

NOTICE OF MEETING

continued

5. Variation of Capital

In the event of any variation of the share capital of the Company including a consolidation, a sub-division or rights issue, or in the event of any demerger of a part of the Company's undertaking or any subsidiary, or any material special distribution to shareholders, the Remuneration Committee may make such adjustment to the terms of the award (including as to the definition of Relevant Share Price and the formula described in paragraph 4 above) as it considers appropriate (and are confirmed by the Company's auditors as being reasonable in their opinion).

6. Limits

The number of shares in the Company which may be issued to satisfy the award will be limited so that the total number of shares issued or remaining issuable in a ten year period under this scheme and all other discretionary share option schemes shall not exceed 5% of the Company's issued share capital at the relevant time.

7. Amendment

The Remuneration Committee may suspend, amend or alter the Plan at any time but no action may impair or adversely affect the rights of the participant without the participant's consent and no alteration (except for minor amendments to benefit the administration of the Plan, to take account of a change in legislation or to obtain or maintain favourable tax, exchange control or regulatory treatment for the participant in the Plan, the Company or any member of its group) shall be made to benefit the participant without the prior approval of the Company in general meeting.

Copies of the Charter (DG - 2004) Incentive Plan will be available for inspection at the registered office of the Company during normal business hours from the date of despatch of the notice of meeting up to the date of and during the Annual General Meeting, and at the place of the meeting from 15 minutes prior to the start of the meeting until the close of the meeting.

SHAREHOLDER INFORMATION

Internet

Internet users will be able to view this report, together with other information about Charter plc at the Company's web site www.charterplc.com

Calendar

Annual general meeting	25 June 2004
Interim report	September 2004

Registered office

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Registered in England
Number 2794949

Registrars

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If you are a shareholder you may check your holding on the Computershare Services web site at www.computershare.com