

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION. IT CONTAINS THE RESOLUTIONS TO BE VOTED ON AT THE COMPANY'S ANNUAL GENERAL MEETING TO BE HELD ON 17 SEPTEMBER 2010.

When considering what action you should take, you are recommended immediately to consult a stockbroker, bank manager, solicitor, accountant or other independent financial adviser authorised under the Financial Services and Markets Act 2000.

If you have sold or otherwise transferred all of your shares in Blinkx plc (the "Company") please forward this document together with the enclosed form of proxy at once to the purchaser or transferee or to the stockbroker or other agent through whom the sale or transfer was effected, for transmission to the purchaser or transferee. If you have sold or otherwise transferred some of your shares in the Company, you should consult with the stockbroker, bank or other agent through whom the sale or transfer was effected.

Please see the attached explanatory notes for further details on the resolutions to be proposed at the Annual General Meeting.



Blinkx plc

(Incorporated and registered in England and Wales with no 6223359)

Notice of Annual General Meeting

Notice is hereby given that the Annual General Meeting of Blinkx plc will be held at the offices of the Company at Cambridge Business Park, Cowley Road, Cambridge CB4 0WZ on 17 September 2010 at 9.00a.m. (London time) to consider and, if thought fit, to pass Resolutions 1 to 6 as ordinary resolutions of the Company and Resolutions 7, 8 and 9 as special resolutions:

Resolutions are set forth on the following pages.

2010 AGM Resolutions

ORDINARY RESOLUTIONS

Resolution 1

To receive and adopt the Company's annual accounts for the financial year ended 31 March 2010 together with the directors' report and auditors' report on these accounts.

Resolution 2

To re-elect Dr Michael Lynch as a director of the Company.

Resolution 3

To re-elect Mr Suranga Chandratillake as a director of the Company.

Resolution 4

To re-appoint Deloitte LLP as auditors of the Company in accordance with section 489 of the Companies Act 2006 to hold office until the conclusion of the next general meeting at which the accounts of the Company are laid.

Resolution 5

To authorise the directors of the Company to determine the auditors' remuneration for the ensuing year.

Resolution 6

That the directors be and are hereby generally and unconditionally authorised for the purposes of section 551 of the Companies Act 2006 (the "Act") to exercise all powers of the Company to allot equity securities (within the meaning of section 560 of the Act) up to an aggregate nominal amount of £1,028,579, provided that this authority shall, unless renewed, varied or revoked by the Company in general meeting, expire on the earlier of 15 months after the passing of this Resolution or at the completion of the Annual General Meeting of the Company to be held in 2011, but 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 authority conferred by this resolution has expired. This authority is in substitution for all previous authorities conferred upon the directors pursuant to section 551 of the Act, but without prejudice to the allotment of any equity securities already made or to be made pursuant to such authorities.

SPECIAL RESOLUTIONS

Resolution 7

That, subject to the passing of Resolution 6 above, the directors be and are empowered pursuant to section 570 of the Companies Act 2006 (the "Act") to allot equity securities (within the meaning of section 560 of the Act) wholly for cash pursuant to the authority conferred by Resolution 6 above as if section 561 of the Act or any pre-emption provisions contained in the Company's articles of association did not apply to any such allotment, provided that this power shall be limited to the allotment of equity securities:

- (a) in connection with an offer of equity securities by way of rights to holders of equity securities in proportion (as nearly as may be practicable) to their respective holdings of such equity securities, but subject to such exclusions or other arrangements as the directors may deem necessary or expedient in relation to fractional entitlements or any legal or practical problems in or under the laws of any territory, or the requirements of any regulatory body or stock exchange; and

2010 AGM Resolutions (continued)

- (b) otherwise than pursuant to sub-paragraph (a) above up to an aggregate nominal amount of £154,287.

such power (unless previously revoked, varied or renewed) shall expire on the earlier of 15 months after the passing of this resolution or the conclusion of the Annual General Meeting of the Company to be held in 2011, 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 any such offer or agreement as if the power conferred by this resolution had not expired.

This power applies in relation to a sale of shares which is an allotment of equity securities by virtue of section 560 of the Act as if in the first paragraph of this resolution the words "pursuant to the authority conferred by Resolution 6 above" were omitted.

