

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION. If you are in any doubt about the contents of this document and/or the action you should take, you should immediately consult your stockbroker, bank manager, solicitor, accountant or other independent financial adviser duly authorised under the Financial Services and Markets Act 2000 if you are in the United Kingdom or, if not, another appropriately authorised independent financial adviser.

If you have sold or otherwise transferred all of your Ordinary Shares, please immediately forward this document, together with the accompanying Form of Proxy, to the purchaser or transferee, or to the stockbroker, bank or other agent through whom the sale or transfer was effected, for delivery to the purchaser or transferee. If you have sold only part of your holding of Ordinary Shares, please contact your stockbroker, bank or other agent through whom the sale or transfer was effected immediately.

The Ordinary Shares are admitted to trading on AIM. Conditional upon completion of the Placing, an application will be made to the London Stock Exchange for the Placing Shares to be admitted to trading on AIM. It is expected that admission to trading on AIM and dealings in the Placing Shares will commence on 21 August 2007.

AIM is a market designed primarily for emerging or smaller companies to which a higher investment risk tends to be attached than to larger or more established companies. AIM securities are not admitted to the Official List of the UK Listing Authority. A prospective investor should be aware of the risks of investing in such companies and should make the decision to invest only after careful consideration and, if appropriate, consultation with an independent financial adviser. Each AIM company is required pursuant to the AIM Rules for Companies to have a nominated adviser. The nominated adviser is required to make a declaration to the London Stock Exchange on admission in the form set out in Schedule Two to the AIM Rules for Nominated Advisers. The London Stock Exchange has not itself examined or approved the contents of this document. A prospective investor should consider carefully whether an investment in the Company is suitable for him in the light of his personal circumstances and the financial resources available to him.

AorTech International plc

(Incorporated and registered in Scotland with registered no. SC170071)

Placing of 1,000,000 new Ordinary Shares at 510p per share and Notice of Extraordinary General Meeting

Evolution Securities Limited, which is authorised and regulated by the Financial Services Authority, is acting as nominated and financial adviser to the Company in connection with the matters described in this document. Persons receiving this document should note that Evolution Securities Limited will not be responsible to anyone other than the Company for providing the protections afforded to clients of Evolution Securities Limited or for advising any other person on the arrangements described in this document. Evolution Securities Limited has not approved the contents of, or any part of, this document and no liability whatsoever is accepted by Evolution Securities Limited for the accuracy of any information or opinions contained in this document or for the omission of any information.

The Placing Shares will not be registered under the United States Securities Act of 1933 (as amended) or under the securities laws of any state or other jurisdiction of the United States or qualify for distribution under any of the relevant securities laws of Canada, Australia or Japan, nor has any prospectus in relation to the Placing Shares been lodged with or registered by the Australian Securities and Investments Commission. Accordingly, subject to certain exceptions, the Placing Shares may not be, directly or indirectly, offered, sold, taken up, delivered or transferred in or into the United States, Canada, Australia or Japan. Overseas shareholders and any person (including, without limitation, nominees and trustees) who have a contractual or other legal obligation to forward this document to a jurisdiction outside the United Kingdom should seek appropriate advice before taking any action.

Notice of an Extraordinary General Meeting of AorTech International plc, to be held at The Hogarth Partnership, 2nd Floor, Upstream, No 1 London Bridge, London SE1 9BG, at 12 noon on 20 August 2007, is set out at the end of this document. To be valid the accompanying Form of Proxy for use in connection with the meeting should be completed and returned as soon as possible and, in any event, so as to reach Lloyds TSB Registrars, The Causeway, Worthing, BN99 6ZR, by not later than 12 noon on 18 2007. Completion and return of Forms of Proxy will not preclude Shareholders from attending and voting at the Extraordinary General Meeting should they so wish.

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DIRECTORS, SECRETARY AND ADVISERS

Directors	Jon Pither (<i>Non-Executive Chairman</i>) Frank Maguire (<i>Chief Executive</i>) Eddie McDaid (<i>Non-Executive Director</i>) Dr Stuart Rollason (<i>Non-Executive Director</i>) Gordon Wright (<i>Non-Executive Director</i>)
Company Secretary	David Parsons
Registered Office	Dalmore House 310 St Vincent Street Glasgow G2 5QR
Head Office	Prestige Travel Suite Barclays Bank House 81-83 Victoria Road Surbiton Surrey KT6 4NS
Nominated Adviser and Broker	Evolution Securities Limited 100 Wood Street London EC2V 7AN
Solicitors to the Company	Biggart Baillie LLP Dalmore House 310 St Vincent Street Glasgow G2 5QR
Solicitors to the Placing	McGrigors LLP 5 Old Bailey London EC4M 7BA
Registrars	Lloyds TSB Registrars Scotland PO Box 28448 Finance House Orchard Brae Edinburgh EH4 1PF

