



CHARTER

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION.

If you are in any doubt as to any aspect of the proposals referred to in this document or as to the action you should take, you should seek your own advice from a stockbroker, solicitor, accountant, or other professional adviser authorised under the Financial Services and Markets Act 2000, or from another appropriately authorised independent financial adviser if you are in a territory outside the United Kingdom.

If you have sold or otherwise transferred all of your Charter International plc ordinary shares, please pass this document together with the accompanying documents 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.

Charter International plc

(incorporated and registered in Jersey with number 100249 and having its head office at Fitzwilliam Hall, Fitzwilliam Place, Dublin 2, Ireland)

ANNUAL GENERAL MEETING 2009

THE ARRANGEMENTS AT THE MEETING

Date and Time

This first Annual General Meeting ('AGM') of Charter International plc (the 'Company') will be held at 2pm on Wednesday 29 April 2009.

Venue

The AGM is to be held at Fitzwilliam Hall, Fitzwilliam Place, Dublin 2, Ireland. Access to the meeting is via the main entrance of Fitzwilliam Hall.

When you arrive

When you arrive at the meeting, please go to the Registration Desk to register your attendance. Please bring your attendance card with you to the meeting. This will help us to admit you into the meeting as quickly as possible.

Assistance for shareholders with disabilities

We have made arrangements to help shareholders with disabilities.

Services at the venue

Tea and coffee will be served before the meeting starts from 1:45pm.

The Company's Registrar and the Company's staff will be available to answer any questions you may have concerning your shareholding.

Asking questions at the meeting

We welcome shareholder questions at the meeting. The Chairman of the meeting will invite you to ask any questions before the formal resolutions are put to the meeting. You may hand in a written question, if you would prefer, at the Registration Desk.

The voting results will be published on our website and will be released to the London Stock Exchange.



CHARTER

Charter International plc

(Registered in Jersey with number 100249)

Registered Office:

22 Grenville Street, St Helier, Jersey JE4 8PX

Head Office:

Fitzwilliam Hall, Fitzwilliam Place, Dublin 2, Ireland

Chairman's letter

To the Ordinary Shareholders of Charter International plc shares, holders of share warrants to bearer and for information only, option holders under the Unapproved Executive Share Option Scheme

Dear Shareholder,

I am pleased to write to you with details of the first Annual General Meeting ('AGM') of Charter International plc (the 'Company'). As you know, on 22 October 2008, the Company, a public company limited by shares incorporated in Jersey and tax resident in the Republic of Ireland, became the ultimate holding company of Charter plc (the former holding company of the Charter Group), pursuant to a Scheme of Arrangement (the 'Scheme'). Upon the Scheme becoming effective, Charter plc re-registered as a private limited company and is now a wholly-owned subsidiary of the Company.

Annual General Meeting

The AGM of the Company will be held on Wednesday 29 April 2009 at 2pm at Fitzwilliam Hall, Fitzwilliam Place, Dublin 2, Ireland and the formal notice of the AGM (the 'Notice') can be found on pages 4 to 5 of this document. Explanatory notes on all the business to be considered at this year's AGM can be found on pages 6 to 7 of this document.

If you would like to vote on the resolutions but are unable to attend the AGM, please complete the enclosed proxy form and return it to the processing centre of our Registrar, Computershare, as soon as possible at the following address: The Pavilions, Bridgwater Road, Bristol BS99 6ZY in the envelope provided, or alternatively, please register your proxy electronically via the Computershare website: www.eproxyappointment.com. Further details of this method of electronic proxy voting can be found in Note 11 on page 8. In any event Computershare must receive your completed proxy form by 2pm on Monday 27 April 2009. Questions on the business to be transacted at the AGM may also be submitted to the Directors prior to the AGM in the space provided on the proxy form or electronic proxy vote. Please note that all electronic addresses in this letter or the Notice are only to be used for the purpose described and should not be used for the submission of any other document or information relating to proceedings of the AGM.

Directors

As this is the first AGM of Charter International plc all the Directors must come before the shareholders for election. However, after more than seven years on the Board, James Bruce has decided not to seek election and thus will retire from the Board with effect from the conclusion of the AGM. I would like to express my gratitude and that of my colleagues on the Board for his wise counsel and support over the last seven years. During that time he has helped to steer the Company to the strong position in which it finds itself today.

