

6<sup>th</sup> May 2009



Dear Shareholder

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

The Company will hold its Annual General Meeting ("AGM") at the offices of Buchanan Communications Limited, 45 Moorfields, London EC2Y 9AE at 5.00 p.m. on Wednesday 10th June 2009.

The notice of the AGM (plus Explanatory Notes and Form of Proxy) is enclosed with this letter.

The Annual Report and Accounts 2008 will be available on our website from 13<sup>th</sup> May 2009.

### **Important information regarding communications with shareholders**

In 2007 new provisions within the Companies Act 2006 came into force regarding the ways that a company is permitted to communicate with shareholders. At the AGM held on 7<sup>th</sup> May 2008 shareholders passed a resolution to allow the Company to use its website at [www.futuramedical.co.uk](http://www.futuramedical.co.uk) to publish statutory documents and communications to shareholders as its default method of publication. This will reduce the number of communications sent by post and will result in cost savings to the Company and reduce the impact that the unnecessary printing and distribution of reports has on the environment.

In addition to passing a resolution to sanction this, company law requires that shareholders are individually asked to consent to this method of publication. Please note that if you consent to website publication you will continue to be notified by post each year of the AGM and sent a Form of Proxy.

Please note that our free news alerts e-mail service is an easy and quick way to receive up to date news on the Company as it is released. To subscribe for this service, please click on the "Alert Service" tab on the home page of the website at [www.futuramedical.co.uk](http://www.futuramedical.co.uk). At any time should you wish to remove your name from the list there is a simple procedure to unsubscribe.

### **Actions to be taken in response to this letter**

If you consent to website publication you do not need to take any action in response to this letter.

If you wish to continue to receive hard copies of these communications you must return the reply slip attached to this letter to the Company. **If you do not return the slip before 10<sup>th</sup> June 2009, we will assume that you give consent and you will no longer receive hard copies by post.**

Yours faithfully,

**James Barder**  
*Chief Executive Officer*

Enc:

**Only return this form if you wish to continue to receive paper copies of communications.**

Whichever option you choose you will continue to be notified by post each year of the AGM and sent a Form of Proxy.



**Please complete your full name and address below:**

**Full name of shareholder(s)**  
**(in block capitals)**

.....

**Full address of shareholder(s)**  
**(in block capitals)**

.....  
.....  
.....  
.....

**Signature of shareholder(s)**

.....

**Return to:**

**Futura Medical plc  
Surrey Technology Centre  
40 Occam Road  
Guildford  
Surrey  
GU2 7YG**

## NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Annual General Meeting of Futura Medical plc will be held at the offices of Buchanan Communications Limited, 45 Moorfields, London EC2Y 9AE on Wednesday 10th June 2009 at 5.00 p.m. for the following purposes:

1. To receive and adopt the statement of accounts for the year ended 31st December 2008 together with the reports of the directors and the auditor thereon.
2. To elect Derek Martin, who was appointed since the last Annual General Meeting, as a director.
3. To re-elect David Davies, who retires by rotation, as a director.
4. To re-appoint BDO Stoy Hayward LLP as auditors to act as such until the conclusion of the next General Meeting of the Company at which the requirements of section 241(1) of the Companies Act 1985 ("the **Act**") are complied with and to authorise the directors of the Company to fix their remuneration.

To consider, and if thought fit pass, the following special resolutions.

5. That the directors be and they are hereby empowered pursuant to section 95 of the Act to allot equity securities (as defined in section 94 of the Act) for cash as if section 89(1) of the Act did not apply to any such allotment pursuant to the general authority conferred on them by Resolution 5 above (as varied from time to time by the Company in general meeting) PROVIDED THAT such power shall be limited to:
  - 5.1 the allotment of equity securities in connection with a rights issue or any other pre-emptive offer in favour of holders of equity securities where the equity securities respectively attributable to the interests of all such holders are proportionate (as nearly as may be) to the respective amounts of equity securities held by them subject only to such exclusions or other arrangements as the directors may consider appropriate to deal with fractional entitlements or legal or practical difficulties under the laws of or the requirements of any recognised regulatory body in any territory or otherwise;
  - 5.2 the allotment (otherwise than pursuant to sub paragraphs 5.1 above) of equity securities up to an aggregate nominal amount of £12,520 representing approximately 10% of the issued share capital of the Company,

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 95 of the Act and shall expire on whichever is the earlier of the conclusion of the annual general meeting of the Company held in 2010 or the date falling 15 months from the date of the passing of this resolution unless such power is renewed or extended prior to or at such meeting except

that the Company may before the expiry of any power contained in this resolution 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 as if the power conferred hereby had not expired.