Resolution 8

That the Company be and is hereby generally and unconditionally authorised for the purposes of section 701 of the Companies Act 2006 (the "Act") to make market purchases (within the meaning of section 694 of the Act) of any of the ordinary shares of one pence each in the capital of the Company ("Ordinary Shares") on such terms and in such manner as the directors of the Company may from time to time determine provided that:

- (a) the maximum aggregate number of Ordinary Shares hereby authorised to be purchased is 30,857,378, representing approximately 10% of the issued share capital of the Company as at 29 July 2010;
- (b) the minimum price which may be paid for any such Ordinary Share is one pence, exclusive of the expenses of purchase (if any) payable by the Company;
- (c) the maximum price, exclusive of the expenses of purchase (if any) payable by the Company, which may be paid for any such Ordinary Share under this authority is an amount equal to 105% of the average of the middle market closing quotations for an ordinary share as derived from the Daily Official List of the London Stock Exchange for the five business days immediately preceding the day of purchase; and
- (d) unless previously renewed, revoked or varied, the authority hereby conferred shall expire on the earlier of 15 months after the passing of this resolution or at the conclusion of the Annual General Meeting of the Company to be held in 2011, but a contract for purchase may be made before such expiry which will or may be executed wholly or partly thereafter and a purchase of Ordinary Shares may be made in pursuance of such contract.

Resolution 9

That 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 articles of association of the Company in substitution for, and to the exclusion of, the existing articles of association, together with those provisions of the memorandum of association which are deemed to form part of the existing articles of association.

By order of the Board

Frances Smith, Company Secretary

Registered Office

Cambridge Business Park
Cowley Road
Cambridge, CB4 0WZ
29 July 2010

Recommendation

The directors of the Company consider that the proposals set before the meeting are in the best interests of the Company and its shareholders in general. They therefore recommend that you vote in favour of all of the Resolutions set out above, as they intend to do in respect of their own beneficial holdings.

Explanatory notes

Annual Report and Accounts (Resolution 1)

The directors of the Company are required by the Companies Act 2006 (the “Act”) to lay the accounts of the Company for the financial year ended 31 March 2010, the report of the directors and the report of the auditors of the Company on those accounts.

Re-election of directors (Resolutions 2 & 3)

The Company’s articles of association require that one third of the directors be subject to re-election at each Annual General Meeting, and additionally that any director who was a director at each of the previous two annual general meetings, and who was not re-elected at such meetings also be subject to re-election. Therefore, Suranga Chandratillake and Dr. Michael Lynch are each standing for re-election and their biographies are contained in the Company’s Annual Report and Accounts for 2010. The Board of Directors believes that both Mr Chandratillake and Dr. Lynch have provided, and continue to provide, good service to the Company well beyond their respective contractual remits, and therefore should each be re-elected.

Re-appointment of auditors (Resolution 4)

The Company is required under section 489 of the Act to appoint auditors at each general meeting at which accounts are laid, such auditors to hold office until the next such meeting. Resolution 4 proposes the re-appointment of Deloitte LLP as auditors of the Company.

Remuneration of auditors (Resolution 5)

Resolution 5 authorises the directors to determine the auditors’ remuneration for the ensuing year, pursuant to section 492 of the Act.

Authority to allot ordinary shares (Resolution 6)

Resolution 6 authorises the directors to allot generally relevant securities under section 551 of the Act up to a maximum nominal value of £1,028,579 (representing approximately one third of the issued share capital of the Company as at 29 July 2010). This authority will expire on the earlier of 15 months after the passing of the Resolution or on the conclusion of the Annual General Meeting of the Company to be held in 2011. The Company holds no treasury shares as at 29 July 2010. The directors have no current plans to utilise this authority.

Resolutions 1-6 above will be proposed as ordinary resolutions.

More than 50% of the votes cast must support these resolutions in order for the resolutions to be passed.

Authority to allot ordinary shares for cash (Resolution 7)

Under section 561 of the Act, if the directors wish to allot any of the unissued ordinary shares for cash they must in the first instance offer them to existing ordinary shareholders in proportion to their ordinary shareholding. There may be occasions, however, when the directors will need the flexibility to finance business opportunities by the issue of ordinary shares without a pre-emptive offer to existing ordinary shareholders.

