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If you have sold or otherwise transferred all of your St Ives plc shares, please send this document, together with the accompanying documents as soon as possible 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.



St Ives House
Lavington Street
London SE1 0NX
28 October 2009

Dear shareholder

I am pleased to send you the Annual Report and Accounts for 2009 with this letter, which contains the Notice of the Annual General Meeting to be held at 11.00 a.m. on Monday, 30 November 2009 and an explanation of the routine and other business to be put to the meeting. The Notice is set out on pages 16 to 20 of this document. A Form of Proxy is separately enclosed.

Routine business

The following Resolutions will be proposed as Ordinary Resolutions:

Resolution 1 – Receipt of the 2009 Annual Accounts

Under companies legislation the directors of the Company must present their report and the annual statements to the Meeting. Shareholders may raise questions relating to the report and accounts under this Resolution.

Resolution 2 – Approval of the 2009 Remuneration Report

The Remuneration Report for the 52 weeks ended 31 July 2009 has been prepared and is laid before the Meeting for approval of shareholders in accordance with Section 439 of the Companies Act 2006 (the “2006 Act”). The vote is advisory and does not affect the actual remuneration paid to any individual director. The Directors’ Remuneration Report can be found on pages 37 to 46 in the Annual Report and Accounts 2009.

Resolution 3 – Declaration of a final dividend for 2009

A final dividend can only be paid after it has been approved by the shareholders. A final dividend of 0.5p per ordinary share is recommended by the directors for payment to shareholders who are on the shareholders’ register at close of business on 6 November 2009. If approved, the final dividend will be paid on 4 December 2009.

Resolution 4 – Reappointment of Auditors

The Company is required under Section 489 of the 2006 Act to appoint Auditors at each general meeting at which the accounts are laid before the Company, to hold office until the conclusion of the next such meeting. This Resolution, on the audit committee’s recommendation after undertaking a review described on page 29 in the Annual Report and Accounts, proposes the reappointment of Deloitte LLP as Auditors of the Company.

Resolution 5 – Authority for the directors to agree the Auditors’ remuneration

This Resolution authorises the directors, in accordance with standard practice, to set the remuneration of the Auditors. In accordance with its terms of reference, the Audit Committee will approve their remuneration and terms of engagement and make recommendations to the board.

Resolutions 6 and 7 – Reappointment of directors retiring by rotation

The Company’s articles of association require that at each Annual General Meeting: (a) up to one third of the directors, who are subject to retirement by rotation, must retire; and (b) any director who has held office at the time of the two preceding annual general meetings and who did not retire by rotation at either of them, shall be subject to retirement by rotation at the Meeting. This year Matthew Armitage and Patrick Martell each retire and, being eligible, they offer themselves for re-election. Separate resolutions will be proposed for these reappointments.

Resolution 8 – Reappointment of director appointed since the last Annual General Meeting

The Company’s articles of association also provide that any person appointed to the board as an additional director since the last Annual General Meeting must retire at the next Annual General Meeting and stand for re-election.

Accordingly, Lloyd Wigglesworth, who was appointed a director from 1 December 2008, initially as a non-executive director and then, with effect from 2 March 2009, as an executive director, will retire at the Meeting and will seek re-election.

Other business

The following Resolution will be proposed as an Ordinary Resolution:

Resolution 9 – Allotment of share capital

This Resolution deals with the directors’ authority to allot shares.

At the Annual General Meeting of the Company held on 1 December 2008, the directors were authorised, for the purpose of Section 80 of the Companies Act 1985, to allot relevant securities up to an aggregate of £3,580,000. This authority expires at the end of this year’s Annual General Meeting.

In December 2008, the Association of British Insurers (“ABI”) revised its guidelines on directors’ authority to allot shares (in line with the recommendations of the report issued in November 2008 by the Rights Issue Review Group). The guidelines state that ABI members will permit, and treat as routine, resolutions seeking authority to allot shares representing up to two-thirds of the Company’s issued share capital. The guidelines provide that the extra routine authority (that is the authority to allot shares representing the additional one-third of the Company’s issued share capital) can only be used to allot shares pursuant to a fully pre-emptive rights issue.

In light of these guidelines, the board considers it appropriate that directors be granted authority to allot shares in the capital of the Company up to a maximum nominal amount of £6,980,000 representing the guideline limit of approximately two thirds of the Company’s issued ordinary share capital as at 27 October 2009, together with relevant securities which may be issued pursuant to outstanding options under the Group’s discretionary share option schemes and savings-related share option schemes. Of this amount 34,500,000 shares (representing approximately one third of the Company’s issued ordinary share capital) can only be allotted pursuant to a rights issue. The power will last until the conclusion of the next Annual General Meeting or, if earlier 28 February 2011.

The directors have no present intention of exercising this authority.

The remaining Resolutions will be proposed as Special Resolutions:

Resolution 10 – Disapplication of statutory pre-emption rights

Approval is sought for the directors to be able to allot shares in the capital of the Company pursuant to the authority granted under Resolution 9 above for cash without complying with the pre-emption rights in the 2006 Act in certain circumstances. In the light of the ABI guidelines described in relation to Resolution 9 above, this authority will permit the directors to allot:

- (a) shares up to a nominal amount of £6,980,000 (representing approximately two-thirds of the Company's issued share capital as at 27 October 2009) on an offer to existing shareholders on a pre-emptive basis. However, unless the shares are allotted pursuant to a rights issue (rather than an open offer), the directors may only allot shares up to a nominal amount of £3,450,000 (representing approximately one-third of the Company's issued share capital) (in each case subject to any adjustments, such as for fractional entitlements and overseas shareholders, as the directors see fit); and
- (b) shares up to a maximum nominal value of £517,750, representing approximately 5% of the issued ordinary share capital of the Company as at 27 October 2009 otherwise than in connection with an offer to existing shareholders.

The directors have no present intention of exercising this authority.

The directors confirm their intention to follow the provisions of the Pre-emption Group's Statement of Principles regarding cumulative usage of authorities within a rolling three-year period. The Principles provide that companies should not issue shares for cash representing more than 7.5% of the Company's issued share capital in any rolling three-year period, other than to existing shareholders, without prior consultation with shareholders.

Resolution 11 – Length of notice of meeting

Resolution 11 is a resolution to allow the Company to hold general meetings (other than Annual General Meetings) on 14 clear days' notice.

Before the introduction of the Companies (Shareholders' Rights) Regulations 2009 on 3 August 2009, the minimum notice period permitted by the 2006 Act for general meetings (other than Annual General Meetings) was 14 days. One of the amendments made to the 2006 Act by the Regulations was to increase the minimum notice period for general meetings of listed companies to 21 days, but with an ability for companies to reduce this period back to 14 days (other than for Annual General Meetings) provided that two conditions are met. The first condition is that the company offers a facility for shareholders to vote by electronic means. This condition is met if the company offers a facility, accessible to all shareholders, to appoint a proxy by means of a website. The second condition is that there is an annual resolution of shareholders approving the reduction of the minimum notice period from 21 days to 14 days.