PLACING STATISTICS

Placing Price	510p
Gross proceeds of the Placing	£5.1 million
Estimated proceeds of the Placing receivable by the Company, net of expenses	£4.8 million
Number of Ordinary Shares in issue prior to the Placing	3,810,278
Number of Placing Shares to be issued pursuant to the Placing	1,000,000
Number of Ordinary Shares in issue immediately following the Placing	4,810,278
Market capitalisation at the Placing Price immediately following the Placing	£24.5 million
Placing Shares expressed as a percentage of the Enlarged Issued Share Capital	20.8 per cent.

EXPECTED TIMETABLE FOR ADMISSION

	<i>2007</i>
Publication of this document	24 July
Latest time and date for receipt of Forms of Proxy	12 noon on 18 August
EGM	12 noon on 20 August
Admission and dealings in the Placing Shares expected to commence on AIM	21 August
Expected date for CREST accounts to be credited (where applicable)	21 August
Despatch of definitive share certificates (where applicable)	By 31 August

DEFINITIONS

The following definitions apply throughout this document unless the context otherwise requires:

“Admission”	admission of the Placing Shares to trading on AIM becoming effective in accordance with rule 6 of the AIM Rules
“AIM”	a market operated by the London Stock Exchange
“AIM Rules”	the rules governing the Admission to and operation of AIM as published by the London Stock Exchange from time to time
“Board” or “Directors”	the board of directors of the Company whose names are set out on page 3 of this document, for the time being including any duly constituted committee of the Directors
“Company” or “AorTech”	AorTech International plc
“CREST”	the relevant system (as defined in the Regulations) for the paperless settlement of share transfers and the holding of shares in uncertificated form in respect of which CRESTCo Limited is the operator (as defined in the Regulations)
“EGM” or “Extraordinary General Meeting”	the extraordinary general meeting of the Company to be held on 20 August 2007
“EGM Notice”	the notice convening the EGM which is set out at the end of this document
“Enlarged Issued Share Capital”	the issued ordinary share capital of the Company immediately following Admission
“Evolution Securities”	Evolution Securities Limited, the Company’s nominated adviser and broker, a member of the London Stock Exchange and regulated by the Financial Services Authority
“Form of Proxy”	the form of proxy, for use in connection with the EGM, which accompanies this document
“Group”	AorTech and its subsidiaries
“London Stock Exchange”	London Stock Exchange plc
“Official List”	the Official List of the UK Listing Authority
“Ordinary Shares”	ordinary shares of 250p each in the capital of the Company
“Placing”	the proposed conditional placing of 1,000,000 New Ordinary Shares to raise £5.1 million as described in this document
“Placing Agreement”	the agreement dated 23 July 2007 between the Company and Evolution Securities relating to the Placing
“Placing Price”	the price at which each new Ordinary Share is to be issued under the Placing
“Placing Shares”	the 1,000,000 new Ordinary Shares which are the subject of the Placing
“£” or “Pounds”	Pounds Sterling, the lawful currency from time to time of the UK
“Resolutions”	the resolutions set out in the EGM Notice
“Shareholders”	holders of Ordinary Shares

“UK” or “United Kingdom”

the United Kingdom of Great Britain and Northern Ireland

“UK Listing Authority”

the Financial Services Authority acting in its capacity as the competent authority for the purposes of Part V of the Financial Services and Markets Act 2000

PART I

LETTER FROM THE CHAIRMAN OF AORTECH INTERNATIONAL PLC

AorTech International plc

(Incorporated and registered in Scotland with registered no. SCI70071)

Directors:

Jon Pither *(Non-Executive Chairman)*
Frank Maguire *(Chief Executive)*
Eddie McDaid *(Non-Executive Director)*
Dr Stuart Rollason *(Non-Executive Director)*
Gordon Wright *(Non-Executive Director)*

Registered office:

Dalmore House
310 St Vincent Street
Glasgow
G2 5QR

24 July 2007

Dear Shareholder,

Placing of 1,000,000 new Ordinary Shares at 510p per share and Notice of Extraordinary General Meeting

1. Introduction and summary

The Board today announces an update in relation to developments in the Company and a Placing of 1,000,000 new Ordinary Shares, at a price of 510p per share, to raise £5.1 million (before expenses). The necessary authority required for the allotment of the Placing Shares pursuant to the Placing will be sought at an Extraordinary General Meeting convened for 12 noon on 20 August 2007, notice of which is set out at the end of this document.

