

## Notice of Annual General Meeting

**Rowan House, Cherry Orchard North, Kembrey Park, Swindon, Wiltshire SN2 8UH  
on Thursday 24 January 2013 at 11.30am**

### **THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION**

If you are in any doubt as to any aspect of the contents of this document or as to the action you should take in relation to the Annual General Meeting, you should consult your stockbroker, bank manager, solicitor, accountant or other professional independent adviser authorised pursuant to the Financial Services and Markets Act 2000.

If you have sold or transferred all of your shares in Smiths News PLC you should pass this notice and other enclosures to the person through whom the sale or transfer was effected for onward transmission to the purchaser or transferee.

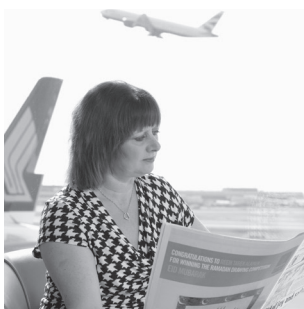
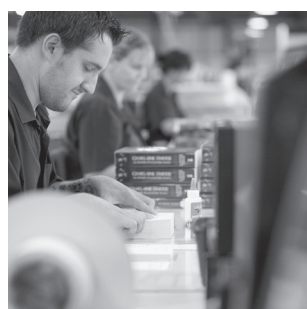
#### **Smiths News PLC**

Company Number: 5195191

Registered in England and Wales

Registered Office: Rowan House, Cherry Orchard North, Kembrey Park, Swindon, Wiltshire SN2 8UH

VAT Registration Number: 882348007



## To shareholders and, for information only, participants in the Smiths News employees' share schemes

*Dear Shareholder*

### 2013 Annual General Meeting

I have pleasure in sending you the Notice of our Annual General Meeting ("AGM") for shareholders, which will be held at Rowan House, Cherry Orchard North, Kembrey Park, Swindon, Wiltshire SN2 8UH ("AGM Location") on Thursday 24 January 2013 at 11.30am. The formal Notice of Annual General Meeting is set out on pages 4 to 6 of this document.



The AGM is an important opportunity for all shareholders to express their views by raising questions and voting. If you are intending to come to the meeting, please detach the Attendance Card from the enclosed Proxy Form and bring it with you. I recommend that you arrive by 11.15am to enable the registration formalities to be carried out to ensure a prompt start at 11.30am.

If you would like to vote on the resolutions but cannot come to the AGM, please complete and sign the enclosed Proxy Form and return it to our Registrars as soon as possible. Alternatively, you can register your proxy vote electronically by logging on to [www.sharevote.co.uk](http://www.sharevote.co.uk) or, if you are a member of CREST, via Equiniti (ID RA19). The Registrars must receive your proxy appointment by 11.30am on Tuesday 22 January 2013. Further details about proxy appointments can be found in the Important Notes for Shareholders on pages 9 and 10.

#### Final dividend

Shareholders are being asked to approve a final dividend of 5.8p per share for the year ended 31 August 2012. If shareholders approve the recommended final dividend, this will be paid on 8 February 2013 to all shareholders who were on the register of members at close of business on 11 January 2013.

#### Re-election of directors

Since 2011, it has been the Board's policy that all directors stand for re-election at the AGM, which accords with the UK Corporate Governance Code (notwithstanding that the Company, which is a 'smaller company' for the purposes of the Code, is not formally required to re-elect all directors on an annual basis).

Consequently, Resolutions 4 to 10 will be proposed in order to require all of the directors to retire from office at the conclusion of the AGM and, being eligible, offer themselves for re-election.

#### Explanatory notes

Explanatory notes on the five items of special business to be considered at the AGM together with biographical details of all of the directors can be found on pages 7 to 9 of this document.

### Website

Our corporate website [www.smithsnews.co.uk](http://www.smithsnews.co.uk) is the principal means of communicating with shareholders. The site provides a range of information about the Company including Annual Reports, results announcements and presentations, AGM information, share capital information and share price data, financial calendar and regulatory news releases.

