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

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## **Eden Research plc**

**(Incorporated and registered in England and Wales with Registered No. 03071324)**

### **2013 Annual General Meeting Notice of Meeting**

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**Notice of the Annual General Meeting of Eden Research plc to be held at The Farmers' Club, 3 Whitehall Court, London, SW1A 2EL at 12.00p.m. on 24 June 2013 is set out at the end of this document. A Form of Proxy for use at the meeting is attached and should be completed, signed and returned to Capita Registrars, PXS, The Registry, 34 Beckenham Road, Beckenham, Kent, BR3 4TU as soon as possible, and in any event so as to arrive by 12.00p.m. on 21 June 2013. Completion of Forms of Proxy will not preclude Shareholders from attending and voting at the Annual General Meeting should they so wish. For full details of proxy appointments, see the notes to the Notice of Annual General Meeting and the Form of Proxy.**

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### EXPECTED TIMETABLE OF PRINCIPAL EVENTS

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Latest time and date for receipt of Forms of Proxy	12.00p.m. on 21 June 2013
Annual General Meeting	12.00p.m. on 24 June 2013

## DEFINITIONS

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"Annual General Meeting" or "AGM"	the annual general meeting of Eden convened for 12.00p.m. on 24 June 2013, notice of which is set out at the end of this document;
"Board" or "Directors"	the directors of Eden, whose names are set out on page 4 of this document or any duly authorised committee thereof;
"Form of Proxy"	the form of proxy for use by Shareholders in connection with the Annual General Meeting, which is enclosed with this document;
"Eden" or "Company"	Eden Research plc;
"Ordinary Shares"	ordinary shares of 1 pence each in the capital of Eden;
"Resolutions"	the resolutions to be put to Shareholders at the Annual General Meeting; and
"Shareholders"	holders of Ordinary Shares.

## LETTER FROM THE CHAIRMAN OF EDEN RESEARCH PLC

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# EDEN RESEARCH PLC

(Incorporated and registered in England and Wales with Registered No. 03071324)

*Directors:*

Sir Arthur Benjamin Norman Gill (Non-executive Chairman)  
Kenneth Williams Brooks (Executive Deputy Chairman)  
Clive Roland Newitt (Managing Director)  
Alex John Abrey (Chief Financial Officer)  
Tom Geoffrey Lupton (Non-Executive Director)

*Registered Office:*

Eden Research plc  
The Hawk Creative Business Park  
The Hawkhills Estate  
Easingwold  
York  
YO61 3FE

31 May 2013

*To Shareholders and, for information purposes only, to the holders of options and warrants to subscribe for Ordinary Shares*

Dear Shareholder,

### 1. INTRODUCTION

I am pleased to be writing to you with details of our Annual General Meeting which we are holding at The Farmers' Club, 3 Whitehall Court, London, SW1A 2EL at 12.00p.m. on 24 June 2013. The formal notice of Annual General Meeting is set out on pages 7 to 9 of this document.

The purpose of this letter is to provide Shareholders with details of the resolutions to be proposed at the AGM. The Resolutions to be proposed at the AGM include, amongst other things, resolutions to authorise the Directors to allot new Ordinary Shares and to disapply statutory pre-emption rights on the allotment of new Ordinary Shares.

If you would like to vote on the Resolutions but cannot attend the AGM, please complete the Form of Proxy enclosed with this document and return it to Capita Registrars, PXS, The Registry, 34 Beckenham Road, Beckenham, Kent, BR3 4TU as soon as possible and, in any event, so as to be received by no later than 12.00p.m. on 21 June 2013.

### 2. BUSINESS TO BE TRANSACTED AT THE AGM

Details of the Resolutions which are to be proposed at the Annual General Meeting are set out below.

#### ***Ordinary resolution 1: Annual Report 2012***

The business of the Annual General Meeting will begin with a resolution to lay before members the Annual Report in respect of the year ended 31 December 2012 (the "**Annual Report 2012**"). Shareholders will have the opportunity to put questions on the Annual Report 2012 to the Directors before the resolution is proposed to the Annual General Meeting.