The purpose of this document is to provide you with information and to convene an EGM at which your approval will be sought for the Resolutions, as set out in the notice of EGM.

2. Recent developments of the Company

The Company continues to achieve key operational milestones on the use of its core product, being the Elast-Eon™ polymer. These include the development and refinement of this material for the medical community, with the aim of providing a wide range of high performance Elast-Eon™ materials in a variety of application-specific formulations and densities, for use in medical devices. The Company however remains at present principally focused on the use of Elast-Eon™ in breast implants and new cardiovascular and orthopaedic applications alongside existing licensing and supply agreements.

The Directors continue to pursue a number of opportunities with the breast implant product, following the FDA re-approval of the silicone gel-filled implant in the U.S. Specifically the Company is exploiting the previous experience and contacts of Frank Maguire, Chief Executive Officer of the Company, and the Directors believe the market is becoming increasingly receptive to a next generation breast implant product.

In relation to one of its device development applications, the Directors are pleased to today announce a licensing and supply agreement for the evaluation of Elast-Eon™ by a global medical device company. The agreement includes an option for the licensee to acquire certain of AorTech's intellectual property rights. Under the terms of the agreement, the Company will receive an up-front license fee payment intended to compensate the Company for initial costs related to the agreement. Contingent upon a number of key conditions being satisfied, the Company will also be eligible to receive subsequent milestone payments which could total up to approximately \$32 million plus potential material supplies revenue and royalties. In the short-term, this agreement is not expected to have a material impact on the Company's financial position. The signing of this agreement, together with interest in further partnerships and the Placing (as explained below) give the Directors confidence in the prospects of the Company.

3. The Placing

The Company intends to use the proceeds of the Placing as follows:

- to expand the manufacturing capability of its Melbourne facility in order to enhance manufacturing margins by bringing Elast-Eon™ raw material manufacture in-house;
- to fund additional component manufacture to supplement the Company's existing technology in breast implants and cardiovascular and orthopaedic applications and devices;
- to fund the hire of further employees for the sales and marketing department and a full time Finance Director; and
- to provide working capital for the Company.

On 23 July 2007, the Company and Evolution Securities entered into the Placing Agreement, pursuant to which Evolution Securities agreed to use its reasonable endeavours to procure places for the Placing Shares at the Placing Price on behalf of the Company and to the extent that all of the Placing Shares are not so placed to itself subscribe, for the Placing Shares pursuant to the terms of the Placing Agreement.

The Placing Agreement is conditional upon, *inter alia*, the passing of the Resolutions and Admission becoming effective on or before 8.00 a.m. on 21 August 2007.

The Placing Agreement contains representations and warranties by the Company in favour of Evolution Securities. In addition, the Company has agreed to indemnify Evolution in respect of certain liabilities it may incur in relation to the Placing. Evolution Securities has the right to terminate the Placing Agreement in certain circumstances, including if there is a material breach of the warranties.

Under the Placing Agreement the Company has agreed to pay Evolution Securities a corporate finance fee of £50,000 and a commission of 4 per cent. on the value at the Placing Price of the Placing Shares together with any applicable VAT (save in relation to Placing Shares placed with Bluehone Investors LLP, in respect of which a commission of 2 per cent. is payable to Evolution Securities). Additionally, the Company has agreed to pay all costs and expenses (including any applicable VAT) of the Placing.

The Placing Shares are or will be in registered form and, on Admission, will rank *pari passu* with the existing issued Ordinary Shares.

On Admission, the Company will have 4,810,278 Ordinary Shares in issue and a market capitalisation of £24.5 million at the Placing Price. The Placing Shares will represent 20.8 per cent. of the Enlarged Issued Share Capital. Application will be made to the London Stock Exchange for the Placing Shares to be admitted to trading on AIM and it is expected that Admission will occur on 21 August 2007.

The Placing is conditional, *inter alia*, upon (i) the Company obtaining approval from its shareholders to disapply pre-emption rights and to grant the Board the necessary authority to allot the Placing Shares; and (ii) Admission. The Placing has been fully underwritten by Evolution Securities pursuant to the terms of the Placing Agreement.

