

# HARVARD INTERNATIONAL plc (the "Company")

## NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the 2009 Annual General Meeting of the Company will be held at noon on 22 September 2009 at Harvard House, The Waterfront, Elstree Road, Elstree, Hertfordshire WD6 3BS for the following purposes:

### ORDINARY BUSINESS

- 1 To receive the Accounts of the Company for the year ended 31 March 2009 and the Directors' Report and the Auditors' Report thereon.
- 2 To approve the Remuneration Report of the Company for the year ended 31 March 2009.
- 3 To re-elect as a Director Bridget Penelope Blow who retires from office under Article 80 of the Articles of Association of the Company.
- 4 To re-elect as a Director Daniel Bruce Harris who retires from office under Article 80 of the Articles of Association of the Company.
- 5 To re-elect as a Director Paul Edward Selway-Swift who retires from office and offers himself for re-election.
- 6 To re-appoint UHY Hacker Young LLP as the Auditors of the Company to hold office until the conclusion of the next general meeting at which accounts and reports are laid.
- 7 To authorise the Directors to agree upon UHY Hacker Young LLP's remuneration.

### SPECIAL BUSINESS

To consider and, if thought fit, to pass the following Resolutions of which Resolution 8 will be proposed as an Ordinary Resolution of the Company and Resolution 9 as a Special Resolution of the Company:

- 8 That, pursuant to Article 8 of the Company's Articles of Association, the Directors be and are hereby generally and unconditionally authorised pursuant to section 80 of the Companies Act 1985 (the "1985 Act") to exercise all the powers of the Company to allot relevant securities (as defined in section 80(2) of the 1985 Act) up to an aggregate nominal value of £874,331.50, provided that such authority shall expire on the earlier of 21 December 2010 and the conclusion of the annual general meeting to be held in 2010 unless previously renewed, varied or revoked by the Company in general meeting save that the Company may before such expiry make an offer or agreement which would or might require relevant securities to be allotted after such expiry and the Directors may allot relevant securities in pursuance of such an offer or agreement as if the authority conferred hereby had not expired.
- 9 That, pursuant to Article 9 of the Company's Articles of Association and subject to, and conditional upon the passing of Resolution 8 above, the Directors be and are hereby generally and unconditionally empowered, pursuant to Section 95 of the 1985 Act, to allot equity securities (as defined in section 94 of the 1985 Act) pursuant to the authority granted by Resolution 8 above as if section 89(1) of the 1985 Act did not apply to any such allotment provided that this power shall be limited to the allotment of equity securities:
  - (i) in connection with an offer of such securities by way of rights issue in favour of holders of ordinary shares of 10 pence each in the capital of the Company ("Ordinary Shares") or allottees of Ordinary Shares where the equity securities respectively attributable to the interests of all Ordinary Shareholders or allottees of Ordinary Shares are proportionate (as nearly as may be) to the respective numbers of Ordinary Shares held by or allotted to them; and
  - (ii) (otherwise than pursuant to sub-paragraph (i) above) up to an aggregate nominal amount of £256,283.40,

and this authority shall expire on the earlier of 21 December 2010 and the conclusion of the annual general meeting of the Company to be held in 2010 (unless renewed, varied or revoked on or before 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 as if the power conferred hereby had not expired. This power shall apply in relation to a sale of shares which is an allotment of equity securities by virtue of Section 94(3A) of the 1985 Act as if in the first paragraph of this Resolution 9 the words "and subject to, and conditional upon the passing of Resolution 8 above" and "pursuant to the authority granted by Resolution 8 above" had been omitted.