The board is therefore proposing Resolution 11 as a special resolution to approve 14 clear days as the minimum period of notice for all general meetings of the Company other than Annual General Meetings. The approval will be effective until the Company's next Annual General Meeting, when it is intended that the approval be renewed.

Resolution 12 – Authority for the Company to purchase its own shares

This Resolution gives the Company authority to buy back its own ordinary shares in the market as permitted by the 2006 Act. The authority limits the number of shares that could be purchased to a maximum nominal value of £1,035,500 (representing approximately 10% of the Company's issued ordinary share capital as at 27 October 2009) and sets minimum and maximum prices. This authority will expire at the conclusion of the next Annual General Meeting, or if earlier 28 February 2011.

The directors have no present intention of exercising the authority to purchase the Company's ordinary shares but will keep the matter under review, taking into account the financial resources of the Company, the Company's share price and future funding opportunities. The authority will be exercised only if the directors believe that to do so would result in an increase in earnings per share and would be in the interests of shareholders generally. Any purchases of ordinary shares would be by means of market purchases through the London Stock Exchange.

Listed companies purchasing their own shares are allowed to hold them in treasury as an alternative to cancelling them. No dividends are paid on shares whilst held in treasury and no voting rights attach to treasury shares.

If Resolution 12 is passed at the Annual General Meeting, it is the Company's current intention to cancel all of the shares it may purchase pursuant to the authority granted to it. However, in order to respond properly to the Company's capital requirements and prevailing market conditions, the directors will need to reassess at the time of any and each actual purchase whether to hold the shares in treasury or cancel them, provided it is permitted to do so.

As at 27 October 2009, there were options over 795,303 ordinary shares in the capital of the Company representing 0.77% of the Company's issued ordinary share capital. If the authority to purchase the Company's ordinary shares was exercised in full, these options would represent 0.76% of the Company's issued ordinary share capital. The Company does not currently have any treasury shares.

Resolution 13 – Adoption of new articles of association

The Company proposes to adopt new articles of association (the "new Articles"). These incorporate amendments to the current articles of association to reflect the changes in company law brought about by the 2006 Act, which came into effect in stages between late 2006 and 1 October 2009 and changes made to the 2006 Act in August 2009 to implement the EU Shareholder Rights Directive in the UK. The Company has also reviewed the articles of association more generally and has used the opportunity to propose a number of other changes to modernise and clarify the articles of association, to bring them in line with articles of association seen in other listed companies and to deal with certain technical points and, where appropriate, to adopt language consistent with the new model form articles for public companies contained in Schedule 3 to the Companies (Model Articles) Regulations 2008. The principal changes in the new Articles proposed to be adopted at the 2009 Annual General Meeting relate to shareholder meetings and resolutions, the Company's constitution and share capital.

The Company adopted new articles of association at the 2007 Annual General Meeting to deal with certain key aspects of the 2006 Act which had already come into force or where the articles of association needed to be amended prior to those provisions coming into force at that time including electronic communications with shareholders and directors' conflicts of interest. The Company explained at that time that it anticipated that further changes would be proposed in the course of the next two Annual General Meetings. As most of the changes due to be implemented in October 2008 were delayed until October 2009, the Company decided to wait until after the October 2009 implementation before proposing new Articles.

In August 2009, changes were made to the provisions in the 2006 Act on company meetings by The Companies (Shareholders' Rights) Regulations 2009 ("Shareholders' Rights Regulations") to implement the EU Shareholder Rights Directive in the UK. The new Articles incorporate amendments in relation to meetings to ensure consistency with the 2006 Act (as amended by the Shareholders' Rights Regulations).

Under the 2006 Act all provisions of the Company's memorandum of association, but most significantly the objects clause, were deemed to form part of the Company's articles from 1 October 2009. It is possible for the objects clause to be removed or amended by amending the articles by special resolution. It is not necessary under the 2006 Act for a company to set out its objects. The 2006 Act provides that, unless the articles state otherwise, a company's objects will be unrestricted.

One of the other key provisions of the memorandum of association which is deemed to form part of the Company's articles from 1 October 2009 is the restriction created by the existing authorised share capital statement. The 2006 Act removes the requirement for a company to place limits on its authorised share capital.

By adopting the new Articles, which do not contain the objects clause or the authorised share capital statement, the Company will remove these provisions, which would otherwise be deemed to form part of the Company's articles under section 28 of the 2006 Act, from its articles.

For a more detailed explanation of these and other amendments please refer to the Appendix to this letter.

A copy of the current articles of association and the proposed new Articles that reflect these amendments will be available for inspection during normal business hours (Saturdays, Sundays and public holidays excepted) at the offices of Herbert Smith LLP, Exchange House, Primrose Street, London EC2A 2HS up until the close of the meeting. Copies will be available in the "Investor Area" on the Company's website until the close of the meeting. Copies will also be available at the Company's Registered Office on the morning of the Meeting from 10.45 a.m. until its conclusion.

Recommendation

The board considers the Resolutions will promote the success of the Company and are in the best interests of the Company and its shareholders as a whole. The directors unanimously recommend that you vote in favour of the Resolutions as they intend to do in respect of their own beneficial holdings which amount in aggregate to 149,673 shares representing approximately 0.14% of the existing issued ordinary share capital of the Company.

Yours sincerely

Miles Emley
Chairman

APPENDIX – EXPLANATION OF PROPOSED CHANGES TO ARTICLES

The 2006 Act, which replaced the Companies Act 1985 (the “1985 Act”) was implemented in stages and was fully in force by 1 October 2009. In addition, the Shareholders’ Rights Regulations, which amend certain provisions of the 2006 Act relating to meetings of the Company, came into force in August 2009. Under Resolution 13, the Company is adopting new articles of association (the “new Articles”) which will reflect the changes in company law brought about by the Shareholders’ Rights Regulations and by the provisions on the 2006 Act which came into effect on, or before, 1 October 2009. The new Articles also include some other modernising and clarificatory amendments, including, where appropriate, tracking the wording of the new model form articles for public companies contained in Schedule 3 to the Companies (Model Articles) Regulations 2008 (the “model form articles”), which replace the Table A articles under the 1985 Act on which many of the Company’s current articles are based. Set out below is a summary of the principal changes. Unless otherwise indicated, references to article numbers are to the proposed new Articles.

1. The Company’s objects

The 2006 Act significantly reduces the constitutional significance of a company’s memorandum of association. The provisions governing the operations of the Company are currently set out in both its memorandum of association and its articles of association. Under the 2006 Act, the memorandum no longer contains an objects clause and simply records the names of the subscribers and the number of shares which each subscriber agreed to take in the Company. Under section 28 of the 2006 Act, the objects clause and all other provisions in the memorandum of association are treated as part of the articles with effect from 1 October 2009 but the Company can remove these provisions by special resolution. Unless the articles provide otherwise, the Company’s objects will be unrestricted. The Company is proposing to remove its objects clause, together with all other provisions of its memorandum which, by virtue of the 2006 Act, are treated as forming part of the Company’s articles of association as of 1 October 2009.