### Notice of publication of Annual Report

Notice is hereby given that the Smiths News PLC Annual Report and Accounts 2012 has been published on the Company's website [www.smithsnews.co.uk](http://www.smithsnews.co.uk). It can be accessed by going to the Company's home page and then clicking on the Investor Relations section of the website. If you have elected to receive shareholder correspondence in hard copy, the Annual Report will accompany this Notice of Meeting. Should you wish to change your election at any time, or if you wish to request a hard copy of the Annual Report, you can do so by contacting our Registrars, Equiniti, on 0871 384 2771\* or from outside the UK +44 (0) 121 415 7565.

### Recommendation

Your directors consider that each of the proposals detailed in this Notice of Meeting will be of benefit to and in the best interests of the Company and the shareholders as a whole. The directors intend to vote in favour of the resolutions in respect of their own beneficial holdings of shares in the Company and unanimously recommend other shareholders to do likewise.

Yours faithfully



**Dennis Millard**

Chairman

6 November 2012

\* Calls to this number cost 8p per minute from a BT landline, other providers' costs may vary. Lines are open 8.30am to 5.30pm, Monday to Friday.

# Notice of Annual General Meeting

Notice is hereby given that the 2013 Annual General Meeting of Smiths News PLC (the "Company") will be held at Rowan House, Cherry Orchard North, Kembrey Park, Swindon, Wiltshire SN2 8UH on Thursday 24 January 2013 at 11.30am for the following purposes:

## ORDINARY BUSINESS

### Report and accounts

Resolution 1: to receive the accounts and reports of the directors and auditor for the year ended 31 August 2012.

### Remuneration report

Resolution 2: to approve the directors' remuneration report for the year ended 31 August 2012.

### Final dividend

Resolution 3: to declare a final dividend of 5.8p per share recommended by the directors.

### Re-election of directors

Resolution 4: to re-elect Dennis Millard as a director of the Company.

Resolution 5: to re-elect Mark Cashmore as a director of the Company.

Resolution 6: to re-elect Jonathan Bunting as a director of the Company.

Resolution 7: to re-elect Nick Gresham as a director of the Company.

Resolution 8: to re-elect Andrew Brent as a director of the Company.

Resolution 9: to re-elect Anthony Cann as a director of the Company.

Resolution 10: to re-elect John Worby as a director of the Company.

### Re-appointment of auditor

Resolution 11: to re-appoint Deloitte LLP as auditor until the conclusion of the next Annual General Meeting at which accounts are laid before the Company.

### Remuneration of auditor

Resolution 12: to authorise the Audit Committee to determine the remuneration of the auditor on behalf of the Board.

## SPECIAL BUSINESS

**The following 2 resolutions will be proposed as ordinary resolutions.**

### Authority to make political donations

Resolution 13: to resolve that, in accordance with Section 366 of the Companies Act 2006, the Company and all companies that are subsidiaries of the Company at any time during the period for which this resolution has effect be and are hereby authorised to:

- (a) make political donations to political parties or independent election candidates not exceeding £50,000 in total;
- (b) make political donations to political organisations other than political parties not exceeding £50,000 in total; and
- (c) incur political expenditure not exceeding £50,000 in total,

during the period from the date of passing this resolution up to and including the conclusion of the next Annual General Meeting or, if earlier, 28 February 2014.

For the purpose of this resolution the terms 'political donations', 'political parties', 'independent election candidates', 'political organisations' and 'political expenditure' have the meanings set out in Sections 363 to 365 of the Companies Act 2006.

### Authority to allot shares

Resolution 14: to resolve that:

- (a) the directors be authorised to allot shares in the Company or grant rights to subscribe for, or convert any security into, shares in the Company:
  - (i) in accordance with Article 7 of the Company's Articles of Association, up to a maximum nominal amount of £3,063,656 (such amount to be reduced by the nominal amount of any equity securities (as defined in Article 8 of the Company's Articles of Association) allotted under paragraph (ii) below in excess of £3,063,656); and
  - (ii) comprising equity securities (as defined in Article 8 of the Company's Articles of Association), up to a maximum nominal amount of £6,127,312 (such amount to be reduced by any shares allotted or rights granted under paragraph (i) above) in connection with an offer by way of a rights issue (as defined in Article 8 of the Company's Articles of Association);
- (b) this authority shall expire at the conclusion of the next Annual General Meeting of the Company after the passing of this resolution or, if earlier, at the close of business on 28 February 2014; and
- (c) all previous unutilised authorities under Section 551 of the Companies Act 2006 shall cease to have effect (save to the extent that the same are exercisable pursuant to Section 551(7) of the Companies Act 2006 by reason of any offer or agreement made prior to the date of this resolution which would or might require shares to be allotted or rights to be granted on or after that date).