I am delighted that Manfred Wennemer has today accepted our invitation to join the Board. He has wide experience of international business and until recently was Chief Executive of Continental AG, the international manufacturer of tyres and equipment for the automotive and transport industry headquartered in Hanover, Germany. Prior to this he worked for the Freudenberg Group for 14 years, latterly as Chief Executive of the Nonwovens Group. He has led a distinguished international career having lived and worked in Germany, the United States and South Africa and I believe will make a valuable contribution to the Board and the future direction of the Company.

James Deeley has been the Legal Director of Charter plc and latterly the Company for almost three years and his role has grown and evolved to the point where he is well prepared to assume the role of Commercial Director on the Board with the additional responsibilities that that role will involve.

These changes position the Company for the challenges ahead and will ensure that we have the correct skills on the Board to drive business performance going forward.

Electronic communications

Following the AGM of Charter plc in June 2007, some shareholders opted to receive all communications (including the Annual Report and Accounts and shareholder circulars) by their being published on Charter plc's website. The terms of the Scheme of Arrangement provided that mandates and instructions received by Charter plc continue to apply to the Company unless varied or revoked. Shareholders may also elect to receive such communications electronically by the submission of an email address. Should you wish to take advantage of this facility you can do this by registering online at www.investorcentre.co.uk/jersey or by writing to Computershare Investor Services (Channel Islands) Limited, PO Box 83, Ordnance House, 31 Pier Road, St Helier, Jersey JE4 8PW. Shareholders may amend their instructions or provide new instructions regarding how they wish to receive communications at any time by notice in writing to the Company's Registrar at the address above.

Action to be taken

As already mentioned, shareholders are asked to complete the enclosed proxy form and return it to the processing centre of the Company's Registrar, Computershare at The Pavilions, Bridgwater Road, Bristol BS99 6ZY by 2pm on Monday 27 April 2009 in the envelope provided or to register their proxy electronically via the Computershare website: www.eproxyappointment.com.

Dividend

The profit for the year ended 31 December 2008 was £158.7 million (2007: £144.8 million) and the Directors intend to declare a final dividend for this year of 14 pence per ordinary share (2007: 12 pence per ordinary share). The intention is for the dividend to be paid on 5 May 2009 to those shareholders on the Company's register at the close of business on 14 April 2009.

Following the Scheme, the Board passed a resolution approving the income access share arrangements ('IAS'). These arrangements mean that shareholders are able to elect whether they receive their dividends from a company resident for tax purposes in the Republic of Ireland or, instead, under the income access share arrangements from a company resident for tax purposes in the UK.

Where no election has been made to receive dividends under the IAS, dividends paid by the Company will be treated as having an Irish source and may, subject to the availability of exemptions, be paid subject to Irish Dividend Withholding Tax.

Where an election has been made to receive dividends under the IAS, dividends will instead be paid from a UK tax resident company (Charter Limited) and will be treated as having a UK source. Dividends paid under the IAS will not be subject to UK Withholding Tax.

Copies of the income access election form are available on the Company's website at www.charter.ie.

For a general summary of some of the tax implications of receiving dividends with an Irish source from the Company, or dividends with a UK source under the IAS, please see the paragraph headed 'Payment of dividends' on page 41 of the Company's 2008 Annual Report and Accounts and Sections 2 and 3 of Part 4 (Taxation) of the Prospectus which was issued by the Company on 8 September 2008 (the 'Prospectus'). Please note that references in the Prospectus to 'New Charter' are references to Charter International plc and references to 'New Charter Ordinary Shareholders' are references to shareholders of Charter International plc. A copy of the Prospectus is available on the Charter International plc website at: www.charter.ie.

Please note that neither the statements made above nor the statements contained in the Prospectus constitute tax advice. If you are in any doubt as to your tax position you should consult your own professional adviser.

Recommendation

The Directors consider that all of the resolutions to be put to the meeting are in the best interests of the Company and its shareholders as a whole. Members of the Board will be voting in favour of them in respect of their respective share interests in the Company and unanimously recommend that you do so as well.

