at the conclusion of, the next annual general meeting of the Company after the passing of this resolution or, if earlier, 21 October 2004 save that the Company may before the resolution expires make a contract of purchase which will or may be executed wholly or partly thereafter, and a purchase of shares may be made in pursuance of any such contract."
- 7 To consider the following resolution, special notice having been received of the intention to propose the resolution as an Ordinary Resolution:

'THAT PricewaterhouseCoopers LLP be reappointed auditors of the Company (having previously been appointed by the Board to fill the casual vacancy arising by reason of the resignation of PricewaterhouseCoopers), to hold office until the conclusion of the next general meeting at which accounts are laid before the Company and that their remuneration be fixed by the directors.'

Note to proposed resolution: Following the conversion of PricewaterhouseCoopers to a Limited Liability Partnership (LLP) from 1 January 2003, PricewaterhouseCoopers resigned as auditors, and the directors appointed PricewaterhouseCoopers LLP to fill the casual vacancy created by the resignation.

A member entitled to attend and vote at the meeting is entitled to appoint one or more proxies to attend and, on a poll, to vote instead of him. A proxy need not be a member of the Company. A form of proxy accompanies this notice.

By order of the board
A R Yapp Secretary
29 April 2003

Registered office
7 Hobart Place
London SW1W 0HH

Notes

- (i) To have the right to attend and vote at the annual general meeting you must hold ordinary shares in the Company and your name must be entered on the share register of the Company at least 48 hours before the meeting.
- (ii) Forms of proxy must reach the Company's registrars, Computershare Investor Services PLC, PO Box 1075, The Pavilions, Bridgwater Road, Bristol, BS99 3ZZ, not less than 48 hours before the meeting. A form of proxy accompanies this notice.
- (iii) Holders of share warrants to bearer who wish to attend in person or by proxy or to vote at the meeting must comply with the relevant conditions governing share warrants to bearer.
- (iv) There has been no change in the interests of the current directors between 7 March 2003 and 25 April 2003, being a date not more than one month prior to the date of the notice of the annual general meeting.
- (v) The register of interests of the directors and their families in the share capital of the Company and copies of directors' service contracts will be available for inspection by members at the registered office of the Company during normal business hours on any working day (Saturdays and Bank Holidays excepted) from the date of this notice and will, on the day of the annual general meeting, be available for inspection at the offices of ABN AMRO, 250 Bishopsgate, London EC2M 4AA, from 11.45 a.m. until the conclusion of the meeting.
- (vi) Between 7 March 2003 and 25 April 2003, being a date not more than one month prior to the date of the notice of the annual general meeting, the Company has been informed of the following changes in non-beneficial interests in its ordinary shares: Sterling Investment Group Limited's holding is now 16.4% and Fidelity International Limited no longer has a notifiable interest in the ordinary shares of the Company.
- (vii) Refreshments will be available at the venue from 11.30 a.m.