2. Limited liability (Article 3)

Under the 2006 Act, the memorandum of association also no longer contains a clause stating that the liability of the members of a company is limited. For existing companies, this statement is automatically treated as having moved into the articles on 1 October 2009. As noted in paragraph 1 above it is intended to remove from the Company’s articles of association the provisions of the Company’s memorandum of association which are treated as forming part of the Company’s articles of association by virtue of section 28 of the 2006 Act, which includes the statement of limited liability. An explicit statement of the members’ limited liability is therefore included in the new Articles.

3. Authorised share capital and unissued shares

The 2006 Act abolishes the concept of authorised share capital and, under the 2006 Act, the memorandum of association no longer contains a statement of the Company’s authorised share capital. For existing companies, this statement is deemed to be a provision of the Company’s articles of association setting out the maximum amount of shares that may be allotted by the Company. The adoption of the new Articles by the Company will have the effect of removing this provision relating to the maximum amount. Directors will still need to obtain the usual shareholders’ authorisation in order to allot shares, except in respect of employee share schemes.

References to authorised share capital and to unissued shares have therefore been removed from the new Articles.

4. Further issues of shares, including redeemable shares (Articles 4 and 5)

Under the 2006 Act, the articles of association need not include the terms on which redeemable shares may be redeemed. The directors may determine the terms, conditions and manner of redemption of redeemable shares provided they are authorised to do so by the Company’s articles of association. The new Articles contain such authorisation. The Company currently has no plans to issue redeemable shares but if it did so the directors would need shareholders’ authority to issue new shares in the usual way.

Any particular rights and restrictions attaching to particular class of shares which may be determined by ordinary resolution (under Article 4) or by the directors (under Article 5) shall apply as if those rights and restrictions were set out in the new Articles.

5. Uncertificated shares (Articles 8 and 9)

The new Articles contain references to certificated and uncertificated shares and, where appropriate, include appropriate terminology for uncertificated shares where this differs from certificated shares, for example in respect of share certificates, share transfers and liens (Articles 15 and 28-30). The new Articles also expressly confirm that any provision which is inconsistent with the holding or transfer of shares in uncertificated form shall not apply to any share in uncertificated form and that holdings of shares in certificated and uncertificated form by the same holder or same joint holders will be treated as separate holdings.

6. Variation of rights (Article 10)

If the Company has multiple classes of shares, the rights attaching to particular classes of shares may be varied in such manner (if any) as may be provided by those rights or (in the absence of such provision) by the approval of a special resolution passed at a meeting of the holders of the shares of that class or by the consent of the holders of three-quarters in nominal value of the issued shares of that class. The concept of an “extraordinary resolution”, which is included in the Company’s current articles of association (former Article 5), does not exist under the 2006 Act.

The new Articles also refer simply to rights being varied, rather than listing particular types of variation, making it clear that Article 10 would apply to any variation.

At an adjourned class meeting one person holding or representing by proxy shares of the relevant class (other than treasury shares) shall constitute the necessary quorum.

7. Share certificates (Article 12)

The new Articles contain new provisions for the issue of consolidated share certificates, in line with the model form articles.

8. Liens (Articles 13–16)

The new Articles have been amended to conform, in part, to the model form articles. A number of other minor changes have been made to improve the structure of, and wording in, these Articles. A new Article (15) has been added to specify how the sale shall be given effect if the lien is enforced.

9. Calls on shares and forfeiture (Articles 17–27 and 66)

A number of changes have been made to improve the structure of, and wording in, the new Articles, but which do not change the substance of the current articles of association. In addition, the new Articles clarify that a call can be payable in instalments and may, prior to receipt of the monies due, be revoked or postponed in part as well as in entirety. The interest on due and unpaid calls will be at the rate specified in the terms of the allotment of the shares in question (if any) or at the appropriate rate (as defined in the 2006 Act).

A provision has been added to remove the right of a member to vote at any general meeting or class meeting in respect of any shares if any amount payable on that share is overdue.

10. Transfer of shares (Articles 28–34)

Under the 2006 Act, a company must either register a transfer or give the transferee notice of, and reasons for, its refusal to register the transfer. Any registration of a transfer or notice of refusal must be made or given as soon as practicable and in any event within two months from the date that the transfer is lodged with the Company. The new Articles reflect these requirements. The Company cannot in any event refuse to transfer a fully paid share except in very limited circumstances (such as a transfer to more than four persons). Articles 28 – 34 do not apply to transfers of shares in uncertificated form in CREST as it is the operator, not the Company, which has the ability to refuse transfers of uncertificated shares.

The provision (former Article 41) which gave the ability to suspend the registration of transfers of shares for periods not exceeding 30 days in any one year has been removed from the new Articles as there is no ability under the 2006 Act to close the register.

The Company is obliged to return an instrument of transfer which the directors refuse to register (other than in the case of fraud) but is entitled to retain other instruments of transfer.

11. Transmission of shares (Article 35–37)

Article 35 (former Article 46) has been amended to clarify that it does not release the estate of a deceased member in respect of any share held solely or jointly by him. Article 37 (former Article 48) has been amended to remove the requirement to provide evidence prior to being entitled to the rights and to remove the deemed election to be registered as a member if he fails to respond to a notice from the directors requiring him to elect either to be registered or to nominate some other person to be registered as the transferee.

12. Disclosure of interests (Article 38)

The updating, in 2007, of the current articles of association included a change to reflect the replacement of Section 212 of the 1985 Act (on company investigation powers) with Section 793 of the 2006 Act, but the substance of the Article concerned (former Article 66) was left unchanged. This Article has now been amended to improve the structure, for example by separating the sanctions for holdings of default shares of at least 0.25% and holdings below this level. Additional paragraphs have been added to confirm that any shares issued in right of default shares (for example, on a bonus issue) shall be subject to the same sanctions and to clarify that the Article does not limit the Company's powers under section 793 of the 2006 Act or otherwise.

13. Untraced members (Article 39)

Article 39 (former Article 139) has been amended to clarify that the three unclaimed dividends must have been paid in cash (as opposed to bonus shares) and that the two publications (in a national newspaper and a local newspaper) may be published within 30 days as an alternative to publishing both on the same day. The Article now also applies to any additional shares issued in respect of rights in respect of other shares to which the Article applies, but which have not themselves been held for the full 12-year period. The requirement to inform the London Stock Exchange's Quotations department has been deleted. The new Article also clarifies that no trust or duty to account shall arise, that no interest shall be payable in respect of the net proceeds of sale and that the purchaser shall not be bound to see the application of the proceeds of sale nor shall its title be affected by any irregularity or invalidity of the proceedings.