### The following 3 resolutions will be proposed as special resolutions.

#### Disapplication of pre-emption rights

Resolution 15: to resolve that:

- (a) in accordance with Article 8 of the Company's Articles of Association, the directors be given power to allot equity securities for cash;
- (b) the directors be given power to allot equity securities for cash pursuant to Section 560(3) of the Companies Act 2006 (sale of treasury shares) as if Section 561 of that Act did not apply;
- (c) the powers under paragraphs (a) and (b) above (other than in connection with a rights issue, as defined in Article 8(b)(ii) of the Company's Articles of Association) shall be limited to the allotment of equity securities having a nominal amount not exceeding in aggregate £459,548;
- (d) these authorities shall expire at the conclusion of the next Annual General Meeting of the Company after the passing of this resolution or, if earlier, at the close of business on 28 February 2014; and
- (e) all previous unutilised authorities under Sections 570 and 573 of the Companies Act 2006 shall cease to have effect.

#### Market purchases of ordinary shares

Resolution 16: to resolve that, pursuant to Section 701 of the Companies Act 2006, the Company be and is hereby generally and unconditionally authorised to make market purchases (as defined in Section 693(4) of the Companies Act 2006) of any of its own ordinary shares in such manner and on such terms as the directors may from time to time determine provided that:

- (a) the maximum aggregate number of ordinary shares authorised to be purchased is 18,381,937;
- (b) the minimum price which may be paid for each ordinary share is 5p (exclusive of all expenses);
- (c) the maximum price which may be paid for each ordinary share is an amount (exclusive of all expenses) equal to the higher of:
  - (i) 105% of the average of the middle market quotations for an ordinary share as derived from the London Stock Exchange Daily Official List for the five business days immediately preceding the day on which the ordinary share is purchased; and
  - (ii) the price stipulated by Article 5(1) of the Buy-back and Stabilisation Regulation 2003;

## Notice of Annual General Meeting continued

- (d) the authority shall, unless previously varied, revoked or renewed, expire at the conclusion of the next Annual General Meeting of the Company after the passing of this resolution or, if earlier, at the close of business on 28 February 2014, save that the Company shall be entitled under such authority to make at any time before such expiry any contract to purchase its own shares which will or might be executed wholly or partly after such expiry and make a purchase of shares in pursuance of any such contract or contracts; and
- (e) all existing authorities for the Company to make market purchases of ordinary shares are revoked, except in relation to the purchase of shares under a contract or contracts concluded before the date of this resolution and which has not been executed.

### Notice of General Meetings

Resolution 17: to resolve that a general meeting of the Company, other than an Annual General Meeting, may be called on not less than 14 clear days' notice, provided that this authority shall expire at the conclusion of the next Annual General Meeting of the Company after the passing of this resolution.

By order of the Board

**Stuart Marriner**

Company Secretary  
6 November 2012

Registered Office:

Rowan House, Cherry Orchard North, Kembrey Park, Swindon,  
Wiltshire SN2 8UH

# Explanatory Notes

## DIRECTORS' BIOGRAPHIES

### Resolutions 4 to 10 – Re-election of directors

**Dennis Millard** joined the Board as a non-executive director and Deputy Chairman on 31 August 2006 and became Chairman on 6 February 2008. He is Chairman of the Nominations Committee and a member of the Audit and Remuneration Committees. He is Chairman of Halfords Group plc and a non-executive director and Senior Independent Director of Premier Farnell plc and Debenhams plc. He was Finance Director of Cookson Group plc from 1996 to 2005 and was a non-executive director of Exel plc from 2003 until 2005 and Xchanging plc from 2005 until September 2012. He is Chairman of Trustees of the charity The Holy Cross Children's Trust. Aged 63.

