

**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**

### **2011 ANNUAL GENERAL MEETING**

#### **NOTICE OF MEETING**

---

**Notice of an Annual General Meeting of Eden Research PLC to be held on Tuesday 21 June 2011 at 12 noon at 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 Capita Registrars, PXS, The Registry, 34 Beckenham Road, Beckenham, Kent BR3 4TU by 12 noon on Friday 17 June 2011.**

# EDEN RESEARCH PLC

(Registered in England No 3071324)

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

Registered Office  
Eden Research plc (the "Company")  
14 The Old Forge  
The Audley End Business Centre  
London Road  
Wendens Ambo  
Essex  
CB11 4JL

27 May 2011

To all Shareholders

Dear Sir or Madam,

## 2011 ANNUAL GENERAL MEETING

*This letter explains the business set out in the Notice convening the Company's Annual General Meeting for Tuesday 21 June 2011 at 12 noon 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 of the AGM

**Resolution 1** - The Directors are required by law to present to the meeting the audited accounts of the Company for the year ended 31 December 2010.

**Resolution 2** - The Company is required to appoint auditors at each general meeting at which audited accounts are presented. This resolution proposes the appointment of Grant Thornton UK LLP in place of the retiring auditor and, in line with standard practice, gives the Directors the authority to fix their remuneration.

### Special Business of the AGM

#### Resolution 3 – Increase authorised share capital

Resolution 3 increases the authorised share capital of the Company from a nominal value of £1,000,000 to a nominal value of £2,000,000.

#### Resolution 4 – Authority to allot shares

Resolution 4 gives the Directors authority to allot up to 117,013,800 ordinary shares of 1 pence each in the capital of the Company ("Ordinary Shares"), representing the balance of the unissued share capital of the Company (as increased by the passing of resolution 3).

#### Resolution 5 – Disapplication of pre-emption rights

Resolution 5 empowers the Directors to allot equity securities for cash, without first offering them to existing shareholders in proportion to their holdings. This is restricted to the issue of 117,013,800 Ordinary Shares (i.e. up to a maximum nominal value of £1,170,138), representing the balance of the unissued share capital of the Company (as increased by the passing of resolution 3). 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 but in any event so that it is received not later than 12 noon on Friday 17 June 2011. 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 that you vote in favour of the resolutions.

Yours sincerely

Sir Ben Gill  
Chairman

# EDEN RESEARCH PLC

(the "Company")

## NOTICE OF THE ANNUAL GENERAL MEETING

Notice is hereby given that the 2011 Annual General Meeting of the Company will be held on Tuesday 21 June 2011 at 12 noon at 14 The Old Forge, The Audley End Business Centre, London Road, Wendens Ambo, CB11 4JL for the purpose of considering and, if thought fit, passing the following resolutions. Resolutions 1 to 4 will be proposed as ordinary resolutions and resolution 5 as a special resolution.

### Ordinary Business

**Resolution 1: Report and accounts**

Ordinary Resolution: TO receive the statement of accounts of the Company for the year ended 31 December 2010 together with the reports of the directors and the auditors thereon.

**Resolution 2: Appointment of Auditors**

Ordinary Resolution: THAT Grant Thornton UK LLP be appointed as the auditors of the Company in place of the retiring auditors to hold office from the conclusion of this meeting until the conclusion of the next general meeting at which the requirements of section 437 of the Companies Act 2006 (the "2006 Act") are complied with and the directors of the Company (the "Directors") are hereby authorised to fix their remuneration.

### Special Business

**Resolution 3: Increase of authorised share capital**

Ordinary Resolution: THAT the authorised share capital of the Company be increased from £1,000,000 to £2,000,000 by the creation of 100,000,000 ordinary shares of 1 pence each in the capital of the Company ranking pari passu in all respects with the existing ordinary shares of 1 pence each in the capital of the Company.