14. Authority to purchase own shares, consolidate and sub-divide shares, and reduce share capital (Article 40)

Under the 1985 Act, a company required specific authorisations in its articles of association to purchase its own shares, to consolidate or sub-divide its shares and to reduce its share capital. Under the 2006 Act, public companies do not require specific authorisations in their articles of association to undertake these actions; but shareholder authority is still required. Amendments have been made to the new Articles to reflect these changes.

The new Article also provides that the directors may settle any difficulty which arises in regard to any consolidation or division as they see fit and confirms that any transferee to whom shares representing fractions may be sold shall not be bound to see the application of the purchase money nor shall its title be affected by any irregularity or invalidity of the proceedings.

15. Notice of general meetings (Article 42 and 43)

The 2006 Act no longer refers to extraordinary general meetings, but simply to general meetings and annual general meetings, and the new Articles take this into account accordingly.

The provisions in the new Articles dealing with the convening of general meetings and the length of notice required to convene general meetings are in line with the relevant provisions of the 2006 Act, as amended by the Shareholders' Rights Regulations since the current articles of association were adopted in 2007. The Shareholders' Rights Regulations amended the 2006 Act to require the Company to give 21 clear days' notice of general meetings unless the Company has passed a special resolution reducing the notice period to not less than 14 days and the Company offers members an electronic voting facility. The reference to 14 clear days' notice has therefore been deleted and replaced with reference to such minimum period of notice as is prescribed or permitted under companies legislation.

The amendment to Article 43 (former Article 49) deals with situations where, because of a postal strike or similar situation beyond the control of the Company, a notice of meeting is not received by a shareholder. The amendment will ensure that such failure does not invalidate proceedings at the meeting in question.

16. Routine business and non-routine business at AGM (former Article 53)

The Listing Rules require the Company to send an explanatory circular to shareholders to accompany a notice of meeting, other than in respect of "ordinary business" at an annual general meeting. However, the definition of "ordinary business" under the Listing Rules will not necessarily be the same as the definition of "routine business" in the Company's former articles of association, and the definition of "ordinary business" under the Listing Rules may develop with changes in company law and business practice. The list of items defined as "routine business" has therefore been removed.

17. Quorum (Article 44)

Article 44 has been amended to make it clear that two persons who are proxies for the same member or representatives of the same body corporate can constitute a quorum.

18. Chairing general meetings (Article 46)

Article 46 has been amended to clarify that the directors may nominate a chairman for a general meeting in advance if it is known that the chairman of the Company and any deputy chairman is unable to attend. References to "chairman" have been changed, where relevant, to "chairman of the meeting" to clarify it may not be the chairman of the board of directors. The delay before the members could elect one of their number, if no director is present and willing to act as chairman, has been increased from 5 to 15 minutes.

19. Security arrangements and orderly conduct (Articles 48 and 49)

Articles 48 and 49 provide that the directors or the chairman of the meeting may make security arrangements (including requiring searches) and put in place such other arrangements as they or he consider appropriate in the circumstances. Persons refusing to comply with such arrangements may be refused entry to, or ejected from, the meeting.

20. Attending and speaking at meetings (Article 50)

Article 50 of the new Articles provides that the chairman of the meeting may permit non-members or persons who are not entitled to exercise the rights of members to attend and, at the chairman's discretion, speak at a general meeting. As was the case previously (former Article 77), directors have the right to attend and speak without requiring the chairman's permission whether or not they are members.

21. Participation in meetings at different places and by electronic means (Articles 51 and 52)

The new Articles include provisions for members to participate in meetings of the Company even if they are not present in person at the principal place where the meeting is being held. The provisions allow for members to participate not only by attendance at satellite meeting locations, but also by any other electronic means of participation. Amendments made to the 2006 Act by the Shareholders' Rights Regulations specifically provide for the holding and conducting of electronic meetings.

22. Adjournments (Articles 45 and 53)

The Shareholders' Rights Regulations add a provision to the 2006 Act which requires that, when a general meeting is adjourned due to the lack of a quorum, at least ten days' notice must be given to reconvene the meeting. The new Articles include amendments to the provisions dealing with notice of adjourned meetings to make them consistent with this new requirement. Article 45 now cross refers to Article 53 so that all provisions relating to adjournment are in one place.

Article 53(b) now also sets out additional circumstances in which the chairman of the meeting can adjourn the meeting, without the consent of the meeting, if it is impractical or inappropriate for it to go ahead as planned.

23. Amendments to resolutions (Articles 54 and 55)

New provisions have been added to clarify when amendments to special resolutions and ordinary resolutions may be amended at the meeting, withdrawal of amendments and ruling amendments out of order. These provisions are based on the wording in the model form articles.

24. Polls (Article 56)

Article 56 has been amended to clarify that a poll may be demanded before a vote on a show of hands, as well as immediately after the result of a show of hands, and to give the directors the right to demand a poll as well as the chairman of the meeting. The right for members to demand a poll (irrespective of shareholdings) has been increased from three to five members; it was five members in the case of class meetings (former Article 6).

25. Removal of chairman's casting vote (former Article 60)

Pursuant to changes brought about by the Shareholders' Rights Regulations, a traded company is no longer permitted to allow the chairman to have a casting vote in the event of an equality of votes. Accordingly, this provision has been removed in the new Articles.

26. Notice of poll not taken immediately (Article 61)

At least seven days' notice must be given of a poll unless it is taken immediately or the time and place at which it is to be taken are announced at the meeting at which it is demanded.

27. Voting rights (Article 62)

The Shareholders' Rights Regulations clarify the various powers of proxies and representatives of corporate members in respect of resolutions taken on a show of hands. Where a proxy has been duly appointed by one member, he has one vote on a show of hands unless he has been appointed by more than one member in which case the proxy has one vote for and one vote against if the proxy has been appointed by more than one member to vote for the resolution and by more than one member to vote against the resolution. Where a corporate member appoints representatives to attend meetings on its behalf, each representative duly appointed by a corporate member has one vote on a show of hands. The new Articles contain provisions which clarify these rights and also clarify how the provisions giving a proxy a second vote on a show of hands should apply to discretionary powers.

28. Voting record date (Article 63)

The new Articles include a new provision, which was not previously in the Company's articles of association, dealing with the method for determining which persons are allowed to attend or vote at a general meeting of the Company and how many votes each person may cast. Under this new provision, when convening a meeting the Company may specify a time, not more than 48 hours before the time of the meeting (excluding any part of a day that is not a working day), by which a person must be entered on the register of members in order to have the right to attend or vote at the meeting. This new provision is in line with a requirement for listed companies introduced by the Shareholders' Rights Regulations.

29. Validity of votes (Article 67)

Following the implementation of the Shareholders' Rights Regulations, proxies are expressly required to vote in accordance with instructions given to them by members. The new Articles contain a provision stating that the Company is not required to enquire whether a proxy or corporate representative has voted in accordance with instructions given to him and that votes cast by a proxy or corporate representative will be valid even if he has not voted in accordance with his instructions.