**Mark Cashmore** joined the Board on 31 August 2006 and is Group Chief Executive. He started his career with Pernod Ricard before moving to United News and Media in 1989. Between 1989 and 1999 he held senior positions in a number of news distribution businesses, including Sales Director of United Magazine Distribution, USM and Seymour. He joined WH Smith News in 1999 and was appointed Magazine Sales Director in 2001 and Managing Director in June 2006. Aged 52.

**Jonathan Bunting** joined the Board on 1 April 2010 and is Managing Director, Smiths News. He joined the business as a graduate recruit in 1994. He rose through the organisation in a variety of sales and marketing managerial roles before being promoted to the executive management team in 2001 as Trade Marketing Director. He was appointed Commercial Director in August 2006, Chief Commercial Officer in April 2010 and Managing Director, Smiths News on 1 May 2012. Aged 40.

**Nick Gresham** joined Smiths News and was appointed to the Board on 1 August 2010 as Chief Financial Officer. Prior to joining Smiths News, he held various senior financial roles in GUS plc and Home Retail Group plc over a ten year period, including Group Financial Controller, Finance Director of the Financial Services division and most recently three years as Finance Director of Homebase. Before joining GUS Nick worked for Virgin Retail and Debenhams. Aged 41.

**Andrew Brent** is a non-executive director and joined the Board on 1 September 2008. He is a member of the Audit, Remuneration and Nominations Committees. He is Chief Customer and Marketing Officer at Barclays Bank and prior to that was Managing Director of GreenBottle Ltd, a start-up business in the environmental packaging category. Prior to joining GreenBottle, he held senior marketing positions in a number of leading companies including BSKyB, Alliance Boots Plc, Burger King Inc., Iceland Frozen Foods Plc and Procter & Gamble Inc. Aged 53.

**Anthony Cann** is a non-executive director and joined the Board on 31 August 2006. He is Chairman of the Remuneration Committee and a member of the Audit and Nominations Committees. He is a solicitor, now non-practising, and was the worldwide Senior Partner of Linklaters, an international law firm, from 2001 until September 2006. He is currently a non-executive director of Panmure Gordon & Co. plc, a Trustee of Adventure Capital Fund, a director of The Social Investment Business Ltd and a Governor of Haberdashers' Adams' Federation Trust. Aged 65.

**John Worby** is a non-executive director and Senior Independent Director and joined the Board on 31 August 2006. He is Chairman of the Audit Committee and a member of the Remuneration and Nominations Committees. He is Finance Director of Genus plc and was previously Group Finance Director and Deputy Chairman of Uniq plc (formerly Unigate plc). He is the Senior Independent Director and Chairman of the Audit Committee of Cranswick plc and a member of the Financial Reporting Review Panel. Aged 61.

The Chairman confirms that, following the recent external performance evaluation of the Board and individual directors, each of the non-executive directors makes an effective and valuable contribution to the Board and demonstrates commitment to their respective roles. John Worby, the Senior Independent Director, has led a review of Dennis Millard's contribution to the Board and confirms that he continues to be an effective Chairman.

## SPECIAL BUSINESS

### Resolution 13 – Authority to make political donations

Part 14 of the Companies Act 2006 ("CA 2006"), amongst other things, prohibits the Company and its subsidiaries from making political donations or from incurring political expenditure in respect of a political party or other political organisation or an independent election candidate unless authorised by the Company's shareholders. Aggregate donations made by the Group of £5,000 or less in any 12 month period will not be caught.

**Neither the Company nor any of its subsidiaries has any intention of making any political donations or incurring any political expenditure.** However, the CA 2006 defines 'political party', 'political organisation', 'political donation' and 'political expenditure' widely. For example, bodies, such as those concerned with policy review and law reform or with the representation of the business community or sections of it, which the Company and/or its subsidiaries may see benefit in supporting, may be caught.

Accordingly, the Company wishes to ensure that neither it nor its subsidiaries inadvertently commits any breaches of the CA 2006 through the undertaking of routine activities, which would not normally be considered to result in the making of political donations and political expenditure being incurred.