Yours sincerely,

Lars Emilson
Chairman
26 March 2009

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the first Annual General Meeting ('AGM') of Charter International plc (the 'Company') will be held at 2pm on Wednesday 29 April 2009 at Fitzwilliam Hall, Fitzwilliam Place, Dublin 2, Ireland. Resolutions 1 to 14 inclusive are deemed to be ordinary business of the meeting as the Company considers these to be matters that would usually be dealt with at an AGM. More than one half of the votes cast must support resolutions 1 to 14 inclusive in order for them to be passed. Resolutions 15 to 17 inclusive will be proposed as special resolutions and two-thirds or more of the votes cast must support them in order for these resolutions to be passed.

Ordinary Resolutions

1. To receive and consider the Company's Annual Accounts and Report, the Company's group consolidated accounts and the Directors' Report for the year ended 31 December 2008.
2. To approve the Directors' Remuneration Report for the year ended 31 December 2008.
3. To elect Lars Emilson as a Director of the Company.
4. To elect John Biles as a Director of the Company.
5. To elect Robert Careless as a Director of the Company.
6. To elect James Deeley as a Director of the Company.
7. To elect Grey Denham as a Director of the Company.
8. To elect Michael Foster as a Director of the Company.
9. To elect John Neill as a Director of the Company.
10. To elect Andrew Osborne as a Director of the Company.
11. To elect Manfred Wennemer as a Director of the Company.
12. To appoint PricewaterhouseCoopers LLP as Auditors of the Company.
13. To authorise the Directors to fix the remuneration of the Auditors of the Company.
14. To generally and unconditionally authorise the Directors, pursuant to Article 10 of the Articles of Association of the Company, to exercise all powers of the Company to allot Relevant Securities (as defined in the Articles of Association of the Company):
 - (a) up to an aggregate nominal amount of £1,112,671 (being 55,633,550 ordinary shares of 2 pence each in the Company), and
 - (b) comprising equity securities (as defined in the Articles of Association of the Company) up to a nominal amount of £2,225,342 (being 111,267,100 ordinary shares of 2 pence each in the Company) (including within such limit any Relevant Securities issued under paragraph (a) above) in connection with an offer by way of a rights issue to:
 - (i) ordinary shareholders in proportion (as nearly as may be practicable) to their existing holdings; and
 - (ii) holders of other equity securities as required by the rights of those securities or as the Directors otherwise consider necessary,and so that the Directors may impose any limits or restrictions and make any arrangements which they consider necessary or appropriate to deal with treasury shares, fractional entitlements, record dates, legal, regulatory or practical problems in, or laws of, any territory or any other matter,

such authorities to expire at the conclusion of the next AGM of the Company or, if earlier, 30 June 2010, save that the Company may before such expiry make an offer or agreement which would or might require Relevant Securities to be allotted or treasury shares to be sold 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. Accordingly, for the purposes of expressions defined in Article 10(G) of the Articles of Association of the Company, the amounts specified in paragraphs (a) and (b) above shall comprise the Authorised Allotment Amount and the period commencing on 29 April 2009 and ending on the conclusion of the next AGM of the Company or, if earlier, 30 June 2010 shall be the Allotment Period.