4. Related party transaction

Owing to the size of its shareholding in the Company, Bluehone Investors LLP, who hold approximately 24.82 per cent. of the Company's current issued share capital, is a related party of the Company for the purposes of the AIM Rules.

As part of the Placing, Bluehone Investors LLP has agreed to subscribe for 50,000 Placing Shares representing 5.00 per cent. of the Placing. The Directors (with the exception of Dr. Stuart Rollason who is a director of Bluehone Investors LLP) consider, having consulted with the Company's Nominated Adviser, Evolution Securities, that the subscription by Bluehone Investors LLP is fair and reasonable so far as the Company's shareholders are concerned.

Following Admission, Bluehone Investors LLP will have a beneficial interest in 995,810 Ordinary Shares respectively, representing 20.7 per cent. of the Enlarged Issued Share Capital.

5. Extraordinary General Meeting

Set out at the end of this document is a notice convening an EGM to be held at 12 noon on 20 August 2007 at The Hogarth Partnership, 2nd Floor Upstream, No 1 London Bridge, London SE1 9BG, at which the Resolutions will be proposed for the purposes of implementing the Placing. The Resolutions will be proposed as: (i) an ordinary resolution to increase the authorised share capital of the Company; (ii) an ordinary resolution to authorise the Directors to allot Ordinary Shares for the purposes of the Placing and generally; and (iii) a special resolution to disapply Shareholders' pre-emption rights for the purposes of the Placing and generally.

6. Action to be taken

A Form of Proxy for use at the EGM accompanies this document. The Form of Proxy should be completed in accordance with the instructions thereon and returned to the Company's registrars, Lloyds TSB Registrars, The Causeway, Worthing, BN99 6ZR, as soon as possible, but in any event so as to be received by 12 noon on 18 August 2007. **The completion and return of a Form of Proxy will not preclude Shareholders from attending the EGM and voting in person should they so wish.**

7. Recommendation

The Directors consider the Placing to be in the best interests of the Company and its Shareholders as a whole and, accordingly, unanimously recommend that you vote in favour of the Resolutions to be proposed at the EGM as they so intend in respect of their beneficial holdings amounting, in aggregate, to 699,690 Ordinary Shares, representing approximately 18.36 per cent. of the existing issued share capital of the Company.

Yours faithfully

Jon Pither
Chairman

PART II

RISK FACTORS

The Directors consider the following risks to be the most significant for potential investors, but such risks do not necessarily comprise all those associated with an investment in the Company. Potential investors should carefully consider the risks described below before making a decision to invest in the Company. If any of the following risks actually occur, the Group's business, financial condition, results or future operations could be materially adversely affected. In such case the price of the Company's shares could decline, and investors may lose all or part of their investment.

1. The Group depends on relatively few customers. Any change in the financial function or purchasing strategy of any of these companies could have a material adverse impact on the turnover rate of adoption of the Group's products and therefore could have a material adverse effect on the Group's operating results.
2. The success of the Group and its business strategy are dependent on its ability to retain and attract key management and scientific, sales, marketing and other operating personnel with the relevant expertise and experience. The loss of one or more key employees could have a material adverse effect on the Group. Although the Group has entered into contracts with, and endeavoured to incentivise key personnel, there can be no assurance that it will be able to retain and motivate its personnel.
3. Reliability of the Group's products is critical to the achievement of their market acceptance. There is a risk that undetected faults in its products could be discovered after shipment. This could adversely affect the Group's business in a number of ways, including product recall and replacement costs, damage to customer relationships, delay in recognition of, or loss of, revenue and failure to achieve market acceptance of its products. In addition, customers could claim monetary damage from the Group for any financial or other damage they suffer arising from any product defect.
4. The Group's business will expose it to potential product liability risks. There can be no assurance that the necessary insurance cover will be available to the Group at an acceptable cost or that, in the event of any claim, the level or extent of insurance carried by the Group now or in the future will be adequate, or that product liability or other claim would not materially and adversely affect the business.
5. The markets in which the Group operates are competitive and are from time to time characterised by changing technology and evolving industry standards. Pricing pressures from competitors and customers may adversely affect the Group's future sales levels or gross margins.
6. The Group's income and expenditure may be denominated in foreign currencies. Fluctuations in exchange rates may therefore adversely affect the Group's profitability.