## Explanatory Notes continued

As permitted under the CA 2006, the resolution extends not only to the Company but also covers all companies which are subsidiaries of the Company at any time the authority is in place. The resolution reflects the three categories covered by the rules and authorises the Company and its subsidiaries to:

- (a) make political donations to political parties or independent election candidates not exceeding £50,000 in total;
- (b) make political donations to political organisations other than political parties not exceeding £50,000 in total; and
- (c) incur political expenditure not exceeding £50,000 in total,

in the period from the date of passing this resolution up to and including the conclusion of the next Annual General Meeting or, if earlier, 28 February 2014.

As required by the CA 2006, the resolution is in general terms and does not purport to authorise particular donations.

### Resolution 14 – Authority to allot shares

At the Annual General Meeting held on 27 January 2012, the shareholders authorised the directors, under Section 551 of the CA 2006 to allot shares in the Company or grant rights to subscribe for, or convert any securities into, shares in the Company. This authority is due to expire at the end of the AGM and it is proposed that it be renewed. Paragraph (a)(i) of Resolution 14 would allow the directors to allot shares up to a maximum nominal amount of £3,063,656, representing approximately one third of the Company's issued share capital, calculated as at 31 October 2012 (being the latest practicable date prior to publication of this Notice). In accordance with the guidelines issued by the Association of British Insurers ("ABI"), paragraph (a)(ii) of Resolution 14 would allow the directors to allot, including the shares referred to in paragraph (a)(i), further of the Company's shares in connection with a pre-emptive offer by way of a rights issue up to a maximum nominal amount of £6,127,312, representing approximately two thirds of the Company's issued share capital, calculated as at 31 October 2012 (being the latest practicable date prior to publication of this Notice).

The authority would expire at the conclusion of the next Annual General Meeting of the Company after the passing of this resolution or, if earlier, at the close of business on 28 February 2014. With the exception of up to 4,530,012 shares (2.46% of the issued ordinary share capital as at 31 October 2012 (being the latest practicable date prior to publication of this Notice)) expected to be allotted in or around January 2014 in respect of the deferred consideration for the acquisition of Hedgelane Limited (which operates as The Consortium) on 23 April 2012, the directors have no present intention of exercising this authority, however, it is considered prudent to maintain the flexibility it provides. If the directors do exercise the authority given under paragraph (a)(ii), they intend to follow ABI recommendations that all of the directors will stand for re-election at the following Annual General Meeting.

As at the date of this Notice, the Company does not hold any shares in the capital of the Company in treasury.

### Resolution 15 – Disapplication of pre-emption rights

Also at the Annual General Meeting held on 27 January 2012, a special resolution was passed under Sections 570 and 573 of the CA 2006 empowering the directors to allot equity securities for cash without first being required to offer such shares to existing shareholders. This authority is due to expire at the end of the AGM and it is proposed that it be renewed.

If approved, this resolution would authorise the directors to issue shares in connection with a rights issue and otherwise to issue shares for cash up to a maximum nominal amount of £459,548, which is equal to approximately 5% of the Company's issued ordinary share capital as at 31 October 2012 (being the latest practicable date prior to publication of this Notice).

The authority would expire at the conclusion of the next Annual General Meeting of the Company after the passing of this resolution or, if earlier, at the close of business on 28 February 2014. The directors do not intend to issue more than 7.5% of the issued share capital of the Company for cash on a non-pre-emptive basis in any rolling three-year period without prior consultation with shareholders and the Investment Committees of the ABI and National Association of Pension Funds.

### Resolution 16 – Market purchases of ordinary shares

With the authority of shareholders in general meeting, the Company may purchase its own ordinary shares in the market subject to the provisions of the CA 2006. The directors will only exercise the authority when satisfied that it is in the best interests of the Company to do so and when it would result in an increase in earnings per share.

The proposed authority would be limited to purchases of up to 18,381,937 ordinary shares, representing approximately 10% of the issued ordinary shares in the Company as at 31 October 2012 (being the latest practicable date prior to publication of this Notice). This resolution specifies the minimum and maximum prices at which they may be bought. As at 31 October 2012, there were outstanding 10,980,545 options to subscribe for ordinary shares, representing 5.97% of the Company's issued ordinary share capital. If the authority was exercised in full, the options would represent 6.64% of the Company's issued ordinary share capital.