Special Resolutions

15. To increase the authorised share capital of the company from £4,600,000 (divided into 230,000,000 ordinary shares of 2 pence each) to £6,000,000 by the creation of 70,000,000 ordinary shares of 2 pence each ranking pari passu in all respects with the existing ordinary shares of 2 pence each in the capital of the Company and that, accordingly, paragraph 4 of the Memorandum of Association of the Company be deleted and replaced with the following as a new paragraph 4: 'The share capital of the Company is £6,000,000 divided into 300,000,000 ordinary shares with a par value of £0.02 each.'
16. To empower the Directors, subject to the passing of resolution 14 above, and for the purposes of Article 10 of the Articles of Association of the Company, to allot equity securities (as defined in the Articles of Association of the Company) wholly for cash pursuant to the authority conferred by resolution 14 as if Article 11 of the Articles of Association of the Company did not apply to any such allotment, provided that this power shall be limited:
- (a) to the allotment of equity securities (as defined in the Articles of Association of the Company) in connection with an offer of equity securities (but in the case of an authority granted under paragraph (b) of resolution 14 above, by way of a rights issue only) to:
- (i) ordinary shareholders in proportion (as nearly as may be practicable) to their existing holdings; and
- (ii) holders of other equity securities as required by the rights attaching to those securities or as the Directors otherwise consider necessary,
- and so that the Directors may impose any limits or restrictions and make any arrangements which they consider necessary or appropriate to deal with treasury shares, fractional entitlements, record dates, legal, regulatory or practical problems in, or laws of, any territory or any other matter; and
- (b) in the case of the authority granted under paragraph (a) of resolution 14 above, and/or in the case of any transfer of treasury shares which is treated as an allotment of equity securities under Article 10(G)(i) of the Articles of Association of the Company, to the allotment and sale (otherwise than pursuant to paragraph (a) above) of equity securities up to an aggregate nominal amount of £166,900 (being 8,345,033 ordinary shares of 2 pence each in the Company),
- such power shall expire at the conclusion of the next AGM or, if earlier, 30 June 2010 unless previously revoked or varied by the Company in a general meeting), save that the Company may, before such expiry, make an offer or agreement which would, or might, require equity securities to be allotted or treasury shares to be sold after such expiry and the Directors may allot equity securities and sell treasury shares in pursuance of such offer or agreement as if the power conferred hereby had not expired. Accordingly, for the purposes of Article 10(G) of the Articles of Association of the Company, the amount specified in paragraph (b) above shall comprise the Non Pre-emptive Amount and the period commencing on 29 April 2009 and ending on the conclusion of the next AGM of the Company or, if earlier, 30 June 2010 shall be the Allotment Period.
17. To generally and unconditionally authorise the Company:
- (a) pursuant to Article 57 of the Companies (Jersey) Law 1991, to make market purchases of ordinary shares of the Company on such terms and in such manner as the Directors may from time to time determine, provided that:
- (i) the maximum aggregate number of ordinary shares authorised to be purchased is 16,690,067, representing 10 per cent. of the Company's issued ordinary share capital as at the date of this resolution;
- (ii) the maximum price (excluding expenses paid by the Company) which may be paid for each ordinary share is an amount equal to 105 per cent. of the average of the closing middle market prices for the ordinary shares of the Company (derived from the London Stock Exchange Daily Official List) on the five business days immediately preceding the date of purchase;
- (iii) the minimum price which may be paid is 2 pence per ordinary share; and
- (iv) the authority conferred by this resolution shall expire at the conclusion of the next AGM or, if earlier, 30 June 2010, 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; and
- (b) pursuant to Article 58A of the Companies (Jersey) Law 1991, to hold as treasury shares any ordinary shares purchased pursuant to the authority conferred by paragraph (a) of this resolution.

By order of the Board

John Douglas

Company Secretary
26 March 2009

Head Office:
Fitzwilliam Hall
Fitzwilliam Place
Dublin 2, Ireland

EXPLANATORY NOTES TO THE NOTICE OF ANNUAL GENERAL MEETING

Resolutions 1 to 14 inclusive are proposed as ordinary resolutions. This means that for each of those resolutions to be passed, more than half of the votes cast must be in favour of the resolution. Resolutions 15 to 17 inclusive are proposed as special resolutions. This means that for each of those resolutions to be passed, at least two-thirds of the votes cast must be in favour of the resolution.

Resolution 1: Report and Accounts

Resolution 1 invites the shareholders to receive and consider the Company's Annual Accounts for the period ended 31 December 2008. Shareholders are also invited to receive, consider and approve the Company's group consolidated accounts together with the Directors' Report thereon. Copies of these documents will be available at the meeting.

Resolution 2: Approval of Directors' Remuneration Report

Resolution 2 seeks the approval by shareholders of the Directors' Remuneration report for the financial year ended 31 December 2008. The report is set out on pages 49 to 55 of the 2008 Annual Report and Accounts of the Company.

Resolutions 3 to 11: Election of Directors

At the AGM and in accordance with the Company's Articles of Association, each Director is required to retire and, if appropriate, offer themselves for election. As this is the first AGM of the Company, all Directors will be retiring and, with the exception of the Hon. James Bruce, standing for election.

Following an evaluation of the performance of the Board, its committees and of individual Directors, the Non-Executive Directors of the Company each continue to be effective in their roles, and they continue to demonstrate appropriate commitment to their duties as Directors (including ensuring that sufficient time is available for Board and committee meetings, and other duties as required). Biographical information for the Directors can be found in the Annual Report and Accounts on pages 36 and 37.