Potential investors should in general be aware that the value of shares and the income from them can go down as well as up and that investment in a share which is traded on AIM might be less easily disposed of, and carry a higher risk, than a share quoted on the Official List. In general, the market for shares in smaller public companies is less liquid than for larger public companies. Consequently, the share price may be subject to greater fluctuation and the Ordinary Shares may be difficult to buy and sell.

A prospective investor should consider with care whether an investment in the Company is suitable for him or her in light of his or her personal circumstances and the financial resources available to him or her. Given the Company's strategy, the Ordinary Shares may not be suitable for short-term investment.

The price at which investors may dispose of their shares in the Company may be influenced by a number of factors, some of which may pertain to the Group and others which may be extraneous. Investors may realise on sale less than the original amount invested.

PART III

ADDITIONAL INFORMATION

1. Responsibility

The Directors, each of whose business address is the registered office of the Company and whose names appear in paragraph 2 below, and the Company accept responsibility for the information contained in this document. To the best of the knowledge and belief of the Directors (who have taken all reasonable care to ensure that such is the case), the information contained in this document is in accordance with the facts and does not omit anything to affect the import of such information.

2. Directors' and other interests

2.1 The interests (all of which are beneficial unless otherwise stated) of the Directors and persons connected with them (within meaning of Section 346 of the Act) in the issued share capital of the Company which (i) have been notified by each Director to the Company pursuant to section 324 or section 328 of the Act, or (ii) are interests of a connected person of a Director which would, if the connected person were a director of the Company, be required to be disclosed under paragraph (i) above and the existences of which is known to or could, within reasonable diligence, be ascertained by that Director, as (a) at the date of this document and (b) as they will be immediately following the Placing assuming all the Placing Shares are issued, are as follows:-

<i>Director</i>	<i>As at the date of this document</i>		<i>Following Placing</i>	
	<i>Number of Ordinary Shares</i>	<i>Percentage holding of issued share capital</i>	<i>Number of Ordinary Shares</i>	<i>Percentage holding of issued share capital</i>
Jon Pither	—	—	—	—
Frank Maguire	1,200	0.03	1,200	0.02
Eddie McDaid	363,383	9.54	363,383	7.55
Dr Stuart Rollason	—	—	8,825	0.18
Gordon Wright	335,107	8.79	335,107	6.97

2.2 In addition to the interests in paragraph 2.1.1 above, the following Directors have or have been offered options exercisable at the prices set out below under the Company's Share Option Schemes and over the numbers of Ordinary Shares set opposite their respective names:

<i>Director</i>	<i>Number of Ordinary Shares</i>	<i>Option Exercise Price (pence)</i>	<i>Expiry Date</i>
Jon Pither	20,000	£3.25	1 September 2016
Frank Maguire	12,000	£2.50	11 July 2012
	7,000	£2.50	11 July 2012
	19,000	£2.80	7 August 2012
	25,000	£2.50	13 July 2013
	200,000	£2.50	29 June 2014
Dr Stuart Rollason	13,000	£3.25	1 September 2016

2.3 Save as disclosed in paragraph 2.1, none of the Directors has any interest in the share capital of the Company or of any of its subsidiaries nor does any person connected with the Directors (within the meaning of section 346 of the Act) have any such interest, whether beneficial or non-beneficial.

- 2.4 As at the date of this document and so far as the Directors are aware, the only persons (other than any Director or his connected persons) who is interested, directly or indirectly, in 3 per cent. or more of the issued share capital of the Company are as follows:-

<i>Shareholder</i>	<i>As at the date of this document</i>	
	<i>Number of Ordinary Shares</i>	<i>Percentage holding of issued share capital</i>
Chase Nominees Limited	945,810	24.82%
Deutsche Bank	199,000	5.22%
The Bank of New York (Nominees) Limited	187,000	4.91%
Credit Agricole Cheuvreux International Limited	136,000	3.57%
Credit Suisse Securities /Europe/ Limited	127,793	3.35%
Barnard Nominees Ltd	117,500	3.08%
Mr Craig Pickup	115,000	3.02%

- 2.5 No Director has or has had any interest in any transaction which is or was unusual in its nature or condition or is or was significant to the business of the Group and which was effected by the Group in the current or immediately preceding financial year of the Group or which was effected during an earlier financial year and remains in any respect outstanding or unperformed.

3. Litigation

No member of the Group is engaged in and has not in the previous 12 months been engaged in, nor has pending or threatened either by it or against it, any governmental, legal or arbitration proceedings which are having or may have a significant effect on the financial position of the Group.