#### ***Ordinary resolution 2: Re-appointment of auditors***

Shareholders will be asked to confirm the re-appointment of Grant Thornton UK Plc as the Company's auditors to hold office until the conclusion of the next annual general meeting and to grant authority to the Directors to determine the auditors' remuneration.

**Ordinary Resolution 3: Re-election of Director**

Shareholders are asked to re-elect as a Director, Kenneth Williams Brooks, who is retiring in accordance with the Company's Articles and who being eligible is offering himself for re-election.

**Ordinary Resolution 4: Re-election of Director**

Shareholders are asked to re-elect as a Director, Clive Roland Newitt, who is retiring in accordance with the Company's Articles and who being eligible is offering himself for re-election.

**Ordinary resolution 5: Grant of authority to the Directors to allot Ordinary Shares**

At last year's annual general meeting of the Company, Shareholders passed a resolution giving the Directors authority to allot Ordinary Shares. That power expires following the conclusion of the Annual General Meeting and the Directors therefore propose that the relevant authority is renewed and increased at the Annual General Meeting and, accordingly, have proposed resolution 5 in the Notice of Annual General Meeting to do this.

It is proposed that the Directors be authorised to allot Ordinary Shares up to a maximum nominal value of £767,226 (representing 76,722,502 Ordinary Shares) which represents approximately 51.5 per cent. of the Company's issued share capital (excluding treasury shares) as at 30 May 2013 (being the latest practicable date prior to publication of this document).

This renewed authority would expire at the conclusion of next year's annual general meeting.

**Special resolution 6: Disapplication of statutory pre-emption rights on allotment of shares**

If the Directors wish to allot unissued shares or other equity securities for cash or sell any shares which the Company may hold in treasury following a purchase of its own shares, the Companies Act 2006 requires that such shares or other equity securities are offered first to existing shareholders in proportion to their existing holdings. At the annual general meeting of the Company held last year, Shareholders passed a special resolution giving the Directors authority to allot equity securities for cash, without first being required to offer such securities to existing shareholders, subject to certain parameters. That power expires following the conclusion of the Annual General Meeting and the Directors therefore propose that the relevant authority is renewed and increased at the Annual General Meeting and, accordingly, have proposed resolution 6 in the Notice of Annual General Meeting to do this.

Resolution 6 will, if passed, give the Directors power, pursuant to the authority to allot granted by Resolution 5, to allot equity securities (as defined by section 560 of the Companies Act 2006) or sell treasury shares for cash without first offering them to existing Shareholders in proportion to their existing holdings up to a maximum nominal amount of £191,807 which represents approximately 15.6 per cent. of the Company's issued share capital (excluding treasury shares) as at 30 May 2013 (being the latest practicable date prior to publication of this document).

The total number of Ordinary Shares in issue as at 30 May 2013 (being the latest practicable date prior to the publication of this document) is 123,277,498. The Company does not currently hold any treasury shares.

The proposed resolution also disapplies the statutory pre-emption provisions in connection with pre-emptive offers and offers to holders of other equity securities if required by the rights of those securities or as the Directors otherwise consider necessary, and allows the Directors, in the case of any such offer, to make arrangements in relation to fractional entitlements or other legal or practical problems which might arise.

This authority would expire at the conclusion of next year's annual general meeting.

### **3. ANNUAL GENERAL MEETING**

On pages 7 to 9 of this document there is a notice convening the Annual General Meeting to be held at The Farmers' Club, 3 Whitehall Court, London, SW1A 2EL at 12.00p.m. on 24 June 2013.