Explanatory notes (continued)

Resolution 7 imposes a limit of approximately 5% of the issued ordinary share capital as at 29 July 2010 on the issue of new shares and the sale of any treasury shares without first offering them to existing ordinary shareholders. Resolution 7 also seeks a disapplication of the pre-emption rights on a rights issue (or other pre-emptive type issue) so as to allow the directors to make exclusions or such other arrangements as may be appropriate to resolve legal or practical problems which, for example, might arise with overseas ordinary shareholders. This authority will expire on the earlier of 15 months after the passing of Resolution 7 or on the conclusion of the Annual General Meeting of the Company to be held in 2011.

The directors have no present intention of using the authority proposed to be granted by Resolution 7.

Authority to purchase Company's own shares (Resolution 8)

In certain circumstances, subject to the provisions of the Act, it may be advantageous for the Company to purchase its own shares and Resolution 8 seeks authority from the shareholders to do so up to a limit of approximately 10% of the issued share capital. The directors intend to seek renewal of these powers at subsequent Annual General Meetings. The directors intend to exercise this power only when, in light of market conditions prevailing at the time, they believe that the effect of such purchases will be to increase earnings per share and is in the best interests of shareholders generally. Other investment opportunities, appropriate gearing levels and the overall position of the Company will be taken into account before deciding upon this course of action. Any shares purchased in this way will be cancelled and the number of shares in issue will be accordingly reduced.

As at 29 July 2010, there are outstanding options to subscribe for 14,976,192 million new Ordinary Shares, representing approximately 4.9% of the issued ordinary share capital of the Company. As at 29 July 2010 there are 70,000 warrants to subscribe for equity shares outstanding. If the proposed authority to purchase its own shares is fully exercised by the Company and all shares purchased by the Company are cancelled, the outstanding options and warrants will represent approximately 5.4% of the issued ordinary share capital of the Company.

Amendments to Articles of Association (Resolution 9)

This resolution is proposed to amend the current articles of association of the Company (the "Current Articles") to reflect changes to company legislation as a result of the implementation of the Act.

The principal changes introduced in the new articles of association of the Company proposed to be adopted pursuant to Resolution 9 (the "New Articles") are set out in the Appendix to this document. The New Articles also include some other changes (which are of a minor, technical or clarifying nature), and some further minor changes which are intended to accurately reflect the provisions of the Act. A copy of the the New Articles, which shows all of the changes made by the New Articles to the Current Articles, is available for inspection, as noted on page 8 of this document.

*Resolutions 7, 8 and 9 above will be proposed as special resolutions.
At least 75% of the votes cast must support these resolutions in order for the resolutions to be passed.*

Meeting and Voting Notes

Entitlement to attend, vote and ask questions

- (1) Pursuant to Regulation 41 of the Uncertificated Securities Regulations 2001, the Company specifies that only those shareholders registered in the register of members of the Company as at 6.00 p.m. (London time) on Wednesday 15 September 2010 shall be entitled to attend and vote at the Annual General Meeting in respect of the number of shares registered in their name at that time. Changes to entries on the relevant register of securities after 6.00 p.m. (London time) on Wednesday 15 September 2010 shall be disregarded in determining the rights of any person to attend or vote at the Annual General Meeting.

Appointment of proxies

- (2) If you are a member of the Company at the time set out in note 1 above, you are entitled to appoint a proxy to exercise all or any of your rights to attend, speak and vote at the Annual General Meeting and you should have received a personalised proxy form with this notice of meeting. You can only appoint a proxy using the procedures set out in these notes and the notes to the proxy form. If you do not have a personalised proxy form and believe that you should, please contact the Company's Registrars, Computershare Investor Services PLC, on 0870 707 1593 or at Computershare Investor Services PLC, The Pavilions, Bridgwater Road, Bristol BS99 6ZY.
- (3) If you are not a member of the Company but you have been nominated by a member of the Company to enjoy information rights, you do not have a right to appoint any proxies under the procedures set out in this "Appointment of proxies" section.
- (4) A proxy does not need to be a member of the Company but must attend the Annual General Meeting to represent you. Details of how to appoint the Chairman of the Meeting or another person as your proxy using the proxy form are set out in the notes to the proxy form. If you wish your proxy to speak on your behalf at the Meeting you will need to appoint your own choice of proxy (not the Chairman) and give your instructions directly to them.
- (5) You may appoint more than one proxy provided each proxy is appointed to exercise rights attached to different shares. You may not appoint more than one proxy to exercise rights attached to any one share. To appoint more than one proxy, you will need to complete a separate proxy form in relation to each appointment. To request additional proxy forms, please contact the Company's Registrars, Computershare Investor Services PLC, on 0870 707 1593 or at Computershare Investor Services PLC, The Pavilions, Bridgwater Road, Bristol BS99 6ZY. You will need to state clearly on each proxy form the number of shares in relation to which the proxy is appointed. A failure to specify the number of shares a proxy appointment relates to or specifying a number of shares in excess of those held by the member will result in the proxy appointment being invalid.
- (6) A vote withheld is not a vote in law, which means that the vote will not be counted in the calculation of votes for or against the resolution. If no voting indication is given, your proxy will vote or abstain from voting at his or her discretion. Your proxy will vote (or abstain from voting) as he or she thinks fit in relation to any other matter which is put before the Meeting.

