

Notice of Annual General Meeting

Introduction

This booklet contains information for the holders of BIOQUELL PLC Ordinary Shares (“Shares”).

The Annual General Meeting (“AGM”) of BIOQUELL PLC (“BIOQUELL” or the “Company”) will take place on Thursday 28 May at the Company’s offices, 52 Royce Close, West Portway, Andover, Hampshire, SP10 3TS. The Meeting will start at 12.00 noon.

The formal Notice of the AGM starts on page 2 of this document. Please read all the information there, together with the notes on page 2.

Explanatory notes

The AGM will cover a number of standard items of Ordinary Business (resolutions 1 to 8) and one item of Special Business (resolution 9).

Ordinary business

These items will be proposed as ordinary resolutions. To pass these resolutions at least 50% of the votes cast on the resolution must be in favour.

Resolutions 1 & 2: Reports of the Directors and the Accounts

The Directors of BIOQUELL (“Directors”) must lay the Company’s Accounts, the Directors’ Report, the Directors’ Remuneration Report and the Auditors’ Report before the members in general meeting. This is a legal requirement once the Directors have approved the Accounts and the Directors and the Auditors have prepared their respective reports.

Resolution 3: Appointment of auditors

At each AGM, the Company is required to appoint auditors to serve until the next such meeting. Resolution 3 proposes the re-appointment of the Company’s present auditors, Deloitte LLP. In accordance with normal practice, the Directors should be authorised to fix their remuneration.

Resolutions 4 & 5: Re-election of Directors retiring by rotation

The Company’s Articles of Association state that one third of the Directors, and any Director who has served for nine consecutive years, subject to retirement by rotation, shall retire from office at each AGM. Mr S J Constantine has agreed that he shall retire and, being eligible, offer himself for re-election. The Company’s Articles of Association also state that any Director appointed to the Board since the previous AGM must stand for election at the AGM following his appointment. Therefore Mr A R Bourne offers himself for election.

Biographical details of Mr S J Constantine and Mr A R Bourne are set out in the Report and Accounts.

Resolution 6: Payment of a preference share dividend

Article 119 of the Company’s Articles of Association requires dividends to be authorised and declared by ordinary resolution of the Company. No dividend may exceed the amount recommended by the Directors. The Directors recommend a payment of £11,250 on the First Preference Shares representing 7.5p per First Preference Share.

Resolution 7: Payment of a dividend on the Shares

Similar to Resolution 6 but relating to the Company’s ordinary shares, the Directors recommend a payment of 2.2p per Share.

Resolution 8: Renewal of Section 80 authority

This Resolution provides for the grant of authority to the Directors pursuant to Section 80 of the Companies Act 1985 to allot Shares to a nominal value of £1,386,699 (being one third of the authorised share capital in issue at 24 March 2009). The authority will terminate no later than 15 months after the AGM, or if sooner the holding of the AGM in 2010.

Resolution 9: Renewal of Directors’ authority to allot shares for cash and under rights issues

Section 89 of the Companies Act 1985 requires ordinary shares allotted for cash (other than pursuant to employee share schemes) to be offered to existing shareholders on a pro rata basis. Resolution 9 allows the Directors to allot Shares other than in accordance to Section 89 in connection with rights issues and other offers, and otherwise up to a maximum nominal amount of £208,005, representing approximately 5% of the Company’s issued Share capital as at 24 March 2009. The authority will terminate no later than 15 months after the AGM, or if sooner the holding of the AGM in 2010.

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Notice is hereby given that the Annual General Meeting of BIOQUELL PLC will be held at the offices of the Company, 52 Royce Close, West Portway, Andover, Hampshire SP10 3TS on 28 May 2009 at 12.00pm for the following purposes:

1. To receive and consider the report of the Directors and the audited accounts for the year ended 31 December 2008.
2. To approve the Directors' Remuneration Report for the year ended 31 December 2008.
3. To re-appoint Deloitte LLP as auditors of the Company and to authorise the Directors to determine the remuneration of the Auditors.
4. To re-elect Mr Simon Constantine as a Director of the Company
5. To elect Mr Tony Bourne as a Director of the Company.
6. To authorise and declare the payment of the dividend for the year on the 7.5% redeemable cumulative preference shares ("First Preference Shares").
7. To authorise and declare the payment of the dividend for the year of 2.2p per BIOQUELL PLC Ordinary Share as specified in the Chairman's Statement set out in the 2008 Annual Report.

