

MATICA PLC

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the Annual General Meeting of Matica PLC (the "Company") will be held at the offices of Pinsent Masons LLP, CityPoint, One Ropemaker Street, London EC2Y 9AH on 19 June 2009 at 9.00 a.m. for the following purposes:

1. To receive the accounts and the reports of the directors and the auditors for the financial year ended 31 December 2008.
2. To appoint Veraje Anjargolian as a director who was appointed since the last annual general meeting and who is retiring in accordance with the Company's articles of association.
3. To re-appoint Emmanuel John Olympitis as a director who is retiring by rotation in accordance with the Company's articles of association.
4. To re-appoint Nexia Smith & Williamson as auditors of the Company from the conclusion of this meeting until the conclusion of the next general meeting at which accounts are laid before the shareholders and to authorise the directors to fix the auditors' remuneration.

By Order of the Board
Pinsent Masons Secretaries Limited
Secretary

Dated: 27 May 2009

Registered office:

31 Harley Street
London
W1G 9QS

NOTES

1. A member entitled to attend and vote at the Meeting is also entitled to appoint a proxy or proxies to attend, speak and vote instead of him. A member may appoint more than one proxy in relation to the Meeting, provided that each proxy is appointed to exercise the rights attached to a different share or shares held by that member. A proxy need not be a member of the Company. Appointment of a proxy will not preclude a member from attending and voting in person at the Meeting.
2. To be effective, the appointment of a proxy, or amendment to the instructions given for a previously appointed proxy, must be received by Capita Registrars at Proxy Department, The Registry, 34 Beckenham Road, Beckenham, Kent BR3 4TU not less than 48 hours before the time for holding the Meeting. In addition, any power of attorney or other authority under which the proxy is appointed (or a notarially certified copy of such power or authority) must be deposited at the registrars' office not less than 48 hours before the time for holding the Meeting. Any such power of attorney or other authority cannot be submitted electronically.
3. In the case of joint holders of a share the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders. For this purpose seniority is determined by the order in which the names of the holders stand in the register of members in respect of the joint holding.
4. Copies of the terms and conditions of appointment of the non-executive directors, which are available for inspection during normal business hours at the registered office of the Company (public holidays excluded) will be available for inspection at the place of the Annual General Meeting from 8.45 a.m. until its conclusion.
5. Pursuant to Regulation 41 of the Uncertificated Securities Regulations 2001, the time by which a person must be entered on the register of members in order to have the right to attend and vote at the Annual General Meeting is 6.00 p.m. on 17 June 2009 (being not more than 48 hours prior to the time fixed for the Meeting) or, if the Meeting is adjourned, such time being not more than 48 hours prior to the time fixed for the adjourned meeting. Changes to entries on the register of members after that time will be disregarded in determining the right of any person to attend or vote at the Meeting.
6. In order to facilitate voting by corporate representatives at the meeting, arrangements will be put in place at the meeting so that (i) if a corporate shareholder has appointed the chairman of the meeting as its corporate representative with instructions to vote on a poll in accordance with the directions of all of the other corporate representatives for that shareholder 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 (ii) if more than one corporate representative for the same corporate shareholder attends the meeting but the corporate shareholder 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 shareholders are referred to the guidance issued by the Institute of Chartered Secretaries and Administrators on proxies and corporate representatives - www.icsa.org.uk - for further details of this procedure. The guidance includes a sample form of representation letter if the chairman is being appointed as described in (i) above.