4. Miscellaneous

- 4.1 The accounting reference date of the Company is 31 March.
- 4.2 Save as disclosed in this document, there has been no significant change in the trading or financial position of the Group since 31 March 2006, the date to which the latest audited accounts of the Company were prepared.
- 4.3 The expenses of the Placing including commissions, printing, advertising and distribution costs, legal and expenses, are estimated to amount to approximately £0.3 million (inclusive of VAT) and are payable by the Company.
- 4.4 The Ordinary Shares are in registered form. The articles of association of the Company permit the holding and transfer of Ordinary Shares under CREST, CREST is a paperless settlement procedure enabling securities to be evidenced otherwise than by certificate and transferred otherwise than by written instrument. The Ordinary Shares are admitted to CREST.

5. Availability of the Circular

Copies of this document will be available during normal business hours on any weekday (except Saturdays, Sundays and public holidays) free of charge from the Company's website www.aortech.com, its registered office and at the offices of Evolution Securities, 100 Wood Street, London, EC2V 7AN from the date of this document and for a period of one month thereafter.

Date: 24 July 2007

AorTech International plc

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an Extraordinary General Meeting of AorTech International plc (“the Company”) will be held at The Hogarth Partnership, 2nd Floor Upstream, No 1 London Bridge, London SE1 9BG, at 12 noon on 20 August 2007 for the purpose of considering and, if thought fit, passing the following Resolutions:

ORDINARY RESOLUTIONS

1. That the authorised share capital of the Company be increased from £14,000,000 to £17,500,000 by the creation of 1,400,000 Ordinary Shares of 250p each ranking *pari passu* in all respects with the existing ordinary shares of 250p.
2. That the Directors be hereby generally and unconditionally authorised for the purpose of Section 80 of the Companies Act 1985 (“the Act”) to exercise all the powers of the Company to allot relevant securities (within the meaning of said Section 80) up to an aggregate nominal amount of £4,004,556 which authority will expire on 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 such securities in pursuance of such offer or agreement as if the authority so conferred had not expired.

SPECIAL RESOLUTION

3. That, subject to the passing of Resolution 2 above as an Ordinary Resolution, in substitution for any existing power under Section 95 of the Act, the Directors be and are hereby empowered until the conclusion of the next Annual General Meeting of the Company (“the period of the Section 95 power”) pursuant to Section 95 of the Act to allot equity securities (as defined by Section 94(2) of the Act) pursuant to the authority granted by Resolution 2 above in accordance with Section 80 of the Act as if Section 89(1) of the Act did not apply to such allotment, provided that this power shall be limited to:
 - (a) the allotment of equity securities pursuant to the Placing (as this term is defined and more fully explained in the document dated 24 July 2007 issued by the Company of which this EGM Notice forms part); and
 - (b) the allotment (otherwise than pursuant to sub-paragraph (a) above) of equity securities to an aggregate nominal amount of £601,285 or, if less, five per cent of the issued ordinary share capital of the Company from time to time;

but so that this power shall allow the Company to make an offer or enter into an agreement before the expiry of the period of the Section 95 power which would, or might, require equity securities to be allotted after such expiry and the Directors may allot equity securities in pursuance of any such offer or agreement as if the power conferred hereby had not expired.

Registered Office:
Dalmore House
310 St Vincent Street
Glasgow
G2 5QR

Dated: 24 July 2007

By order of the Board

Notes

1. A member entitled to attend and vote at the above meeting is entitled to appoint one or more proxies to attend and, on a poll, vote instead of him/her. A proxy need not be a member of the Company.
2. A Form of Proxy is provided, which to be valid, must be completed and delivered, together with the power of attorney or other authority (if any) under which it is signed (or a certified copy of such authority) to the office of the Company's Registrars (Lloyds TSB Registrars, The Causeway, Worthing, BN99 6ZR) so as to arrive not later than 48 hours before the time appointed for the holding of the meeting.
3. Completion and return of a Form of Proxy does not preclude a member of the Company from attending and voting in person at the Annual General Meeting should he or she so wish.
4. Pursuant to Regulation 41 of the Uncertificated Securities Regulations 2001 the Company specifies that only members of the Company on the register at 6.00 p.m. on 18 August 2007 shall be entitled to vote at the Extraordinary General Meeting in respect of the number of shares registered in their name at the time. Change to the register of members after that time will be disregarded in determining the rights of any person to attend or vote at the Extraordinary General Meeting.