To consider and if thought fit, pass the following resolutions, of which resolution number 8 will be proposed as an ordinary resolution and resolution number 9 as a special resolution.

Ordinary resolution

8. (1) The Directors be and they are hereby generally and unconditionally authorised for the purpose of Section 80 of the Companies Act 1985 to allot and to grant rights to subscribe for securities or to convert securities into unissued shares of the Company up to a maximum aggregate nominal amount of £1,386,699 at any time on or before the conclusion of the Annual General Meeting of the Company to be held in 2010 or the date falling 15 months after the passing of this resolution (whichever is the earlier);
- (2) The Company be allowed to make any offer or agreement before the expiry of such period which will or might require any such relevant securities to be allotted or any such rights to be granted after the expiry of this authority and the Directors may, notwithstanding such expiry, allot shares and grant such rights pursuant to any such offer or agreement made by the Company before the expiry of such period; and
- (3) This authority be in substitution for all existing authorities given by the Company for the purpose of Section 80 of the Companies Act 1985 to the extent such authorities are unused.

Special resolution

9. That the Directors of the Company be and they are generally and unconditionally authorised at any time during the period commencing on the date of the passing of this resolution and expiring at the conclusion of the Annual General Meeting of the Company to be held in 2010 or on the date falling 15 months after the passing of this resolution (whichever is the earlier) and at any time thereafter, notwithstanding that this authority has expired, pursuant to any offer or agreement made by the Company before the expiry of such period, to allot any equity securities of the Company under any authority conferred on them from time to time pursuant to Section 80 of the Companies Act 1985 or any re-enactment thereof ("the Act") as if Section 89(1) of the Act did not apply thereto, provided that such authority and power shall be limited to the allotment of equity securities (as defined for the purpose of Section 95 of the Act), as follows:
 - (a) in connection with any rights issue or issues of equity securities to the holders of relevant shares of the Company in proportion (as nearly as may be) to their respective holdings of such shares or (where applicable) in accordance with the rights for the time being attached to such shares (but subject to statutory exclusion, or other arrangements as the Directors may deem necessary or expedient to deal with problems under the laws of any territory or the requirements of any regulatory body or any stock exchange in any territory or in connection with fractional entitlements or otherwise); and
 - (b) any other allotment for cash of equity securities up to a maximum aggregate nominal value of £208,005.

By order of the Board
G N Pope
Secretary
24 March 2009

Registered office
52 Royce Close
West Portway
Andover
Hampshire
SP10 3TS

Notes:

1. A member entitled to attend and vote at the Annual General Meeting is entitled to appoint one or more proxies to attend and, on a poll, vote on his or her behalf. A proxy need not be a member of the Company. Holders of First Preference Shares are not entitled, as such, to attend and vote at the Annual General Meeting.
2. A form of proxy is provided with this notice and instructions for use are shown on the form. To be valid, forms of proxy must be completed in accordance with the instructions set out in the form and returned so as to be received at the offices of the Company's Registrars, Capita Registrars, PO Box 25, Beckenham, BR3 4BR not less than 48 hours before the time fixed for the Annual General Meeting (i.e. no later than 12.00pm on 26 May 2009) or any adjournment thereof. Completion of the form of proxy will not preclude a member from attending and voting in person at the meeting if the member so wishes.
3. Copies of the Directors' letters of appointment and service contracts are available for inspection at the registered office of the Company, 52 Royce Close, West Portway, Andover, Hampshire SP10 3TS during usual business hours on each business day and will also be available at the place of the Annual General Meeting for at least 15 minutes prior to and during the Annual General Meeting. The register of Directors' interests will be available for inspection at the commencement of, and during, the Annual General Meeting.
4. As permitted by regulation 41 of the Uncertificated Securities Regulations 2002, only those shareholders who are registered on the Company's register of members at 12.00pm on 26 May 2009 or, in the event that the Annual General Meeting is adjourned, on the register of members 48 hours before the time of any adjourned meeting, shall be entitled to attend the Annual General Meeting and to vote in respect of the number of ordinary shares registered in their names at that time. Changes to entries on the register of members after 12.00pm on 26 May 2009 or, in the event that the Annual General Meeting is adjourned, on the register of members 48 hours before the time of any adjourned meeting, shall be disregarded in determining the right of any person to attend and/or vote at the Annual General Meeting.