30. Appointing proxies and corporate representatives (Articles 68, 70, 74 and 75)

Under the 2006 Act, members may appoint a proxy to exercise all or any of their rights to attend, speak and vote at meetings. Multiple proxies may be appointed provided that each proxy is appointed to exercise the rights attached to a different share or shares. The new Articles reflect these new proxy rights. The 2006 Act also provides for multiple corporate representatives to be appointed and the new Articles therefore refer to the right to appoint multiple corporate representatives.

Article 70 provides that the Company can require a member to send a certified copy of any authority under which the proxy has been appointed, but also permits the Company to treat the appointment as sufficient evidence of that person's authority to execute the appointment of proxy. The Shareholders' Rights Regulations provide that listed companies may require no more than reasonable evidence of the identity of the proxy.

Article 75 also provides that the Company can require a corporate representative to produce a certified copy of the resolution appointing him before permitting him to exercise his powers.

Article 74 confirms that the Company may, at its expense, send or make available appointments of proxy by post, electronic means or otherwise to all (but not some only, other than due to accidental omission or circumstances beyond the Company's control) of the persons sent notice of the meeting entitled to vote at it.

31. Receipt of appointments of proxy and termination of proxy authority (Articles 69, 72 and 73)

Article 72 provides that proxies for a poll to be taken after the date of a meeting or adjourned meeting must be received not less than 24 hours, or such shorter time as the directors may determine, before the time of the poll. The deadlines for receipt of termination of proxy authority have been brought into line with the deadlines for receipt of proxies. Article 72 also permits the directors to specify, in a notice of meeting, that in determining the time for delivery of proxies, no account shall be taken of non-working days. Article 73 provides that the termination of a proxy's authority should be in writing as this is required by the Shareholders' Rights Regulations.

Article 69 has been added to clarify the treatment of proxy appointments where two or more appointments are made in respect of the same share.

32. Appointment of directors (Article 77, 78 and 80)

Article 77 has been added, and Article 80 (former Article 95) amended, to clarify that the Company may by ordinary resolution and the directors may appoint a person who is willing to act as a director, and is permitted by law to do so, to be a director either to fill a vacancy or to act as an additional director.

A person, other than a person recommended by the directors, shall not be appointed or reappointed at a general meeting unless the Company has been provided with the particulars which would, if he were appointed, be required to be included in the Company's register of directors in addition to the notice signed by the proposed director and a member qualified to vote on the appointment. The earliest such notice can be given to the Company has been reduced from 42 to 35 days; which is in line with current practice.

33. Retirement of directors by rotation (Article 81)

The new Articles have been redrafted in order to make the provisions for the retirement of directors by rotation clearer and to ensure (as far as possible) a regular number of retiring directors each year, with the number to retire being the number nearest to one-third of the board excluding those directors who are retiring and seeking re-election for other reasons. Article 81 continues to comply with Combined Code provision A.7.1 which recommends that all directors should be subject to re-election at intervals of no more than three years.

34. Retirement of directors (Article 83)

Article 83 has been added to clarify that any director who is not reappointed shall retain office until the meeting elects someone else in his place, or if it does not do so, until the close of the meeting.

35. Disqualification and removal of directors (Articles 84 and 85)

Article 84 (formerly Article 94) has been amended to permit the Company to remove any director by special resolution. This is intended to supplement the statutory power to remove a director, set out in section 169 of the 2006 Act, but without requiring the Company to follow the procedure set out in that section, such as requiring special notice.

Article 85 (formerly Article 87), regarding termination of a director's appointment, has been updated to more closely follow the list of circumstances included in the model form articles. The provisions for removal if absent from meetings or if served notice signed by each of the other directors have been retained, with minor clarifying changes, although they are not replicated in the model form articles.

36. Alternate directors (Articles 86–91)

The provisions in former Article 86 have been split into a number of new Articles to improve readability and additional detail has been added to clarify a number of points.

Article 86 now clarifies that a person proposed as an alternate director who is already a director need not be approved by a resolution of the directors and that an alternate director cannot himself appoint a further alternate director.

Article 87 now clarifies that an alternative director is entitled to be paid expenses (but not directors' fees unless otherwise determined by the Company by ordinary resolution) and that alternate directors are entitled to notices of committees of which his appointor is a member as well as full board meetings.

Article 89 is a new provision which effectively applies the provisions of Article 85, regarding removal of directors, to alternate directors.

Article 90 clarifies that the notice for removal of an alternate director must be given to the Company.

Article 91(b) confirms that an alternate director shall alone be responsible for his acts and omissions. Article 91(c) makes it clear that an alternate is subject to the same restrictions as the director who appointed him in addition to any restrictions affecting him personally.

37. Borrowing powers (Article 93)

The ABI has restated its view that companies should include a limit on borrowing levels in their articles of association. Although the Company did not previously have such a cap a new provision has been included as Article 93. The borrowing cap is set at three times the sum of the Company's paid up share capital and reserves, unless sanctioned by an ordinary resolution of the Company.

38. Provisions for employees on cessation or transfer of business (Article 94)

The 2006 Act provides that the powers of the directors to make provision for a person employed or formerly employed by a company or any of its subsidiaries in connection with the cessation or transfer of the whole or part of the undertaking of the company or that subsidiary may only be exercised by the directors if they are so authorised by the company's articles of association or by the company in general meeting. Article 94 provides that the directors may exercise this power.

39. Delegation to persons or committees (Article 95)

Article 95 follows the new, simplified approach to delegation adopted in the model form articles, allowing the directors to delegate as they decide appropriate.

40. Directors' remuneration, gratuities and pensions (Article 96)

The ABI Guidelines on Directors include a requirement that listed companies include a fixed cap on directors' fees. Accordingly a cap has been included in Article 96, for each non-executive director individually of £100,000 annually, unless otherwise determined by the Company by ordinary resolution.

The Article (formerly Article 81) enables directors who hold another office, such as that of chairman, or who serve on any committee of the directors, to be paid additional remuneration as well as their basic directors' fees; this is excluded from this figure.

41. President (former Article 109)

The provision that the directors could appoint a current or former director to be "President" of the Company has not been included in the new Articles. The Company does not currently have a "President" and it would be unusual for a UK Listed company to do so.

42. Directors' appointments, interests and conflicts of interest (Articles 100 and 101)

The 2006 Act sets out directors' general duties which largely codify the existing law but with some changes. The Company amended its Articles in 2007 to authorise conflicts and potential conflicts where appropriate, and provided that he has disclosed his interest in accordance with the articles of association and the provisions of companies legislation.

A number of further amendments have been made to Articles 100 and 101 (formerly Articles 83 and 84) to reflect market practice which has developed since the Company adopted its current articles of association at the 2007 AGM.