### **4. ACTION TO BE TAKEN**

You are entitled to appoint one or more proxies to attend and vote at the Annual General Meeting on your behalf. You will find enclosed with this document a Form of Proxy for use in connection with the Annual General Meeting. Whether or not you propose to attend the Annual General Meeting in person, you are requested to complete and return the Form of Proxy to Capita Registrars, PXS, The Registry, 34 Beckenham Road, Beckenham, Kent, BR3 4TU as soon as possible and, in any event, so as to be received no later than by 12.00p.m. on 21 June 2013. Completion and return of a Form of Proxy will not stop you from attending the Annual General Meeting and voting in person should you so wish.

### **5. RECOMMENDATION**

The Directors consider the Resolutions to be proposed at the Annual General Meeting to be in the best interests of the Company and Shareholders as a whole. Accordingly, the Directors unanimously recommend that Shareholders vote in favour of all of the resolutions to be proposed at the Annual General Meeting, as the Directors intend to do in respect of their own beneficial holdings, being 3,860,520 Ordinary Shares, representing approximately 3.13 per cent. of the Company's existing issued ordinary share capital as at 30 May 2013 (being the latest practicable date prior to publication of this document).

Yours faithfully

**SIR BEN GILL**  
**NON-EXECUTIVE CHAIRMAN**

COMPANY NUMBER. 03071324

**EDEN RESEARCH PLC  
(THE "COMPANY")**

**NOTICE OF ANNUAL GENERAL MEETING**

**NOTICE IS HEREBY GIVEN THAT** the Annual General Meeting of the Company will be held at The Farmers' Club, 3 Whitehall Court, London, SW1A 2EL at 12.00p.m. on 24 June 2013 in order to consider and, if thought fit, pass the following resolutions of which resolutions 1 to 5 (inclusive) will be proposed as ordinary resolutions and resolution 6 will be proposed as a special resolution:-

**Ordinary Resolutions**

- 1 To receive, consider and adopt the Company's annual accounts and financial statements for the year ended 31 December 2012 together with the Directors' report and auditors' report on those accounts.
- 2 To re-appoint Grant Thornton UK Plc as auditors to the Company until the conclusion of the next annual general meeting of the Company and to authorise the directors to determine their remuneration.
3. To re-elect as a Director, Kenneth Williams Brooks, who is retiring in accordance with the Company's Articles of Association and who being eligible is offering himself for re-election.
4. To re-elect as a Director, Clive Roland Newitt, who is retiring in accordance with the Company's Articles of Association and who being eligible is offering himself for re-election
5. **THAT** the Directors be generally and unconditionally authorised to allot Relevant Securities (as defined in the notes to this Notice of AGM) comprising equity securities (as defined by section 560 of the Companies Act 2006 (the "**Act**")) up to an aggregate nominal amount of £767,226 to such persons and at such times and on such terms as they think proper, provided that this authority shall, unless renewed, varied or revoked by the Company, expire on the date which is 18 months after the date on which this resolution is passed or, if earlier, the date of the next annual general meeting of the Company save that the Company may, before such expiry, make offers or agreements which would or might require Relevant Securities to be allotted and the Directors may allot Relevant Securities in pursuance of such offers or agreements notwithstanding that the authority conferred by this resolution has expired.

This resolution revokes and replaces all unexercised powers previously granted to the Directors to allot equity securities as if section 551 of the Companies Act 2006 did not apply but without prejudice to any allotment of equity securities already made or agreed to be made pursuant to such authorities.

**Special Resolution**

- 6.(a) **THAT**, subject to and conditional on the passing of Resolution 5 above, the Directors of the Company be and are hereby generally and unconditionally empowered, pursuant to section 570 of the Act, to allot equity securities (as defined by section 560 of the Act) for cash, either pursuant to the authority conferred by Resolution 5 above or by way of a sale of treasury shares, as if section 561(1) of the Act did not apply to any such allotment, provided that this power shall be limited to the allotment of equity securities pursuant to an offer or issue by way of rights, open offer or other pre-emptive offer:

- (i) to the holders of ordinary shares and other person entitled to participate therein in proportion (as nearly as may be practicable) to their respective holdings; and
  - (ii) to holders of other equity securities as required by the rights of those securities or as the Directors of the Company otherwise consider necessary, but subject to such exclusions or other arrangements as the Directors of the Company 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
- 6.(b) The allotment (otherwise than pursuant to paragraph 6(a) above) of equity securities for cash up to an aggregate nominal amount of £191,807; as if section 561(1) of the Act did not apply to such an allotment,

and such power shall expire (if it has not previously expired by non-fulfilment of conditions) on the date which is 18 months after the date on which this resolution is passed or, if earlier, the conclusion of the Company's next annual general meeting (unless renewed, varied or revoked by the Company prior to or on such date) save that the Company may, before such expiry make offers or agreements which would or might require equity securities to be allotted after such expiry and the Directors may allot equity securities in pursuance of any such offer or agreement notwithstanding that the power conferred by this resolution has expired.

Dated: 31 May 2013

Registered Office:

Eden Research plc  
The Hawk Creative Business Park  
The Hawkhills Estate  
Easingwold  
York  
YO61 3FE

By order of the Board:

Robin Sims  
**Secretary**

## Notes

1. Members are entitled to appoint a proxy to exercise all or any of their rights to attend and to speak and vote on their behalf at the meeting. A shareholder may appoint more than one proxy in relation to the Annual General Meeting provided that each proxy is appointed to exercise the rights attached to a different share or shares held by that shareholder. Where more than one proxy is appointed, a member must specify the number of shares the rights in respect of which each proxy is entitled to exercise. A proxy need not be a shareholder of the Company. A Form of Proxy which may be used to make such appointment and give proxy instructions accompanies this notice.
2. To be valid, the Form of Proxy must be received by Capita Registrars, PXS, The Registry, 34 Beckenham Road, Beckenham, Kent, BR3 4TU as soon as possible and, in any event, so as to be received no later than by 12.00p.m. on 21 June 2013.
3. The return of a completed Form of Proxy will not prevent a shareholder attending the Annual General Meeting and voting in person if he/she wishes to do so.

4. Pursuant to regulation 41 of the Uncertificated Securities Regulations 2001, only shareholders registered in the register of members of the Company as at 6.00p.m. on 21 June 2013 shall be entitled to attend and vote at the Annual General Meeting in respect of the number of shares registered in their name at such time. If the Annual General Meeting is adjourned, the time by which a person must be entered on the register of members of the Company in order to have the right to attend and vote at the adjourned meeting is 6.00 p.m on the day preceding the date fixed for the adjourned meeting. Changes to the register of members after the relevant times shall be disregarded in determining the rights of any person to attend and vote at the meeting.
5. As at 30 May 2013 (being the latest practicable date prior to the publication of this document), the Company's issued share capital consists of 123,277,498 Ordinary Shares of 1p each and which each carry one vote. Therefore, the total voting rights in the Company as at 30 May 2013 are 123,277,498.
6. Corporate shareholders are entitled to appoint a corporate representative to exercise all or any of their rights to attend and to speak and vote (on a show of hands and on a poll) on their behalf at the meeting. A corporate shareholder may appoint more than one corporate representative in relation to the Annual General Meeting. Where more than one corporate representative is appointed on a vote by show of hands, each corporate representative has the same voting rights as the corporate shareholder would be entitled to. Where more than one corporate representative is appointed on a poll vote, if all corporate representatives exercise their power in the same way, the power is exercised in that way, if they do not exercise the power in the same way as each other, the power is not treated as exercised.

"Relevant Securities" means shares in the Company other than shares allotted pursuant to:

- a. an employee share scheme (as defined by section 1166 of the Act);
- b. a right to subscribe for shares in the Company where the grant of the right itself constituted a Relevant Security; or
- c. a right to convert securities into shares in the Company where the grant of the right itself constituted a Relevant Security.

Any right to subscribe for or to convert any security into shares in the Company other than rights to subscribe for or convert any security into shares allotted pursuant to an employee share scheme (as defined by section 1166 of the Act). References to the allotment of Relevant Securities in the resolutions include the grant of such rights.