Manfred Wennemer was appointed as a Director after the signing date of the Annual Report and Accounts and accordingly his biographical details are set out below:

Manfred Wennemer (61) has led a distinguished international career having lived and worked in Germany, The United States and South Africa. He graduated in Mathematics from the University of Munster in Germany and holds an MBA from INSEAD.

He worked for the Freudenberg Group for 14 years latterly as Chief Executive for the Nonwovens Group and went on to become Chief Executive at Benecke-Kaliko AG, a subsidiary of Continental. He joined Continental AG in 1998 and became Chief Executive three years later, a position he held until his retirement in 2008.

He is a non-executive director of Allianz AG.

Resolutions 12 to 13: Appointment of PricewaterhouseCoopers LLP as Auditors and authorisation for the Directors to fix the Auditors' remuneration

The current Auditors, PricewaterhouseCoopers LLP, have indicated that they are willing to be appointed as the Auditors of the Company for the period to the 2010 AGM of the Company and resolution 12 proposes that they are reappointed for that period.

Resolution 13 authorises the Directors to set the remuneration of the Auditors. This is delegated by the Board to the Audit Committee, which is entirely composed of independent Non-Executive Directors.

Resolution 14: Allotment of share capital

Paragraph (a) of resolution 14 authorises the Directors to allot authorised but unissued ordinary shares of the Company up to a nominal value of £1,112,671 representing approximately one-third of the of the issued share capital as at 20 March 2009, being the last practicable date prior to the publication of this Notice.

In line with recent guidance issued by the Association of British Insurers, paragraph (b) of this resolution would give the Directors authority to allot ordinary shares in connection with a rights issue in favour of ordinary shareholders up to a nominal value of £2,225,342 as reduced by the nominal amount of any shares issued under paragraph (a) of this resolution. This amount (before any reduction) represents approximately two-thirds of the issued ordinary share capital of the Company as at 20 March 2009, being the latest practicable date prior to publication of this Notice.

The authorities sought under this resolution will expire at the conclusion of the AGM of the Company to be held in 2010, or, if earlier, 30 June 2010.

This resolution is conditional upon resolution 15 being passed. This is because the Directors will be unable to exercise any authority given under paragraph (b) unless the authorised share capital of the Company is increased.

The Directors have no present intention to exercise either of the authorities sought under this resolution 14 except, under paragraph (a), to satisfy options under the Company's share incentive plans (the 'Company Plans').

Resolution 15: Increase of authorised share capital

As at 20 March 2009, the Company had 63,099,330 ordinary shares of 2 pence each in its authorised but unissued share capital. In order to provide the Directors with flexibility to issue shares in the future (subject always to the Directors' authority to allot), it is proposed that the Company's authorised share capital be increased from £4,600,000 to £6,000,000 by the creation of an additional 70,000,000 ordinary shares of 2 pence each. This represents approximately a 30 per cent. increase in the authorised share capital of the Company's ordinary shares.

Following the creation of these additional shares, the Company will have 133,099,330 authorised but unissued shares in its ordinary share capital (based on the issued share capital as at 20 March 2009).

The proposed increase of authorised share capital results in a technical alteration to the Company's Memorandum of Association, as described in the resolution.

The Directors have no present intention to use this authority except for allotments of shares pursuant to the Company Plans.

Resolution 16: Disapplication of pre-emption rights

Resolution 16 authorises the Directors to allot shares as if the normal pre-emption requirements did not apply. The Resolution grants two authorities:

- (a) in respect of a broadly pre-emptive offer, it permits the Directors to deal with fractional entitlements and to provide for jurisdictions where there are legal or practical restrictions on allotting shares;
- (b) for allotments which are not pre-emptive, the Directors are limited to allotting a maximum of 8,345,033 shares, representing approximately 5 per cent. of the issued share capital of the Company as at 20 March 2009, the last practicable date prior to the publication of this Notice. This corresponds with the guidance level indicated by the Association of British Insurers and the National Association of Pension Funds.

The authorities sought under this resolution will expire at the conclusion of the AGM of the Company to be held in 2010, or, if earlier, 30 June 2010.