Article 100 now clarifies that a director must have disclosed his interest in accordance with the articles of association and the provisions of companies legislation for him to benefit from the exemptions in Article 100 (allowing directors to be interested in transactions and to be an officer of or employed by or interested in a body corporate in which the Company is interested).

Article 100 now also contains provisions to reflect the conflict management provisions in Article 101, relating to confidential information, attendance at board meetings and availability of board papers to protect a director from being in breach of duty if a conflict of interest or potential conflict of interest arises. These provisions will only apply where the position giving rise to the potential conflict falls within the situations covered by Article 100. Article 100(2) now also contains provisions regarding the nature of the disclosure to be given by a director, including when disclosure is deemed to have been made for ease of administration.

43. Procedures regarding board meetings and resolution in writing (Articles 102, 104 and 105)

The provisions of Article 102 (former Article 106) have been amended to make it clear that notice of a board meeting may be given personally, by telephone, in hard copy or in electronic form. The requirements for giving notice to directors who are not in the United Kingdom have also been clarified.

In Article 104 (former Article 102), the time limit for the chairman to be present after the time appointed for the start of the meeting has been increased to ten minutes, to fall in line with the model form articles.

In order to clarify the procedure for written resolutions of directors, Article 105 (former Article 103), has been amended so that, rather than referring to a resolution in writing signed by all directors, a resolution in writing will be valid and effectual as if it had been passed at a meeting if agreed to by all the directors entitled to receive notice of the meeting and who would have been entitled to vote (and whose vote would have been counted) on a resolution at a meeting.

44. Quorum (Article 106)

The proposed amendment to Article 106 (former Article 98), which deals with the quorum requirement for board meetings, clarifies that a director cannot count in the quorum for a matter or resolution on which he is not entitled to vote (or when his vote cannot be counted) but he may count in the quorum for the other matters or resolutions to be considered or voted on at the meeting.

45. Permitted interests and voting (Article 107)

Article 107 (former Article 100) has been amended to allow a director to vote on a resolution which relates to giving him an indemnity or funding for expenditure incurred in defending proceedings provided all the other directors have been given or are to be given arrangements on substantially the same terms. This exception has become a common exception for Listed companies to include.

46. Questions regarding directors' right to vote (Article 109)

Questions regarding directors' rights to vote shall be referred to the chairman of the meeting (or where the question relates to the chairman to the other directors at the meeting), whose decision shall be final and conclusive.

47. Dividends (Articles 110–118)

The Company's right to cease sending payments where at least two cheques are uncashed (or any other relevant method of payment has failed), in Article 115 (former Article 122) is now also subject to the Company making reasonable enquiries following one such occasion which have failed to establish any new address or account of the person entitled to the payment.

A new Article giving the directors the power to offer members the option of receiving scrip dividends instead of cash, where authorised by ordinary resolution of the Company, and setting out details in relation to that process has been included as Article 118.

48. Notices and other communications (Articles 71, 121–130)

The 2006 Act enables companies to communicate with their members by electronic communication to a greater extent than previously permitted. The Company introduced a number of provisions in 2007 to provide the Company with a general power to send or supply any notice, document or information to any member by a variety of methods – in person, by post or in electronic form (such as by email), or by making it available on the Company's website. The Company is proposing a number of small drafting improvements to Article 122 (former Article 135) which contains the general power, together with some other changes to other notice and communications provisions which are unrelated to the 2006 Act.

Following the implementation of the Shareholders' Rights Regulations, the Company is required to give an electronic address for the return of proxies. Accordingly a minor change has been made to Article 71 (former Article 70(B)). The Company currently satisfies this requirement by providing CREST proxy voting.

A provision for the deemed receipt of notice by any member attending a meeting, (whether in person or by proxy) is included as new Article 123.

New Article 124 clarifies that the Company may fix a record date when providing notice to its members, which may be at any time within the period of 15 days prior when the notice is given and no change in the register after that date shall invalidate the giving of the notice.

Article 125 (former Article 137) is the article covering service of notice in the event of a postal strike; it has been amended to allow the Company in such circumstances to serve notices only on those members who receive notices via electronic means, provided that, as before, the Company also puts an advertisement in two national newspapers and sends a confirmatory hard copy notice if the postal service is available again within seven days of the meeting. The Article would now also cover disruption outside the UK.

Article 127 (former Article 138) relating to deemed delivery now includes references to air mail, delivery by hand and a further provision intended to cater for communications which may be sent via CREST (which is included in case electronic communication should develop in this way).

New Article 129 deals with notices, documents or information sent by the Company to a member which have been returned undelivered on three consecutive occasions. The member will only be entitled to be sent further communications upon provision of a new postal or electronic address to the Company.

49. Making and retention of minutes (Article 131)

Article 131 contains a new provision to the effect that the directors shall cause minutes to be kept and for those to be retained for at least ten years, reflecting the relevant provision of the 2006 Act.

50. Accounts, auditors, reserves and provisions (former Articles 126, 128–132)

The majority of these provisions from the former Articles have not been retained, as is not necessary for them to be contained in the Company's articles of association. The right of auditors to receive notices of general meetings is included in the notices provisions (Article 42). The substance of former Article 128, that no person is entitled to inspect any of the Company's accounting records (or any other documents) merely by virtue of being a member (save for certain exceptions), has been retained as Article 132.

51. The seal and authentication of documents (Articles 134 and 135)

Article 134 provides an alternative option (in the absence of specific instructions from the directors) for documents (other than share certificates) to which the seal is affixed to be signed by one authorised person in the presence of a witness, in addition to the options in the current articles of association for signature by either a director and the company secretary or two directors. The directors may resolve to authorise persons other than a director or the company secretary to sign such documents.

52. Authentication of documents (former Articles 112 and 113)

Former Articles 112 and 113, relating to the authentication of minutes and other documents, have not been retained. The general power of the directors under Article 92 would encompass certification of minutes and other documents and the 2006 Act includes provisions deeming minutes duly recorded and purporting to be authenticated in accordance with the 2006 Act to be evidence of the proceedings until the contrary is proved.

53. Change of name (Article 137)

Under the 1985 Act, a company could only change its name by special resolution. Under the Companies Act 2006 a company is able to change its name by other means provided for by its articles of association. To take advantage of this provision, the new Articles enable the directors to pass a resolution to change the Company's name.

54. Power to indemnify directors (Article 139)

The directors' indemnity provision has been amended to make it clear that the Company may, subject to the provisions of the 2006 Act, indemnify a director of an associated company that is the trustee of an occupational pension scheme, taking advantage of the qualifying pension scheme indemnity provision in the 2006 Act.