**By Order of the Board**  
**John Edwin Malin FCA**  
Company Secretary

**Registered Office**  
Harvard House  
The Waterfront  
Elstree Road  
Elstree  
Hertfordshire  
WD6 3BS

10 August 2009

## EXPLANATORY NOTES:

### Notes:

1. A member entitled to attend and vote at the above mentioned Annual General Meeting is entitled to appoint a Proxy or Proxies to attend, speak and vote in his/her place. A member may appoint more than one Proxy in relation to the meeting provided that each Proxy is appointed to exercise rights attached to a different share or shares held by the member. To do this, a member must complete a separate Form of Proxy for each Proxy, indicating the number of shares for which each Proxy is being authorised to act on his/her behalf. Members can either copy the original Form of Proxy, or obtain additional Forms of Proxy from the Company's Registrars. A Proxy need not be a member of the Company. Completion and return of a Form of Proxy will not prevent a member from attending and voting at the meeting in person.
2. A Form of Proxy is enclosed with this Notice. To be valid, the Form of Proxy (together, if appropriate, with the power of attorney or other written authority under which it is signed or an office copy or a certified copy of such power or authority) must be received at the office of the Company's Registrars, Capita Registrars, Proxy Department, The Registry, 34 Beckenham Road, Beckenham BR3 4TU not later than 48 hours before the time appointed for holding the meeting.
3. A person to whom this Notice is sent who is a person nominated under section 146 of the Companies Act 2006 to enjoy information rights (a "Nominated Person") may, under an agreement between him/her and the member by whom he/she was nominated, have a right to be appointed (or to have someone else appointed) as a Proxy for the Annual General Meeting. If a Nominated Person has no such Proxy appointment right or does not wish to exercise it, he/she may, under any such agreement, have a right to give instructions to the member as to the exercise of voting rights. The statements of the rights of members in relation to the appointment of Proxies in Notes 1 and 2 above do not apply to a Nominated Person. The rights described in these paragraphs can only be exercised by registered members of the Company.
4. Pursuant to Regulation 41 of the Uncertificated Securities Regulations 2001, only those shareholders in the register of members of the Company as at 6.00 p.m. on 20 September 2009 shall be entitled to attend and vote at the Annual General Meeting in respect of the number of ordinary shares registered in their name at that time. Changes to the entries in the register of members of the Company after 6.00 p.m. on 20 September 2009 will be disregarded in determining the rights of any person to attend or vote at the Annual General Meeting.
5. As at 28 July 2009 (being the last practicable business day prior to the publication of this Notice) the Company's issued share capital consists of 51,256,685 ordinary shares carrying one vote each of which no shares are held in treasury. Therefore the total voting rights in the Company as at 28 July 2009 are 51,256,685.
6. CREST members who wish to appoint a Proxy or Proxies through the CREST Electronic Proxy Appointment Service may do so for the Meeting and any adjournment(s) of the Meeting 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.
7. 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'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 as to be received by the issuer's agent (ID RA10) by the latest time(s) for receipt of Proxy appointments specified in Note 2 above. 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 Application Host) from which the issuer's agent is able to retrieve the message by enquiry to CREST in the manner prescribed by CREST. CREST members and, where applicable, their CREST sponsors or voting service providers should note that Euroclear

does not make available special procedures in CREST for any particular messages. Normal system timings and limitations will therefore apply in relation to 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/her 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 Uncertified Securities Regulations 2001.

8. In order to facilitate voting by Corporate Representatives at the Annual General Meeting, arrangements will be put in place at the meeting so that (a) if a corporate member of the Company has appointed the Chairman of the meeting as its Corporate Representative to vote on a poll in accordance with the directions of all of the other Corporate Representatives for that member at the meeting, then on a poll those Corporate Representatives will give voting directions to the Chairman and the Chairman will vote (or withhold a vote) as Corporate Representative in accordance with those directions; and (b) if more than one Corporate Representative for the same corporate member of the Company attends the meeting but the corporate member of the Company has not appointed the Chairman of the meeting as its Corporate Representative, a designated Corporate Representative will be nominated, from those Corporate Representatives who attend, who will vote on a poll and the other Corporate Representatives will give voting directions to that designated Corporate Representative. Corporate members of the Company are referred to the guidance issued by the Institute of Chartered Secretaries and Administrators on Proxies and Corporate Representatives ([www.icsa.org.uk](http://www.icsa.org.uk)) for further details of this procedure. The guidance includes a sample form of appointment letter if the Chairman is being appointed as described in (a) above.
9. Copies of the Directors' service contracts and letters of appointment with the Company, will be available for inspection at the Company's registered office, Harvard House, The Waterfront, Elstree Road, Elstree, Hertfordshire WD6 3BS and at the offices of Hammonds LLP, 7 Devonshire Square, London EC2M 4YH, during usual business hours on any week day (Saturdays, Sundays and public holidays excepted) from the date of posting of this document up to the close of the Annual General Meeting.
10. As soon as practicable following the meeting, the results of the voting at the meeting and the numbers of Proxy votes cast in respect of the Resolutions will be announced via a Regulatory Information Service and also placed on the Company's website ([www.harvardplc.com](http://www.harvardplc.com)). A summary of the business transacted at the meeting will be available from the Company Secretary on written request.