Appointment of proxy using hard copy proxy form

- (7) The notes to the proxy form explain how to direct your proxy to vote on each resolution or withhold their vote. To appoint a proxy using the proxy form, the form must be:
 - completed and signed;
 - sent or delivered to Computershare Investor Services PLC at The Pavilions, Bridgwater Road, Bristol BS99 6ZY; and
 - received by Computershare Investor Services PLC no later than 9.00 a.m. (London time) on Wednesday 15 September 2010.

In the case of a member which is a company, the proxy form must be executed under its common seal or signed on its behalf by an officer of the company or an attorney for the company.

Any power of attorney or any other authority under which the proxy form is signed (or a duly certified copy of such power or authority) must be included with the proxy form.

Appointment of proxy by joint members

- (8) In the case of joint holders, where more than one of the joint holders purports to appoint a proxy, only the appointment submitted by the most senior holder will be accepted. Seniority is determined by the order in which the names of the joint holders appear in the Company's register of members in respect of the joint holding (the first-named being the most senior).

Changing proxy instructions

- (9) To change your proxy instructions simply submit a new proxy appointment using the methods set out above. Note that the cut-off time for receipt of proxy appointments (see above) also apply in relation to amended instructions; any amended proxy appointment received after the relevant cut-off time will be disregarded.

Where you have appointed a proxy using the proxy form and would like to change the instructions using another proxy form, please contact Computershare Investor Services PLC at The Pavilions, Bridgwater Road, Bristol BS99 6ZY.

If you submit more than one valid proxy appointment in relation to rights attached to a particular share or number of shares, the appointment received last before the latest time for the receipt of proxies will take precedence.

Termination of proxy appointments

- (10) In order to revoke a proxy instruction you will need to inform the Company by sending a signed hard copy notice clearly stating your intention to revoke your proxy appointment to Computershare Investor Services PLC at The Pavilions, Bridgwater Road, Bristol BS99 6ZY. In the case of a member which is a company, the revocation notice must be executed under its common seal or signed on its behalf by an officer of the company or an attorney for the company. Any power of attorney or any other authority under which the revocation notice is signed (or a duly certified copy of such power or authority) must be included with the revocation notice.

The revocation notice must be received by Computershare Investor Services PLC no later than 9.00a.m. (London time) on Wednesday 15 September 2010.

Appointment of a proxy does not preclude you from attending the Annual General Meeting and voting in person. If you have appointed a proxy and attend the Annual General Meeting in person, your proxy appointment will automatically be terminated.

Issued shares and total voting rights

- (11) As at 6.00p.m. (London time) on 29 July 2010, the Company's issued share capital comprised 308,573,780 ordinary shares of one pence each. Each ordinary share carries the right to one vote at a general meeting of the Company and, therefore, the total number of voting rights in the Company as at 6.00p.m. (London time) on 29 July 2010 is 308,573,780.

Communication

- (12) Except as provided above, members who have general queries about the Annual General Meeting should use the following means of communication (no other methods of communication will be accepted):

- calling Investor Relations at Financial Dynamics on +44 207 7831 3113 or Registrars on +44 870 707 1593; or
- by email to blinkx@fd.com.

You may not use any electronic address provided either:

- in this notice of Annual General Meeting; or
 - any related documents (including the CEO's letter and proxy form),
- to communicate with the Company for any purposes other than those expressly stated.

Documents on display

- (13) The following documents are available for inspection on any day (except Saturday, Sunday and Bank Holidays) up to and including the date of the Annual General Meeting during usual business hours at the registered office of the Company and will, on the date of the Annual General Meeting, be available for inspection at the meeting from 8.45a.m. (London time) until the conclusion of the meeting:

- the memorandum of association of the Company and the Current Articles; and
- the New Articles, showing the changes proposed to be made to the Current Articles pursuant to Resolution 9.