NOTICE OF ANNUAL GENERAL MEETING 2009

NOTICE IS HEREBY GIVEN that the Annual General Meeting of St Ives plc (the 'Company') will be held at St Ives House, Lavington Street, London SE1 0NX on Monday 30 November 2009 at 11.00 a.m. for the following purposes:

Routine business

1. To receive and adopt the audited financial statements for the fifty two weeks ended 31st July 2009 together with the reports of the directors and Auditors.
2. To approve the Directors' Remuneration Report for the 2008/2009 financial year.
3. To declare a final dividend of 0.5p per ordinary share.
4. To re-appoint Deloitte LLP as Auditors to the Company.
5. To authorise the directors to fix the remuneration of the Auditors.
6. To re-elect Matthew Armitage, who is retiring from office by rotation, as a director of the Company.
7. To re-elect Patrick Martell, who is retiring from office by rotation, as a director of the Company.
8. To elect Lloyd Wigglesworth, who was appointed since the last Annual General Meeting, as a director of the Company.

Other business

ORDINARY RESOLUTION

To consider and, if thought fit, to pass the following resolution which will be proposed as an Ordinary Resolution:

9. THAT the directors be and they are hereby generally and unconditionally authorised in accordance with section 551 of the Companies Act 2006 to exercise all the powers of the Company to allot shares in the Company and to grant rights to subscribe for, or to convert any security into, shares in the Company ("Rights"):
 - (a) up to an aggregate nominal amount of £3,530,000; and
 - (b) up to a further aggregate nominal amount of £3,450,000 provided that:
 - (i) they are equity securities (within the meaning of section 560(1) of the Companies Act 2006); and
 - (ii) they are offered by way of a rights issue to holders of ordinary shares on the register of members at such record dates as the directors may determine where the equity securities respectively attributable to the interests of the ordinary shareholders are proportionate (as nearly as may be practicable) to the respective numbers of ordinary shares held by them on any such record dates, subject to such exclusions or other arrangements as the directors may deem necessary or expedient to deal with treasury shares, fractional entitlements or legal or practical problems arising under the laws of any overseas territory or the requirements of any regulatory body or stock exchange or by virtue of shares being represented by depositary receipts or any other matter,

provided that this authority shall expire on the date of the next Annual General Meeting of the Company or, if earlier, on 28 February 2011, save that the Company shall be entitled to make offers or agreements before the expiry of such authority which would or might require shares to be allotted or Rights to be granted after such expiry and the directors shall be entitled to allot shares and grant Rights pursuant to any such offer or agreement as if this authority had not expired; and all unexercised authorities previously granted to the directors to allot shares and grant Rights be and are hereby revoked.

SPECIAL RESOLUTIONS

To consider and, if thought fit, to pass the following resolutions which will be proposed as Special Resolutions:

10. THAT the directors be and they are hereby empowered pursuant to section 570 and section 573 of the Companies Act 2006 to allot equity securities (within the meaning of section 560 of that Act) for cash either pursuant to the authority conferred by Resolution 9 above or by way of a sale of treasury shares as if section 561(1) of that Act did not apply to any such allotment provided that this power shall be limited to:

- (a) the allotment of equity securities in connection with an offer of securities (but in the case of the authority granted under paragraph (b) of Resolution 9 by way of rights issue only) in favour of the holders of ordinary shares on the register of members at such record dates as the directors may determine where the equity securities respectively attributable to the interests of the ordinary shareholders are proportionate (as nearly as may be practicable) to the respective numbers of ordinary shares held by them on any such record dates, subject to such exclusions or other arrangements as the directors may deem necessary or expedient to deal with treasury shares, fractional entitlements or legal or practical problems arising under the laws of any overseas territory or the requirements of any regulatory body or stock exchange or by virtue of shares being represented by depositary receipts or any other matter; and
- (b) the allotment (otherwise than pursuant to sub-paragraph (a) of this Resolution 9 to any person or persons of equity securities up to an aggregate nominal amount of £517,750,

and shall expire upon the expiry of the general authority conferred by Resolution 9 above, save that the Company shall be entitled to make offers or agreements before the expiry of such power which would or might require equity securities to be allotted after such expiry and the directors shall be entitled to allot equity securities pursuant to any such offer or agreement as if the power conferred hereby had not expired.

11. THAT a general meeting, other than an annual general meeting, may be called on not less than 14 clear days' notice.
12. THAT the Company be generally and unconditionally authorised to make market purchases (within the meaning of section 693(4) of the Companies Act 2006) of ordinary shares of 10p each of the Company on such terms and in such manner as the directors may from time to time determine, provided that:
- (a) the maximum number of ordinary shares hereby authorised to be acquired is 10,355,000 (representing approximately 10% of the issued ordinary share capital of the Company as at 27 October 2009);
 - (b) the minimum price which may be paid for any such share is 10p;

- (c) the maximum price which may be paid for any such share is the higher of (i) an amount equal to 105% of the average of the middle market quotations for an ordinary share in the Company as derived from The London Stock Exchange Daily Official List for the five business days immediately preceding the day on which such share is contracted to be purchased and (ii) the amount stipulated by Article 5(1) of the EU Buy-back and Stabilisation Regulation (being the higher of the price of the last independent trade and the highest current independent bid for an ordinary share in the Company on the trading venues where the market purchases by the Company pursuant to the authority conferred by this Resolution 12 will be carried out);
- (d) the authority hereby conferred shall expire on the date of the next Annual General Meeting or 28 February 2011 whichever is earlier unless previously renewed, varied or revoked by the Company in general meeting; and
- (e) the Company may make a contract to purchase its ordinary shares under the authority hereby conferred prior to the expiry of such authority, which contract will or may be executed wholly or partly after the expiry of such authority, and may purchase its ordinary shares in pursuance of any such contract.

13. THAT:

- (a) the Articles of Association of the Company be amended by deleting all the provisions formerly in the Company's Memorandum of Association which, by virtue of section 28 of the Companies Act 2006, are treated as provisions of the Company's Articles of Association; and
- (b) the Articles of Association produced to the meeting and initialled by the Chairman of the meeting for the purpose of identification be adopted as the new Articles of Association of the Company in substitution for, and to the exclusion of, the existing Articles of Association.

