

**THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION.**

If you are in any doubt as to the terms or nature of the proposals or the action you should take, you are recommended to seek your own personal financial advice from your stockbroker, bank manager, solicitor, accountant or other professional adviser authorised under the Financial Services and Markets Act 2000.

IF YOU HAVE SOLD OR OTHERWISE TRANSFERRED all your Ordinary Shares in Eden Research PLC, please send this document, together with the accompanying form of proxy, as soon as possible to the purchaser or the transferee, or to the stockbroker, bank or other agent through whom the sale or transfer was effected, for transmission to the purchaser or transferee.



## **EDEN RESEARCH PLC**

### **2010 ANNUAL GENERAL MEETING**

### **ORDINARY AND SPECIAL BUSINESS**

and

### **NOTICE OF MEETING**

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Notice of an Annual General Meeting of the Company to be held on Thursday 21 October at 12 noon at 14 The Old Forge, The Audley End Business Centre, London Road, Wendens Ambo, CB11 4JL is set out at the end of this document. Please complete, sign and return the accompanying Form of Proxy in accordance with the instructions thereon as soon as possible and in any event so as to arrive at the Capita Registrars, Proxies, The Registry, 34 Beckenham Road, Beckenham, Kent BR3 4TU by 12 pm on Tuesday 19 October 2010

# EDEN RESEARCH PLC

(Registered in England No 3071324)

## Directors

Alex John Abrey  
Kenneth Williams Brooks  
Arthur Benjamin Norman Gill (Chairman)  
Clive Newitt

## Registered Office

Eden Research plc  
14 The Old Forge  
The Audley End Business Centre  
London Road  
Wendens Ambo  
Essex  
CB11 4JL

28 September 2010

To all Shareholders

Dear Sir or Madam,

## 2010 ANNUAL GENERAL MEETING

*This letter explains the business set out in the Notice convening the Company's Annual General Meeting for 21 October 2010 at 12 pm at 14 The Old Forge, The Audley End Business Centre, London Road, Wendens Ambo, CB11 4JL which is contained on page 4 of this document.*

### Ordinary Business at the AGM

**Resolution 1** – The Directors are required by law to present to the meeting the report of the audited accounts of the Company for the year ended 31 December 2009.

**Resolution 2** – The Company is required to appoint auditors at each general meeting at which audited accounts are presented. These resolutions propose the re-appointment of Baker Tilly UK Audit LLP, and follow standard practice in giving authority to the Directors to fix their remuneration.

### Special Business at the AGM

#### **Resolution 3 – Authority to allot shares**

Resolution 3 gives the Directors authority to allot up to 38,267,601 Ordinary Shares in the Company, representing the balance of the unissued share capital of the Company.

#### **Resolution 4 – Disapplication of pre-emption rights**

Resolution 4 empowers the Directors to allot equity shares for cash, without first offering them to existing shareholders in proportion to their holdings, in connection with a rights issue or open offer. This is restricted to the issue of 38,267,601 shares up to a maximum nominal value of £382,676.01. This authority will expire at the conclusion of next year's Annual General Meeting.

### **Action to be Taken**

***Shareholders will find enclosed a Form of Proxy for use at the Annual General Meeting. Whether or not you intend to be present at the meeting, you are requested to complete and return the Form of Proxy in accordance with the instructions thereon so as to arrive as soon as possible at Capita Registrars at but in any event so that it is received not later than 12 pm on Tuesday 19 October 2010. The completion and return of a Form of Proxy will not preclude you from attending and voting in person at the meeting, if you so wish.***

### **Recommendation**

Your Directors are of the opinion that the proposals set out in the Notice of Annual General Meeting are in the best interests of both the Company and its shareholders as a whole. Accordingly, they strongly recommend you to vote in favour of the resolutions

Yours sincerely

Sir Ben Gill  
Chairman

# EDEN RESEARCH PLC

## NOTICE OF THE ANNUAL GENERAL MEETING

Notice is hereby given that the 2010 Annual General Meeting of the Company will be held on 21 October 2010 at 12 pm at 14 The Old Forge, The Audley End Business Centre, London Road, Wendens Ambo, CB11 4JL for the following purposes:

### Ordinary Business

Resolution 1: **Report and accounts**

Ordinary Resolution: To receive the report of the directors and the accounts for the year ended 31 December 2009

Resolution 2: **Reappointment of auditors**

Ordinary Resolution: To reappoint Baker Tilly UK Audit LLP as auditors from the conclusion of this meeting until the conclusion of the next general meeting before which accounts are laid and to authorise the directors to fix the auditors' remuneration

### Special Business

Resolution 3: **Directors' authority to allot shares (Section 551)**

Ordinary Resolution:

A. THAT the board be and it is hereby generally and unconditionally authorised to exercise all powers of the company to allot relevant securities (within the meaning of section 551 of the Companies Act 2006) up to an aggregate nominal amount of £382,676.01 provided that this authority shall expire on 31 December 2011 save that the company may before such expiry and the board may allot relevant securities in pursuance of such an offer or agreement as if the authority conferred hereby had not expired,

and further

B. THAT the board be and it is hereby and unconditionally authorised to exercise all powers of the company to allot equity securities (within the meaning of section 560 of the said Act) in connection with a rights issue in favour of ordinary shareholders where the equity securities respectively attributable to the interests of all shareholders are proportionate (as nearly as may be) to the respective numbers of ordinary shares held by them up to an aggregate nominal amount of £382,676.01 provided that this authority shall expire on the date 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 board may allot relevant securities in pursuance of such an offer or agreement as if the authority conferred hereby had not expired.