In addition, in accordance with section 311A of the Act, the Company shall make available the information referred to in that section on its website at <http://www.blinkx.com/>.

APPENDIX

EXPLANATORY NOTES OF PRINCIPAL CHANGES TO THE CURRENT ARTICLES MADE BY THE NEW ARTICLES

1. The Company's objects

The provisions regulating the operations of the Company are currently set out in the Company's memorandum of association (the "memorandum") and in the Current Articles. The Company's memorandum contains, *inter alia*, the objects clause which sets out the scope of the activities the Company is authorised to undertake. This is drafted to give a wide scope.

The Act significantly reduces the constitutional significance of the memorandum. The Act provides that a memorandum will record only the names of subscribers and the number of shares each subscriber has agreed to take in the company. Under the Act, the objects clause and all other provisions which are contained in a company's memorandum, for companies which were in existence as at 1 October 2009, are deemed to be contained in the Company's articles of association, but the company can remove these provisions by special resolution.

Furthermore, the Act states that unless a company's articles of association provide otherwise, a company's objects are unrestricted. This abolishes the need for companies to have objects clauses. For this reason, 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. Resolution 9 confirms the removal of these provisions for the Company. As the effect of this resolution will be to remove the statement currently in the Company's memorandum of association regarding the limited liability of shareholders, the New Articles also contain an express statement to the effect that the liability of shareholders is limited.

2. Articles Which Duplicate Statutory Provisions

Provisions in the Current Articles which replicate provisions contained in the Act are in the main to be removed in the New Articles. This is in line with the approach advocated by the Government that statutory provisions should not be duplicated in a company's constitution.

3. Change of name

Currently, the Company can only change its name by special resolution. Under the Act a company is now able to change its name by other means provided for by its articles. To take advantage of this provision, the New Articles enable the directors to pass a resolution to change the Company's name. This right is without prejudice to the right of shareholders to change the Company's name by special resolution.

4. Authorised share capital and unissued shares

The Act abolishes the requirement for a company to have an authorised share capital and the New Articles reflect this. Directors will still be limited as to the number of shares they can at any time allot because allotment authority continues to be required under the Act, save in respect of shares allotted pursuant to employee share schemes.

5. Authority to purchase own shares, consolidate and sub-divide shares, and reduce share capital

Under the Companies Act 1985 a company required specific enabling provisions in its articles to purchase its own shares, to consolidate or sub-divide its shares and to reduce its share capital or other undistributable reserves as well as shareholder authority to undertake the relevant action. The Current Articles include these enabling provisions. Under the Act a company only requires shareholder authority to do any of these things and it will no longer be necessary for articles to contain enabling provisions. Accordingly the relevant enabling provisions have been removed in the New Articles.

6. Use of seals

Under the Companies Act 1985 a company required authority in its articles to have an official seal for use abroad. Now, under the Act such authority is no longer be required. Accordingly the relevant authorisation has been removed in the New Articles.

The New Articles provide an alternative option for execution of documents (other than share certificates). Under the New Articles, when the seal is affixed to a document it may be signed by one authorised person in the presence of a witness, whereas previously the requirement was for signature by either a director and the secretary or two directors or such other person or persons as the directors may approve.

7. Suspension of registration of share transfers

The Current Articles permit the directors to suspend the registration of transfers. Under the Act, share transfers must be registered as soon as practicable. The power in the Current Articles to suspend the registration of transfers is inconsistent with this requirement. Accordingly, this power has been removed in the New Articles.

8. Vacation of office by directors

The Current Articles specify the circumstances in which a director must vacate office. The New Articles update these provisions to reflect the approach taken on mental incapacity of a director in the model articles for public companies produced by the Department for Business, Enterprise and Regulatory Reform.

9. Variation of Class Rights

The Current Articles contain provisions regarding the variation of class rights. The proceedings and specific quorum requirements for a meeting convened to vary class rights are contained in the Act. The relevant provisions have therefore been removed in the New Articles.