Under Part 18, Chapter 6 of the CA 2006, the Company is allowed to hold its own shares in treasury following a buy back as an alternative to cancelling them. Shares held in treasury may be subsequently sold for cash, but all rights attaching to them, including voting rights and the right to receive dividends, are suspended while they are held in treasury. It is the Company's intention to cancel any shares it buys back rather than hold them in treasury.

The authority would expire at the conclusion of the next Annual General Meeting of the Company after the passing of this resolution or, if earlier, at the close of business on 28 February 2014.

### Resolution 17 – Notice of General Meetings

The notice period required by the CA 2006 for general meetings of the Company is 21 days, unless shareholders approve a shorter notice period, which cannot however be less than 14 clear days (AGMs must always be held on at least 21 clear days' notice).

At the Annual General Meeting held on 27 January 2012, shareholders authorised the calling of general meetings other than an AGM on not less than 14 clear days' notice, and it is proposed that this authority be renewed. The authority granted by Resolution 17, if passed, will be effective until the Company's next AGM, when it is intended that a similar resolution will be proposed.

In order to be able to call a general meeting on less than 21 clear days' notice, the Company must make a means of electronic voting available to all shareholders for that meeting. The flexibility offered by Resolution 17 will be used where, taking into account the circumstances, the directors consider it appropriate in relation to the business of the meeting and in the interests of the Company and shareholders as a whole.

### IMPORTANT NOTES FOR SHAREHOLDERS

- Shareholders are entitled to appoint one or more proxies (who need not be shareholders) to exercise all or any of their rights to attend and to speak and vote on their behalf at the meeting provided that if more than one proxy is appointed, each proxy is appointed to exercise the rights attached to a different share or shares.
- Shareholders should use the enclosed Proxy Form to make the appointment referred to in Note 1 above. Before completing the Proxy Form shareholders should read the guidance notes on the Form.
- As an alternative to completing and returning the printed Proxy Form, you may submit your proxy appointment electronically by accessing the website **www.sharevote.co.uk**, where full details of the procedure are given. You will need to have your Proxy Form to hand when you log on as it contains information which will be required to validate your submission. For further information, see the guidance notes on the Proxy Form.
- To be valid any Proxy Form and power of attorney or other authority, if any, under which it is signed or a notarially certified or office copy of such power or authority or other instrument appointing a proxy must be received by post or (during normal business hours only) by hand at Equiniti or at the electronic address provided on the Proxy Form, in each case no later than 11.30am on 22 January 2013. Completion and return of a Proxy Form, or electronic proxy appointment, or any CREST Proxy Instruction (as described in Note 5) will not prevent you attending and voting at the meeting, if you wish. A member must inform the Company in writing of any termination of the authority of a proxy.
- 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 specifications, and must contain the information required for such instruction, as described in the CREST Manual (available via [www.euroclear.com/CREST](http://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 Equiniti (CREST participant ID RA19) by 11.30am on 22 January 2013. 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 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.
- Any member with more than one shareholding registered in his/her name should, to the extent that such member has elected to receive copies of relevant documentation, receive only one copy of the Annual Report and one Proxy Form. The Proxy Form will be valid in respect of all his/her holdings. If you do not have a Proxy Form and believe that you should have one, or if you require additional forms, please contact Equiniti on 0871 384 2771\* or from outside the UK +44 (0) 121 415 7565.
- Pursuant to Regulation 41 of the Uncertificated Securities Regulations 2001, the CA 2006 and the Articles of Association of the Company, the Company specifies that only those shareholders registered in the