The Directors have no present intention to use this authority or that in resolution 14, except for allotments of shares pursuant to the Company Plans, and would not seek to issue more than 7.5 per cent. of the issued share capital of the Company in any rolling three-year period without prior consultation with the investment committees of the Association of British Insurers and National Association of Pension Funds.

Resolution 17: Authority to purchase shares on the market

Resolution 17 authorises the Company to make market purchases of ordinary shares at a price not in excess of the average price for the five business days before the date of purchase. The authority is limited to a maximum of 16,690,067 shares, representing 10 per cent. of the issued share capital of the Company as at 20 March 2009, the last practicable date prior to the publication of this Notice. This corresponds with the guidance level indicated by the Association of British Insurers and the National Association of Pension Funds.

The authorities sought under this resolution will expire at the conclusion of the AGM of the Company to be held in 2010, or, if earlier, 30 June 2010.

At the present time, the Directors have no intention to use this authority except to ensure that obligations under the Company Plans can be met in an appropriate and timely way. The Directors will only exercise the authority granted under this resolution if to do so would result in an increase in earnings per share and would be, in their opinion, in the best interests of shareholders generally.

At 20 March 2009, (the last practicable date prior to the publication of this Notice) 66,413 options to subscribe for shares in the Company were outstanding, representing approximately 0.040 per cent. of the issued share capital at that date. If the full authority granted in this Resolution were exercised, they would represent approximately 0.044 per cent. of the reduced issued share capital.

This resolution also authorises the Company to hold any shares purchased pursuant to the authority referred to in sub-section (a) of this resolution in treasury.

NOTES

1. Shareholders are entitled to appoint a proxy to attend and to speak and vote on their behalf at the meeting. A shareholder may appoint more than one proxy in relation to the AGM provided that each proxy is appointed to exercise the rights attached to a different share or shares held by that shareholder. A proxy need not be a shareholder of the Company. A proxy form which may be used to make such appointment and give proxy instructions accompanies this Notice. If you do not have a proxy form and believe that you should have one, or if you require additional forms, please contact Computershare Investor Services (Channel Islands) Limited, PO Box 83, Ordnance House, 31 Pier Road, St. Helier, Jersey, JE4 8PW or alternatively you can register a proxy electronically via the Computershare website: www.eproxyappointment.com.
2. To be valid any proxy form or other instrument appointing a proxy must be received by post or (during normal business hours only) by hand no later than 2pm on Monday 27 April 2009. In the case of a member which is a corporation, the proxy form must be executed under its seal or signed on its behalf by an officer of the corporation or an attorney for the corporation. Any power of attorney or any other authority under which the proxy form is signed (or a copy of such power or authority duly notarised or certified in accordance with the Articles of Association of the Company) must be included with the proxy form. 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 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 Annual General Meeting. 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). 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.
3. The return of a completed proxy form, other such instrument or any CREST or electronic Proxy Instruction (as described in paragraphs 10 and 11 below) will not prevent a shareholder attending the AGM and voting in person if he/she wishes to do so.
4. Holders of share warrants to bearer who wish to attend in person or by proxy or to vote at the AGM must comply with the relevant conditions governing share warrants to bearer.
5. Any person to whom this Notice is sent who is a person nominated to enjoy information rights under Article 59 of the Company's Articles (a '**Nominated Person**') may, under an agreement between him/her and the shareholder by whom he/she was nominated, have a right to be appointed (or to have someone else appointed) as a proxy for the AGM. If a Nominated Person has no such proxy appointment right or does not wish to exercise it, he/she may, under any such agreement, have a right to give instructions to the shareholder as to the exercise of voting rights.
6. The statement of the rights of shareholders in relation to the appointment of proxies in paragraphs 1 and 2 above does not apply to Nominated Persons. The rights described in these paragraphs can only be exercised by shareholders of the Company.
7. To be entitled to attend and vote at the AGM (and for the purpose of the determination by the Company of the votes they may cast), shareholders must be registered in the Register of Members of the Company at close of business on 27 April 2009 (or, in the event of any adjournment, 48 hours before the time of the adjourned meeting). Changes to the Register of Members after the relevant deadline shall be disregarded in determining the rights of any person to attend and vote at the meeting.
8. As at 20 March 2009 (being the last business day prior to the publication of this Notice) the Company's issued share capital consisted of 166,900,670 ordinary shares, carrying one vote each with all shares having equal voting rights. Therefore, the total number of voting rights in the Company as at 20 March 2009 was 166,900,670.
9. The following documents will be available for inspection at the registered office of the Company and at the offices of the Company's solicitors, Slaughter and May, at One Bunhill Row, London EC1Y 8YY and Maurant, PO Box 87, 22 Grenville Street, St. Helier, Jersey, JE4 8PX from the date of this Notice until the time of the AGM and at Fitzwilliam Hall, Fitzwilliam Place, Dublin 2, Ireland from 15 minutes before the AGM until it ends:
 - (i) Copies of the Executive Directors' service contracts; and
 - (ii) Copies of the letters of appointment of the Non-Executive Directors.
10. 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. CREST personal members or other CREST sponsored members, and those CREST members who have appointed a 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.