10. Votes of Members

Under the Act proxies are entitled to vote on a show of hands, whereas under the Current Articles proxies are only entitled to vote on a poll. The time limits for the appointment or termination of a proxy appointment have been altered by the Act so that the articles cannot provide that they must be received any more than 48 hours before the meeting or in the case of a poll taken more than 48 hours after the meeting, more than 24 hours before the time for the taking of a poll, with weekends and bank holidays being permitted to be excluded for this purpose. Multiple proxies may be appointed provided that each proxy is appointed to exercise the rights attached to a different share held by the shareholder. The New Articles reflect all of these new provisions.

11. Convening General Meetings

At the 2009 AGM shareholders approved a special resolution amending the Current Articles to reflect the new law regarding the length of notice required to convene general meetings. Previously, general meetings to consider a special resolution were required to be convened on 21 days notice and now under the Act general meetings may be convened on 14 days' notice. The New Articles reflect this provision.

12. Conflicts of Interest

The Act sets out directors' general duties which largely codify the existing law but with some changes. Under the Act, from 1 October 2008 a director must avoid a situation where he has, or can have, a direct or indirect interest that conflicts, or possibly may conflict with the company's interests. The requirement is very broad and could apply, for example, if a director becomes a director of another company or a trustee of another organisation. The Act allows directors of public companies to authorise conflicts and potential conflicts, where appropriate, where the articles of association contain a provision to this effect. The Act also allows the articles of association to contain other provisions for dealing with directors' conflicts of interest to avoid a breach of duty. The New Articles give the Directors authority to approve such situations and to include other provisions to allow conflicts of interest to be dealt with in a similar way to the current position.

There are safeguards which will apply when Directors decide whether to authorise a conflict or potential conflict. First, only Directors who have no interest in the matter being considered will be able to take the relevant decision, and secondly, in taking the decision the Directors must act in a way they consider, in good faith, will be most likely to promote the Company's success. The Directors will be able to impose limits or conditions when giving authorisation if they think this is appropriate.

13. Records to be Kept

The provision in the Current Articles requiring the Board to keep accounting records has been removed as this requirement is now contained in the Act.

14. Distribution of Assets Otherwise than in Cash

The Current Articles contain provisions dealing with the distribution of assets in kind in the event of the Company going into liquidation. These provisions have been removed in the New Articles on the grounds that a provision about the powers of liquidators is a matter for insolvency law rather than the articles of association, and that the Insolvency Act 1986 confers powers on the liquidator which would enable it to do what is envisaged by the Current Articles.

15. Directors' Indemnities and Loans to Fund Expenditure

The Act has in some areas widened the scope of the powers of a company to indemnify directors and to fund expenditure incurred in connection with certain actions against directors. In particular, a Company that is a trustee of an occupational pension scheme can now indemnify a Director against liability incurred in connection with the Company's activities as trustee of the scheme. In addition, the existing exemption allowing a Company to provide money for the purpose of funding a Director's defence in court proceedings now expressly covers regulatory proceedings and applies to associated companies. The indemnity provisions in the New Articles have been amended to reflect the position under the Act.

16. Ordinary and Special Business

As the Act no longer refers to a distinction between ordinary business and special business, it is not considered appropriate that the Current Articles should continue to make such a distinction in addition to the distinction between ordinary and special resolutions. The provisions in the Current Articles which made this distinction have therefore been removed in the New Articles.

17. Voting by and Appointment of Proxies

The Act provides that each proxy appointed by a member has one vote on a show of hands, unless the proxy is appointed by more than one member in which case the proxy has one vote for and one vote against if the proxy has been instructed by one of more members to vote for the resolution and by one or more members to vote against the resolution. The New Articles remove provisions in the Current Articles that only permitted members personally present at the meeting (or, being a corporation, present by a duly appointed representative) to have a vote on a show of hands and which therefore effectively precluded proxies voting on a show of hands. The New Articles also permit members to appoint more than one proxy to attend on the same occasion and appoint different proxies to exercise the rights attaching to different shares held by that member.

18. Voting by Corporate Representatives

The Act enables multiple representatives to be appointed by the same corporate member and to vote in different ways on a show of hands and a poll. The New Articles contain provisions which permit the appointment of multiple corporate representatives and deal with voting by corporate representatives.

19. Accounts

The Current Articles contain provisions regarding the sending of copies of the Company's accounts to the shareholders. The Act contains detailed provisions relating to the sending of accounts and reports to shareholders and other specified classes of persons, and the time periods allowed for doing so. The relevant provisions have therefore been removed in the New Articles.