*Registered Office*  
Surrey Technology Centre  
40 Occam Road  
Surrey Research Park  
Guildford  
Surrey GU2 7YG

By Order of the Board

D A Martin  
*Company Secretary*

6th May 2009

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 5.00pm on Monday 8th June 2009 shall be entitled to attend and vote at the Meeting.
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 Meeting and you should have received a 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.
3. A proxy does not need to be a member of the Company but must attend the 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.
4. 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 may photocopy this form. Please indicate the proxy holder's name and the number of shares in relation to which they are authorised to act as your proxy (which, in aggregate, should not exceed the number of shares held by you). Please also indicate if the proxy instruction is one of multiple instructions being given. All forms must be signed and should be returned together in the same envelope.
5. The notes to the proxy form explain how to direct your proxy to vote on each resolution or withhold your/their vote.

To appoint a proxy using the proxy form, the form must be:

- completed and signed;
- sent or delivered to: The Company Secretary, Futura Medical plc, Surrey Technology Centre, 40 Occam Road, Guildford, Surrey, GU2 7YG ; and
- received by the Company Secretary no later than 5.00pm on Monday 8th June 2009.

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.

6. 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).
7. Members who have general queries about the Meeting should contact Derek Martin on telephone number 01483 685670. No other methods of communication will be accepted.
8. As at 5.00pm on the day immediately prior to the date of posting of this notice of Annual General Meeting, the Company's issued share capital comprised 62,618,840 ordinary shares of 0.2p 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 5.00p.m. on the day immediately prior to the date of posting of this notice of Annual General Meeting was 62,618,840.

## **Explanatory Notes**

In respect of **Resolution 1**, the Annual Report and Accounts 2008 will be approved by the Board on 12th May 2009.

In respect of **Resolution 2**, Derek Martin was appointed to the Board on 24th September 2008. Summary biographical details are set out here.

### **Derek Martin, BSc (Hons), ACA**

*Finance Director and Company Secretary*

Mr. Martin joined the Company as Financial Controller in April 2007, became Company Secretary in May 2008 and joined the Board as Finance Director in September 2008. He oversees the Group's finance function and also its compliance procedures. Mr. Martin qualified as a Chartered Accountant in 1984 and has more than 20 years experience of a variety of senior accounting roles in a diverse range of industries including software, retail, telecoms and media. Recent roles have included positions of Financial Controller at Links of London, a retail jeweler, and Entuity Limited, a software development company.

In respect of **Resolution 3**, the following details in respect of David Davies are included in the Annual Report 2008 and are restated here.

### **David Davies, BSc (Hons), MBA**

*Product Development Director*

Mr. Davies has been a Director of the Company since September 2001. He is responsible for all product development programmes for the Group. Prior to joining the Company, Mr. Davies was Director of Project Management at Clintrials Research Limited. He has 25 years of experience of pharmaceutical and healthcare product development, within pharmaceutical companies and global contract clinical research organisations. Previous employers include; Porton Down, Glaxo Group Research, Wellcome Research Limited, Zambon Limited and PPD Pharmaco Limited. Mr. Davies is also company secretary of the registered charity Ordinary 2 Extraordinary Limited and is a trustee of The Gary Evans Charitable Trust.

In respect of **Resolution 4**, BDO Stoy Hayward LLP (including the predecessor firm BDO Stoy Hayward) has been the Company's Auditor since their appointment at the AGM in May 2002. They also acted as Reporting Accountant during the Company's Introduction to AIM in July 2003.

In respect of the remaining resolutions, the Company's issued share capital at the date of this notice comprised 62,618,840 ordinary shares of 0.2 pence each and the authorised share capital is 500,000,000 ordinary shares of 0.2 pence each.

**Resolution 5** would renew the Directors' authority to allot shares for cash to persons other than the existing shareholders up to a maximum of approximately 10% of the Company's issued share capital. This authority gives the Directors flexibility to take advantage of business opportunities as they arise and the 10% limit acts as a safeguard for existing shareholders' interests.