Resolution 4: **Disapplication of pre-emption rights**

Special Resolution:

Subject to the passing of the previous resolution to authorise the board pursuant to section 570 of the Companies Act 2006 to allot equity securities (within the meaning of section 560 of the said Act) for cash pursuant to the authority conferred by the previous resolution as if sub-section (1) of section 561 of the said Act did not apply to any such allotment provided that this power shall be limited:

- (i) To the allotment of equity securities in connection with a rights issue in favour of ordinary shareholders where the equity securities respectively attributable to the interests of all Ordinary shareholders are proportionate (as nearly as may be) to the respective numbers of Ordinary shares held by them and,
- (ii) To the allotment (otherwise pursuant to sub-paragraph (i) above) of equity securities up to an aggregate nominal value of £382,676.01

And shall expire on the date 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 equity securities to be allotted after such expiry and the board may allot equity securities in pursuance of such an offer or agreement as if the power conferred had not expired

**BY ORDER OF THE BOARD**

**Robin Sims**

**Secretary**

**Dated: 23 September 2010**

**Registered Office  
Eden Research plc  
14 The Old Forge  
The Audley End Business Centre  
London Road  
Wendens Ambo  
Essex  
CB11 4JL**

# EDEN RESEARCH PLC

## ANNUAL GENERAL MEETING

To be held at midday on Tuesday 21st October 2010 at the 14 The Old Forge, The Audley End Business Centre, London Road, Wendens Ambo, CB11 4JL

Before completing this form of proxy, please read the Explanatory Notes overleaf.

### FORM OF PROXY

EDEN RESEARCH PLC (“the “Company”)  
ANNUAL GENERAL MEETING

I/We.....  
being a member of the Company hereby appoint the Chairman of the meeting or the following person (see note 1)

As my/our proxy to exercise all or any of my/our rights to attend, speak and vote in respect of all or (if less than all)

Ordinary shares (see note 1) of my/our entitlement on my/our behalf at the Annual General Meeting of the Company to be held at midday on Tuesday 21st October 2010 at the 14 The Old Forge, The Audley End Business Centre, London Road, Wendens Ambo, CB11 4JL and at any adjournment thereof.

I/We have indicated with an ‘X’ how I/We wish my/our votes to be cast in respect of the resolutions which are set out in the Notice of Annual General Meeting. In the absence of instructions, the person appointed proxy may vote or withhold his/her vote as he/she thinks fit on the resolutions and, unless otherwise instructed, may also vote or withhold his/her vote as he/she thinks it on any other matter (including amendments to the resolutions) which may properly come before the meeting and at any adjournment thereof.

Please indicate with an ‘X’ here if this proxy appointment is one of, multiple appointments being made\*

\*For the appointment of more than one proxy, please refer to note 2.

### RESOLUTION

Please mark ‘X’ to indicate how you wish to vote.

| Ordinary Resolution                         | For | Against | Withheld |
|---|-----|---------|----------|
| 1. Receive reports and financial statements |     |         |          |
| 2. Re appoint Baker Tilly UK Audit LLP      |     |         |          |
| Special Resolutions                         |     |         |          |
| 3. Authority to allot shares                |     |         |          |
| 4. Waive pre-emption rights                 |     |         |          |

Signature

Date:



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## NOTES: MEMBERS' RIGHT TO APPOINT A PROXY

1. A member entitled to attend and vote at the meeting is entitled to appoint one or more proxies to attend and vote on his or her behalf. A proxy need not also be a member. A member may appoint more than one proxy in relation to the meeting provided that each proxy is appointed to exercise the rights to a different share or shares held by the member.
2. To be effective, a form of proxy must be lodged, duly completed and signed, together with the power of attorney or other authority (if any) under which it is signed, or a notorially certified copy of such power or authority, at the offices of the Registrars, Capita Registrars Limited, Proxies, The Registry, 34 Beckenham Road, Beckenham, Kent BR3 4TU not less than 48 hours before the time fixed for the meeting or any adjournment thereof. A form of proxy is enclosed with this notice.
3. In the case of a corporation, a form of proxy must be executed under its common seal or signed on its behalf by a duly authorised attorney or duly authorised officer of the corporation.
4. In the case of joint holders, the vote of the senior who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the votes of the other registered holder(s) and, for this purpose, seniority will be determined by the order in which the names stand in the register of members in respect of the joint holding.
5. CREST members who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service may do so for the annual general meeting to be held on the above date and any adjournment(s) thereof by using the procedures described in the CREST Manual. CREST Personal Members or other CREST sponsored members, and those CREST members who have appointed a 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 or instruction made using the CREST service to be valid, the appropriate CREST message (a "CREST Proxy Instruction") must be properly authenticated in accordance with Euroclear UK & 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 constitutes the appointment of a proxy or 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 agent (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 timestamp applied to the message by the CREST Applications Host) from which the Company's agent is able to retrieve the message by enquiry to CREST in the manner prescribed by CREST. After this time any change of instructions to proxies appointed through CREST should be communicated to the appointee through other means.

CREST members and, where applicable, their CREST sponsors or voting service providers should note that Euroclear UK & 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.

The Company may treat as invalid a CREST Proxy Instruction in the circumstances set out in Regulation 35(5)(a) of the Uncertificated Securities Regulations 2001.

6. Appointment of a proxy will not preclude a member from attending the meeting and voting in person at the meeting if they so wish.
7. Shares in issue at 28 September 2010  
As at 28 September 2010 (being the last practicable date prior to the printing of this notice) the issued share capital of the company conferring the right to vote at the meeting consisted of 61,732,399 shares. Therefore the number of voting rights in the company as at that date was 61,732,399.