## Explanatory Notes continued

- register of members of the Company as at 6.00pm on 22 January 2013 (or 6.00pm on the day that is two days before any adjourned meeting) shall be entitled to attend (either in person or by proxy) and vote at the meeting in respect of the number of shares registered in their names at that time. Changes to the register of members after 6.00pm on 22 January 2013 (or 6.00pm on the day that is two days before any adjourned meeting) shall be disregarded in determining the right of any person to attend and vote at the AGM.
11. Any person to whom this Notice is sent who is a person nominated under Section 146 of CA 2006 to enjoy information rights (a "Nominated Person") may, under an agreement between him/her and the shareholder by whom he/she was nominated, have a right to be appointed (or to have someone else appointed) as a proxy for the AGM. 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 shareholder as to the exercise of voting rights.
  12. In the absence of an agreement described in Note 11 above, the statement of the rights of shareholders in relation to the appointment of proxies in Notes 1 to 3 above does not apply to Nominated Persons. The rights described in these paragraphs can only be exercised by shareholders of the Company.
  13. Nominated persons are reminded that they should contact the registered holder of their shares (and not the Company) on matters relating to their investments in the Company.
  14. Any corporation which is a member can appoint one or more corporate representatives who may exercise on its behalf all of its powers as a member provided that they do not do so in relation to the same shares.
  15. Copies of directors' service contracts and non-executive directors' letters of appointment with the Company and any of its subsidiaries are available for inspection at the registered office of the Company during normal business hours on any weekday (except Saturdays, Sundays and public holidays) and at the AGM Location on 24 January 2013 from 11.00am until the conclusion of the AGM.
  16. Under Section 527 of CA 2006 members meeting the threshold requirements set out in that section have the right to require the Company to publish on a website a statement setting out any matter relating to: (i) the audit of the Company's accounts (including the auditor's report and the conduct of the audit) that are to be laid before the AGM; or (ii) any circumstance connected with an auditor of the Company ceasing to hold office since the previous meeting at which annual accounts and reports were laid in accordance with Section 437 of CA 2006. The Company may not require the shareholders requesting any such website publication to pay its expenses in complying with Sections 527 or 528 of CA 2006. Where the Company is required to place a statement on a website under Section 527 of the CA 2006, it must forward the statement to the Company's auditor not later than the time when it makes the statement available on the website. The business which may be dealt with at the AGM includes any statement that the Company has been required under Section 527 of CA 2006 to publish on a website.
  17. As at 31 October 2012 (being the latest practicable date prior to publication of this Notice) the Company's issued share capital consists of 183,819,376 ordinary shares carrying one vote each. Therefore the total voting rights in the Company as at 31 October 2012 are 183,819,376.
  18. You may not use any electronic address provided either in this Notice of Meeting or any related documents (including the Proxy Form) to communicate with the Company for any purposes other than those expressly stated.
  19. Any member attending the meeting has the right to ask questions. The Company must cause to be answered any such question relating to the business being dealt with at the meeting but no such answer need be given if (a) to do so would interfere unduly with the preparation for the meeting or involve the disclosure of confidential information, (b) the answer has already been given on a website in the form of an answer to a question, or (c) it is undesirable in the interests of the company or the good order of the meeting that the question be answered.
  20. A copy of this Notice, and other information required by Section 311A of the CA 2006, can be found on the Company's website **[www.smithsnews.co.uk](http://www.smithsnews.co.uk)**.
  21. Under Section 338 and Section 338A of CA 2006, members meeting the threshold requirements in those sections have the right to require the Company (i) to give, to members of the Company entitled to receive notice of the meeting, notice of a resolution which may properly be moved and is intended to be moved at the meeting and/or (ii) to include in the business to be dealt with at the meeting any matter (other than a proposed resolution) which may be properly included in the business. A resolution may properly be moved or a matter may properly be included in the business unless (a) (in the case of a resolution only) it would, if passed, be ineffective (whether by reason of inconsistency with any enactment or the Company's constitution or otherwise), (b) it is defamatory of any person, or (c) it is frivolous or vexatious. Such a request may be in hard copy form or in electronic form, must identify the resolution of which notice is to be given or the matter to be included in the business, must be authenticated by the person or persons making it, must be received by the Company not later than 12 December 2012, being the date six clear weeks before the meeting, and (in the case of a matter to be included in the business only) must be accompanied by a statement setting out the grounds for the request.
- \* Calls to this number cost 8p per minute from a BT landline, other providers' costs may vary. Lines are open 8.30am to 5.30pm, Monday to Friday.

# AGM Information

## Venue

The meeting will be held on Thursday 24 January 2013 at Rowan House, Cherry Orchard North, Kembrey Park, Swindon, Wiltshire SN2 8UH.

A map of the location of Rowan House, the venue for the AGM, is shown below.



## Time

The meeting will start at 11.30am. Please arrive no later than 11.15am for registration.

## Refreshments

Please note that coffee and tea will be served before the meeting.

[www.smithsnews.co.uk](http://www.smithsnews.co.uk)

**Smiths News PLC**

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