

BPC Plc

Registered Office: IOMA House, Hope Street, Douglas, Isle of Man, IM1 1AP
(Incorporated in the Isle of Man under the Companies Acts 1931-2004 and with Company Number 123863C)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the first Annual General Meeting of the above named Company will be held at IOMA House, Hope Street, Douglas, Isle of Man on Wednesday 21 July 2010 at 11.00 a.m. for the purpose of transacting the following business:

ORDINARY BUSINESS;

- Resolution 1. To re-appoint as a director of the Company Mr Alan Robert Burns, who retires by rotation and, being eligible, offers himself for re-appointment.
- Resolution 2. To re-appoint as a director of the Company Mr Michael Joseph Proffitt, who retires by rotation and, being eligible, offers himself for re-appointment.
- Resolution 3. To re-appoint Mr Paul Daniel Crevello, who was appointed by the Directors during the year pursuant to Article 94 of the Company's Articles of Association.
- Resolution 4. To re-appoint Mr Robert Thomas Dursley Stott, who was appointed by the Directors during the year pursuant to Article 94 of the Company's Articles of Association.
- Resolution 5. To authorise the Directors to appoint the auditors of the company and fix their remuneration.

BY ORDER OF THE BOARD

Michael J Proffitt
Company Secretary
21 June 2010

Notes

1. Who may vote;

Persons whose names are set out in the register of members of the Company as at close of business on Monday 19 July 2010 are entitled to attend and vote at the meeting convened by this notice.

2. Appointment of proxies;

A member of the Company who is entitled to attend and vote at the above Meeting is entitled to appoint a proxy or proxies to attend, speak and vote in a poll on his, her or its behalf, (**it should be noted that a proxy is not entitled to vote on a show of hands**). A proxy need not be a member of the Company. Completion of a proxy form does not preclude a member from attending the above Meeting and from speaking and voting thereat. Where two or more valid separate appointments of proxy are received in respect of the same share, the one which is last sent shall be treated as replacing and revoking the other or others.

To be valid, proxy forms must be deposited at the offices of Capita Registrars: PXS, 34 Beckenham Road, Beckenham, BR3 4TU no later than 11.00 a.m. on Monday 19 July 2010.

CREST members who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service may do so 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 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 instruction, as described in the CREST Manual (available via www.euroclear.com/CREST). The message, regardless of whether it constitutes the appointment of a proxy or is 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 issuer's agent (ID RA10 by 11.00 am on 19 July 2010. 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 Application Host) from which the issuer'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 message. 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, 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 system 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.

3. Body corporate representative;

A shareholder who is a body corporate and who is entitled to attend and vote at the meeting, or a proxy who is a body corporate and who is appointed by a Shareholder entitled to attend and vote at the meeting, may appoint a person to act as its representative at the meeting by providing that person with:

- A letter or certificate, executed in accordance with the body corporate's constitution, authorising the person as the representative; or
- A copy of the resolution, certified by the secretary or a director of the body corporate, appointing the representative.