## **NOTES ON THE RESOLUTIONS TO BE PROPOSED AT THE ANNUAL GENERAL MEETING:**

### **Item 1: Report and Accounts**

The Directors must present to members at the Annual General Meeting the accounts of the Company and the Report of the Directors and Auditors for the year ended 31 March 2009.

Resolution 1 will be proposed as an Ordinary Resolution.

### **Item 2: Remuneration Report**

Resolution 2 proposes the approval by the Company's members of the Remuneration Report.

The Report, which is made on behalf of the full Board, explains the different elements which comprise executive remuneration, including how base salaries and annual and long-term incentive remuneration are determined for the Directors.

Resolution 2 will be proposed as an Ordinary Resolution.

### **Items 3 to 5: Election and re-election of Directors**

In accordance with the Articles of Association of the Company, Bridget Penelope Blow and Daniel Bruce Harris will retire by rotation at the Annual General Meeting and will seek re-appointment. Paul Edward Selway-Swift has been a Director of the Company for more than nine years and he will therefore retire and seek re-appointment in accordance with the Combined Code on Corporate Governance.

Following a formal Board performance evaluation, the Board has determined that the performance of each of the Directors standing for re-appointment continues to be effective and to demonstrate commitment to their respective roles. The Directors unanimously recommend (other than in respect of their own appointment) that members vote in favour of Resolutions 3 to 5.

Each of Resolutions 3 to 5 inclusive will be proposed as Ordinary Resolutions.

### **Items 6 and 7: Re-appointment of auditors and determination of remuneration**

Resolution 6 proposes the re-appointment of UHY Hacker Young LLP, to hold office until the conclusion of the next general meeting at which accounts and reports are laid. Resolution 7 gives authority to the Directors to determine the auditors' remuneration.

Resolutions 6 and 7 will be proposed as Ordinary Resolutions.

### **Item 8: Authority to allot shares**

Resolution 8 proposes to seek renewal of the authority to the Directors to allot ordinary shares for a period beginning on the date of the Resolution and expiring on the earlier of 21 December 2010 and the conclusion of the annual general meeting to be held in 2010. Such authority shall again be limited to relevant securities of up to an aggregate nominal value of £874,331.50 representing approximately 17.06% of the issued ordinary share capital of the Company as at the date of this Notice. This amount complies with guidelines issued by investor bodies. Renewal of the authority will assist the Company in raising further capital from time to time by allotting new ordinary shares when the Directors consider the prevailing market conditions to be suitable and such allotments of ordinary shares are in the best interests of shareholders of the Company as a whole. The Directors have no present intention of allotting ordinary shares.

Resolution 8 will be proposed as an Ordinary Resolution.

### **Item 9: Disapplication of pre-emption rights**

At the Annual General Meeting held on 23 September 2008, the Directors were empowered to make limited allotments of ordinary shares for cash other than according to the statutory pre-emption rights, which require a Company to offer all allotments of ordinary shares for cash proportionately to existing share owners first.

Resolution 9 proposes to seek renewal of this power of the Directors and would continue to provide the Directors with the power to allot shares for cash when they consider it is in the best interests of members so to do and so that:

- (a) the Company can follow normal practices in the event of a rights issue; and
- (b) ordinary shares may be issued wholly for cash other than proportionately to members up to a maximum nominal amount of £256,283.40 representing approximately 5% of the Company's issued ordinary share capital as at the date of this Notice.

The effect of this authority will allow the Board to offer new ordinary shares in the Company for cash, to overcome the practical problems associated with issuing shares in connection with rights issues and open offers and to give the Board limited power to make allotments for cash on a non pre-emptive basis, disapplying the requirements of the Companies Act 1985 to offer such shares to existing shareholders of the Company in proportion to their current shareholdings. There are presently no plans to allot ordinary shares.

The authority sought by Resolution 9 will expire on the earlier of 21 December 2010 and the conclusion of the annual general meeting to be held in 2010.

Resolution 9 will be proposed as a Special Resolution.

**HARVARD**  
International<sub>plc</sub>

Harvard House, The Waterfront, Elstree Road, Elstree, Hertfordshire WD6 3BS