BIOQUELL PLC

For use by holders of Ordinary Shares of 10p each at the Annual General Meeting of BIOQUELL PLC on 28 May 2009

*I/We

(PLEASE USE BLOCK CAPITALS)

Address:

being (a) member(s) of BIOQUELL PLC (the "Company") by virtue of my/our holding of ordinary shares of 10p each hereby appoint the Chairman of the Meeting or (see note (2) below)

of

as my/our proxy to vote for me/us on my/our behalf at the Annual General Meeting of the Company to be held at 12.00 noon, and at any adjournment of the Annual General Meeting. I/We direct my/our proxy to vote on the under-mentioned resolutions as follows:

Please insert an X in the appropriate boxes alongside the resolutions.

Ordinary resolutions	For	Against
1 To receive and adopt the Annual Report and Accounts for the year ended 31 December 2008		
2 To approve the Directors' Remuneration Report for the year ended 31 December 2008		
3 To re-appoint Deloitte LLP as auditors and to authorise the Directors to fix their remuneration		
4 To re-elect Mr Constantine as a Director		
5 To elect Mr Bourne as a Director		
6 To authorise and declare a dividend on the First Preference Shares		
7 To authorise and declare a dividend of 2.2p per Ordinary Share		
8 To renew the Directors' authority to allot shares		
Special resolution		
9 To renew the Directors' authority to allot shares for cash		

If this form is signed and returned without any indication as to how the proxy shall vote, the proxy will exercise discretion both as to how the proxy votes and whether or not the proxy abstains from voting. The proxy will also exercise discretion as to voting (and whether or not the proxy abstains from voting) on any other business transacted at the Annual General Meeting.

Signed this day of 2009

Signature

Notes:

- To be effective this form of proxy (together with the power of attorney (if any) under which it is signed (or a notarily certified copy of that power of attorney)) must be lodged with the Company's Registrars, Capita Registrars, PO Box 25, Beckenham, BR3 4BR not less than 48 hours before the time appointed for the holding of the Annual General Meeting or any adjournment of that Meeting.
- If you wish to appoint someone other than the Chairman of the Meeting as your proxy, you should complete in block capitals his or her full name and address in the space provided and delete the words "the Chairman of the Meeting or". Such proxy need not be a member of the Company. Any alteration to this form should be initialled by the person signing the form.
- In the case of joint holders, the signature of any holder will be sufficient but the names of the joint holders should be stated. In the event of more than one joint holder voting in person or by proxy, the vote of the senior holder who tenders a vote whether by proxy or in person shall be accepted to the exclusion of the votes of the other joint holders, seniority being determined by the order in which their names stand in the register of members.
- In the case of a corporation, the proxy must be under the common seal or signed on its behalf by or a duly authorised officer of the corporation.
- You are requested to complete and return this form of proxy even if you intend to attend and vote at the Annual General Meeting. Completion of a form of proxy will not preclude a member from attending and voting in person at the Meeting.
- Every holder of Ordinary Shares present in person and entitled to vote shall have one vote on a show of hands and every holder of ordinary shares present in person or by proxy shall on a poll be entitled to one vote for every Ordinary Share held. Holders of First Preference Shares are not entitled to attend or vote at the Annual General Meeting.
- A member entitled to attend and vote at the Annual General Meeting may appoint one or more proxies to attend and vote on his behalf and a proxy need not be a member of the Company. If a member appoints more than one proxy, the form of proxy must specify the number of Ordinary Shares in respect of which the proxy is entitled to vote and no member is permitted to appoint more than one proxy (save in the alternate) to vote in respect of any one Ordinary Share held by that member.

Business Reply
Licence Number
MB122

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Capita Registrars
PO Box 25
Beckenham
BR3 4BR

second fold

first fold

