

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION. IF YOU ARE IN ANY DOUBT AS TO WHAT ACTION YOU SHOULD TAKE, YOU ARE RECOMMENDED TO SEEK YOUR OWN INDEPENDENT ADVICE FROM YOUR STOCKBROKER, SOLICITOR, ACCOUNTANT OR OTHER PROFESSIONAL ADVISER IMMEDIATELY. IF YOU HAVE SOLD OR TRANSFERRED ALL OF YOUR CYPROTEX PLC SHARES PLEASE FORWARD THIS DOCUMENT, TOGETHER WITH THE ACCOMPANYING DOCUMENTS, AS SOON AS POSSIBLE TO THE PURCHASER OR TRANSFEREE OR TO THE AGENT THROUGH WHOM THE SALE OR TRANSFER WAS EFFECTED FOR DELIVERY TO THE PURCHASER OR TRANSFEREE.

# CYPROTEX PLC

## NOTICE OF ANNUAL GENERAL MEETING

**Notice is hereby given that the Annual General Meeting of Cyprotex PLC (the "Company") will be held at the The ENT Room, The Royal Society of Medicine, 1 Wimpole Street, London, W1G 0AE on 14 July 2009 at 10.00 a.m. for the purpose of considering and, if thought fit, passing the following resolutions, of which resolutions 1 to 5 will be proposed as ordinary resolutions and resolutions 6 and 7 will be proposed as special resolutions:**

### **ORDINARY BUSINESS**

#### **Ordinary Resolutions**

##### **Resolution 1**

To receive the audited financial statements for the year ended 31 December 2008 and the Directors' and Auditor's reports thereon.

##### **Resolution 2**

To confirm the reappointment of Grant Thornton UK LLP as Auditor of the Company and authorise the Directors to determine the remuneration of the Auditor.

##### **Resolution 3**

To confirm the appointment of Ralph Stephen Harris as a Director of the Company pursuant to regulation 87.1 of the Articles of Association.

##### **Resolution 4**

To confirm the appointment of John Kevin Dootson as a Director of the Company pursuant to regulation 87.1 of the Articles of Association.

### **SPECIAL BUSINESS**

#### **Ordinary Resolution**

##### **Resolution 5**

For the purposes of and pursuant to section 80(1) of the Companies Act 1985 (the "Act"), the Directors of the Company be and they are hereby authorised generally and unconditionally to exercise all powers of the Company to allot relevant securities (within the meaning of section 80(2) of the Act) up to an aggregate nominal amount of £89,349 to such persons at such times and upon such terms and conditions as they may determine (subject always to the articles of association of the Company) provided this authority and power shall, unless renewed, varied or revoked, expire at the conclusion of the next Annual General Meeting of the Company or 15 months from the date of the passing of this resolution (whichever is the earlier) and provided further that the Company may before the expiry of such period make any offer, agreement or arrangement which would or might require relevant securities to be allotted after the expiry of such period and the Directors of the Company may then allot relevant securities pursuant to any such offer, agreement or arrangement as if the authority or power hereby conferred had not expired.

#### **Special Resolutions**

##### **Resolution 6**

For the purposes of and pursuant to section 95(1) of the Act, the Directors of the Company be and they are hereby authorised and empowered to allot equity securities (within the meaning of section 94 of the Act) pursuant to the general authority and power conferred by resolution 6 in this notice of meeting as if section 89(1) of the Act did not apply to any such allotment provided that this authority and power shall, unless renewed, varied or revoked, expire at the conclusion of the next annual general meeting of the Company or 15 months from the date of the passing of this resolution (whichever is the earlier) and provided further that this authority and power shall be limited:

- (a) to the allotment of equity securities pursuant to a rights issue or similar offer to ordinary shareholders where the equity securities respectively attributable to the interests of all ordinary shareholders are proportionate or as nearly as practical (and taking into account any prohibitions against or difficulties concerning the making of an offer or allotment to shareholders whose registered address or place of residence is overseas and subject to such exclusions as the Directors of the Company may deem necessary or expedient to deal with fractional entitlement or legal and practical difficulties under the laws of, or the requirements of any recognised regulatory body in, any territory) to the respective numbers of ordinary shares held by them; and
- (b) to the allotment (otherwise than pursuant to paragraph (a) above) for cash of equity securities up to an aggregate nominal amount of £35,740 of the current issued share capital of the Company.

#### **Resolution 7**

That the Articles of Association of the Company be deleted in their entirety and the regulations contained in the document submitted to the Meeting for the purposes of identification signed by the Chairman, be approved and adopted as the Articles of Association of the Company in substitute for, and to the exclusion of the existing Articles of Association of the Company.

#### **BY ORDER OF THE BOARD**

**Mark C. Warburton**

Company Secretary

17 March 2009

#### **REGISTERED OFFICE:**

100 Barbirolli Square

Manchester

M2 3AB

#### **Notes**

- (1) A member of the Company entitled to attend and vote at the meeting is entitled to appoint a proxy to exercise all or any of their rights 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 annual general meeting 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 member of the Company. Forms of proxy, if used, must be lodged at Capita Registrars, The Registry, 34 Beckenham Road, Beckenham, Kent, BR3 4TU not later than 10.00 a.m. on 12 July 2009.
- (2) Only ordinary shareholders and their proxies are entitled to attend and vote at the annual general meeting.
- (3) In order to facilitate voting by corporate representatives at the meeting, arrangements will be put in place at the meeting so that (i) if a corporate shareholder has appointed the Chairman of the meeting as its corporate representative with instructions to vote on a poll in accordance with the directions of all of the other corporate representatives for that shareholder at the meeting, then on a poll those corporate representatives will give voting directions to the Chairman and the Chairman will vote (or withhold a vote) as corporate representative in accordance with those directions; and (ii) if more than one corporate representative for the same corporate shareholder attends the meeting but the corporate shareholder has not appointed the Chairman of the meeting as its corporate representative, a designate corporate representative will be nominated, from those corporate representatives who attend, who will vote on a poll and the other corporate representatives will give voting directions to that designated corporate representative. Corporate shareholders are referred to the guidance issued by the Institute of Chartered Secretaries and Administrators on proxies and corporate representatives ([www.icsa.org.uk](http://www.icsa.org.uk)) for further details of this procedure. The guidance includes a sample form of appointment letter if the Chairman is being appointed as described in (i) above.
- (4) The statement of the rights of ordinary shareholders in relation to the appointment of proxies above does not apply to Nominated Persons. The rights described in these paragraphs can only be exercised by ordinary shareholders of the Company.
- (5) The Company, pursuant to Regulation 41 of the Uncertificated Securities Regulations 2001, specifies only those shareholders registered in the register of members of the Company as at 6.00 p.m. on 10 July 2009, or, in the event the annual general meeting is adjourned, in the register of members 48 hours before the time of any adjourned meeting, shall be entitled to attend and vote at the annual general meeting in respect of the number of shares registered in their name at that time. Changes to entries on the relevant register of securities after 6.00 p.m. on 10 July 2009, or in the event that the annual general meeting is adjourned less than 48 hours before the time of any adjourned meeting, shall be disregarded in determining the rights of any person to attend or vote at the annual general meeting.