By order of the board

Philip Harris
Secretary

28 October 2009

Registered in England & Wales No. 1552113
Registered office at St Ives House, Lavington Street, London SE1 0NX

Notes:

1. A shareholder of the Company entitled to attend and vote at the 2009 Annual General Meeting ('AGM') is entitled to appoint one or more proxies to exercise all or any of his rights to attend, speak and, vote at the meeting provided that each proxy is appointed to exercise the rights attaching to different shares held by the shareholder. A proxy need not be a shareholder of the Company but must attend the AGM to represent you.
2. The appointment of a proxy or proxies does not preclude a shareholder from attending the AGM and voting in person. A form of proxy is enclosed for use by shareholders.
3. To appoint more than one proxy (unless you are appointing your proxies via the CREST electronic proxy appointment service), please photocopy the form of proxy. Please insert the name and address (in capital letters) of each of your proxies on a separate copy of the form of proxy. On each copy of the form of proxy you must also include the number of shares in respect of which each proxy is appointed (which, in aggregate, should not exceed the number of shares held by you) and indicate how you wish each proxy to vote or abstain from voting. You may not appoint more than one proxy to exercise the rights attached to any one share. Please also indicate by ticking the box that the proxy is one of multiple instructions being given. Additional proxy form(s) may be obtained by contacting the Registrars' helpline: Calls from the UK 0871 664 0300 (calls cost 10 per minute plus network extras). Calls from overseas +44 20 8639 3399. If you wish to appoint the Chairman as one of your multiple proxies, simply leave the wording "the Chairman of the Meeting" on the relevant copy of the form of proxy. Please ensure you sign and date each copy of the form of proxy and, if returned by post, include them in the same envelope.
4. To change your proxy instructions you may return a new proxy appointment using the methods set out above. Where you have appointed a proxy using the hard copy form of proxy and would like to change the instructions using another hard copy form of proxy, please contact the Registrars (whose phone number is given in note 3). The deadline for receipt of proxy appointments (see above) also applies in relation to amended instructions. Any attempt to terminate or amend a proxy appointment received after the relevant deadline will be disregarded. Where two or more valid separate appointments of proxy are received in respect of the same share in respect of the same meeting, the one which is last sent shall be treated as replacing and revoking the other or others.
5. In order to be valid, the form of proxy must be received by the Company's Registrars not less than 48 hours before the time of the AGM and be returned by one of the following methods: either (i) in hard copy form by post, by courier or by hand to St Ives plc's Registrars, Capita Registrars, (Proxies), The Registry, 34 Beckenham Road, Beckenham, Kent BR3 4TU; or (ii) in the case of CREST members, by utilising the CREST electronic proxy appointment service in accordance with the procedures set out in the paragraph below.
6. CREST members who wish to appoint a proxy or proxies by utilising the CREST electronic proxy appointment service may do so by utilising the procedures described in the CREST Manual on the Euroclear website (www.Euroclear.com/CREST). CREST personal members or other CREST sponsored members, and those CREST members who have appointed a voting 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 made by means of CREST to be valid, the appropriate CREST message (a 'CREST Proxy Instruction') must be properly authenticated in accordance with Euroclear UK & Ireland Limited's specifications and must contain the information required for such instructions, as described in the CREST Manual. The message, regardless of whether it relates to the appointment of a proxy or to 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 Company's Registrars (ID RA10) by the latest time(s) for receipt of proxy appointments specified in the notice of meeting. For this purpose, the time of receipt will be taken to be the time (as determined by the time stamp applied to the message by the CREST Applications Host) from which the Company's Registrars are able to retrieve the message by enquiry to CREST in the manner prescribed by CREST. The Company may treat as invalid a CREST Proxy Instruction in the circumstances set out in the Regulation 35(5)(a) of the Uncertificated Securities Regulations 2001. CREST members and, where applicable, their CREST sponsors or voting service providers should note that Euroclear UK & Ireland Limited does not make available special procedures in CREST for any particular messages. 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(s), 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 service providers are referred, in particular, to those sections of the CREST Manual concerning practical limitations of the CREST system and timings.
7. A member of the Company which is a corporation may authorise a person or persons to act as its representative(s) at the AGM. In accordance with the provisions of the Companies Act 2006, each such representative may exercise (on behalf of the corporation) the same powers as the corporation could exercise if it were an individual member of the Company, provided that he does not do so in relation to the same shares. It is no longer necessary to nominate a designated corporate representative.

8. A copy of this notice has been sent for information only to persons who have been nominated by a member to enjoy information rights under section 146 of the Companies Act 2006 (a "Nominated Person"). The rights to appoint a proxy can not be exercised by a Nominated Person: they can only be exercised by the member. However, a Nominated Person may have a right under an agreement between him and the member by whom he was nominated to be appointed as a proxy for the meeting or to have someone else so appointed. If a Nominated Person does not have such a right or does not wish to exercise it, he may have a right under such an agreement to give instructions to the member as to the exercise of voting rights.
9. Pursuant to Regulation 41 of the Uncertificated Securities Regulations 2001, in order to be able to attend and vote at the AGM or any adjourned meeting, (and also for the purposes of calculating how many votes a person may cast), a person must have his/her name entered on the register of members of the Company by no later than 48 hours before the time appointed for the meeting. Changes to entries on the register of members after this time shall be disregarded in determining the rights of any person to attend or vote at the meeting.
10. Members satisfying the thresholds in section 527 of the Companies Act 2006 can require the Company to publish a statement on its website setting out any matter relating to (a) the audit of the Company's accounts (including the auditor's report and the conduct of the audit) that are to be laid before the meeting; or (b) any circumstances connected with an auditor of the Company ceasing to hold office since the last annual general meeting, that the members propose to raise at the AGM. The Company cannot require the members requesting the publication to pay its expenses. Any statement placed on the website must also be sent to the Company's auditors no later than the time it makes its statement available on the website. The business which may be dealt with at the AGM includes any statement that the Company has been required to publish on its website.
11. The Company must cause to be answered at the AGM any question relating to the business being dealt with at the AGM which is put by a member attending the AGM (except in certain circumstances, including if it is undesirable in the interests of the Company or the good order of the meeting that the question be answered or if to do so would involve the disclosure of confidential information).
12. The contents of this notice of meeting, details of the total number of shares in respect of which members are entitled to exercise voting rights at the AGM, the total voting rights that members are entitled to exercise at the AGM, details of the totals of the voting rights that members are entitled to exercise at the AGM and, if applicable, any members' statements, members' resolutions or members' matters of business received by the Company after the date of this notice will be available on the Company's website (www.st-ives.co.uk).
13. As at 27 October 2009 (being the last business day prior to the publication of this Notice of Annual General Meeting 2009) the Company's issued share capital consisted of 103,551,005 ordinary shares, carrying one vote each. Therefore, the total voting rights in the Company as at 27 October 2009 were 103,551,005. The company does not hold any shares in treasury.
14. Copies of the directors' service contracts and letters of appointment with the Company are available for inspection at the Company's registered office, which is at St Ives House, Lavington Street, London SE1 0NX, during normal business hours from the date of posting of this document, up to, and including, the date of the AGM and will also be available at the place of the AGM from 15 minutes prior to and during the AGM.
15. Copies of the current articles of association and the proposed new articles of association that reflect these amendments will be available for inspection during normal business hours (Saturdays, Sundays and public holidays excepted) at the offices of Herbert Smith LLP, Exchange House, Primrose Street, London EC2A 2HS from the date of posting of this document up until the close of the AGM. Copies will be available on the "Investor Area" of the Company's website (www.st-ives.co.uk) until the close of the AGM. Copies will also be available at the Company's registered office on the morning of the meeting from 10.45 a.m. until its conclusion.
16. You may not use any electronic address provided in this notice of meeting to communicate with the Company for any purposes other than those expressly stated.