**Resolution 4: Directors' authority to allot shares Ordinary Resolution:**

THAT the Directors be generally and unconditionally authorised in accordance with section 551 of the 2006 Act to allot Relevant Securities (as defined in this resolution) up to an aggregate nominal amount of £1,170,138, provided that this authority shall, unless renewed, varied or revoked by the Company in general meeting, expire on 31 December 2012, or if earlier, at the annual general meeting of the Company to be held in 2012, save that the Company may at any time before such expiry make an offer or agreement which might require Relevant Securities to be allotted after such expiry and the Directors may allot Relevant Securities to be allotted in pursuance of such offer or agreement notwithstanding that the authority hereby conferred has expired. This authority is in substitution for all previous authorities conferred on the Directors in accordance with section 551 of the 2006 Act. In this resolution, "Relevant Securities" means any shares in the capital of the Company and the grant of any right to subscribe for, or to convert any security into, shares in the capital of the Company ("Shares") but does not include the allotment of Shares or the grant of a right to subscribe for Shares in pursuance of an employee's share scheme or the allotment of Shares pursuant to any right to subscribe for, or to convert any security into, Shares.

**Resolution 5: Disapplication of pre-emption rights Special Resolution:**

THAT the Directors be generally empowered pursuant to section 570 of the 2006 Act to allot equity securities (as defined in section 560 of the 2006 Act) for cash as if section 561(1) of the 2006 Act did not apply to any such allotment pursuant to the general authority conferred on them by resolution 4 above (as varied from time to time by the Company in general meeting) PROVIDED THAT such power shall be limited to:-

- (a) the allotment of equity securities in connection with a rights issue or any other offer to holders of ordinary shares in proportion (as nearly as may be practicable) to their respective holdings and to holders of other equity securities as required by the rights of those securities or as the Directors otherwise consider necessary, but subject to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to treasury shares, fractional entitlements, record dates, legal or practical problems in or under the laws of any territory or the requirements of any regulatory body or stock exchange; and
- (b) the allotment (otherwise than pursuant to sub paragraph (a) above) of equity securities up to an aggregate nominal amount of £1,170,138 and the power hereby conferred shall operate in substitution for and to the exclusion of any previous power given to the Directors pursuant to section 570 of the 2006 Act and shall expire on whichever is the earlier of the conclusion of the annual general meeting of the Company held in 2012 or the date falling 15 months from the date of the passing of this resolution (unless renewed varied or revoked by the Company prior to or on that date) 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 Directors may allot equity securities in pursuance of such offer or agreement notwithstanding that the power conferred by this resolution has expired.

**BY ORDER OF THE BOARD**

**Robin Sims**  
**Secretary**  
**Dated: 27 May 2011**

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

**THIS PAGE INTENTIONALLY LEFT BLANK**

# Notes

1. Pursuant to Regulation 41 of the Uncertificated Securities Regulations 2001, the Company specifies that only those members registered on the Company's register of members at 12 noon on Friday 17 June 2011 shall be entitled to attend and vote at the meeting.
2. 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 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. To appoint more than one proxy, please contact the Company's registrars at the address set out in note 4.
3. A proxy does not need to be a member of the Company but must attend the meeting to represent a member. Details of how to appoint the Chairman of the meeting or another person as a proxy using the form of proxy are set out in the notes to the form of proxy.
4. 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 notarially certified copy of such power or authority, at the offices of the Registrars, Capita Registrars Limited, PXS, The Registry, 34 Beckenham Road, Beckenham, Kent BR3 4TU not later than 12 noon on Friday 17 June 2011. A form of proxy is enclosed with this notice.
5. 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.
6. 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.
7. 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.

8. Appointment of a proxy will not preclude a member from attending the meeting and voting in person at the meeting if they so wish.
9. As at 5.00 p.m. on the day immediately prior to the date of posting of this notice, the issued share capital of the Company conferring the right to vote at the meeting consisted of 82,986,200 ordinary shares of 1 pence each. Therefore the number of voting rights in the company as at that date was 82,986,200.