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 and Ireland Limited's specifications, and must contain the information required for such instruction, 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 3RA50) by 2pm on 27 April 2009. For this purpose, the time of receipt will be taken to be the time (as determined by the timestamp applied to the message by the 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.

CREST members and, where applicable, their CREST sponsors, or voting service providers should note that Euroclear UK and Ireland Limited does not make available special procedures in CREST for any particular message. Normal system timings 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 system providers are referred, in particular, to those sections of the CREST Manual concerning practical limitations of the CREST system and timings.

The Company may treat as invalid a CREST Proxy Instruction in the circumstances set out in Articles 34 of the Companies (Uncertificated Securities) (Jersey) Order 1999.
11. We encourage you to register the appointment of a proxy or proxies electronically by logging on to the website www.eproxyappointment.com. You will need your Control Number, PIN and Shareholder Reference Number which are printed on the proxy form or contained in the email/notification which you have been sent. Full details of the procedure are given on the website. If you wish to appoint more than one proxy please contact Computershare Investor Services (Channel Islands) Limited on 01534 825357 for assistance. Overseas callers should use +44 1534 825357. The proxy appointment and instructions must be received by Computershare no later than 2pm on 27 April 2009. Please note that any electronic communication that is found to contain a computer virus will not be accepted. The use of the internet service in connection with the AGM is governed by Computershare's conditions of use set out on the website, www.eproxyappointment.com, which may be read by logging on to that site and entering the Shareholder Reference Number, Control Number and PIN printed on the proxy form or email notification which you have been sent.
12. A shareholder which is a corporation and which wishes to be represented at the meeting by a person with authority to speak and vote (a '**corporate representative**') must appoint such a person by resolution of its directors or other governing body. A corporate representative has the same powers on behalf of the corporation he/she represents as that corporation could exercise if it was an individual member of the Company. Under Jersey law it is not possible for a body corporate to appoint more than one corporate representative.
13. In the period from 27 February 2009 to 20 March 2009, being a date not more than one month prior to the date of this Notice, Michael Foster, Robert Careless and James Deeley were granted 125,763, 71,684 and 62,881 conditional awards respectively over the Company's ordinary shares pursuant to the Charter International Long-Term Incentive Plan on 9 March 2009. In addition, Michael Foster, Robert Careless and James Deeley were made conditional awards of ordinary shares under the Company's Deferred Bonus Plan of 21,422, 11,340 and 11,474 respectively on the same date. Michael Foster exercised his award under the MF LTIP on the 9 March 2009 over 149,089 ordinary shares. To fund the exercise price, tax and N.I., he sold 109,319 shares at 400.365 pence per share and retained the balance of 39,770 shares. On the 11 March 2009, Andrew Osborne bought 1,000 shares at 424.75 pence per share. No further changes in the interests of the Directors occurred between these dates.
14. Between 27 February 2009 and 20 March 2009, being a date not more than one month prior to the date of this Notice one further notification pursuant to DTR 5 of the Disclosure and Transparency Rules of the FSA was received as set out below.

Notification was received on the 9 March 2009 that Standard Life Investments Ltd had a direct interest in 7,183,704 shares and an indirect interest in 2,797,335 shares being 4.308% and 1.678% respectively of the issued share capital. This gave a total holding of 9,981,039 being 5.986% of the issued share capital.