



31 March 2008

Dear Shareholder,

Phynova Group plc (the "Company")

NOTICE IS HEREBY GIVEN that an **ANNUAL GENERAL MEETING** of the Company will be held at Phynova House, 16 Blenheim Office Park, Long Hanborough, Oxfordshire OX29 8LN on 30 April 2008 at 12 noon for the following purposes:

ORDINARY BUSINESS

1. To receive the accounts for the year ended 30 September 2007 together with the report of the directors and auditors.
2. To reappoint BDO Stoy Hayward as auditors of the Company in accordance with the provisions of Section 384, Companies Act 1985 and to authorise the Directors to fix their remuneration in consultation with them.

SPECIAL BUSINESS

As special business, to consider and, if thought fit, pass the following resolutions of which resolution 3 and resolution 4 shall be proposed as ordinary resolutions and resolution 5 as a special resolution.

ORDINARY RESOLUTIONS

3. **That** the authorised share capital of the Company be increased from £500,000 to £1,000,000 by the creation of 50,000,000 ordinary shares of 1p each ranking pari passu in all respects with the existing ordinary shares of 1p each in the share capital of the Company.
4. **That** the directors be generally and unconditionally authorised pursuant to section 80 of the Companies Act 1985 (the "Act") to exercise all the powers of the Company to allot relevant securities (as defined in Section 8(2) of the Act) provided that:
 - (a) the authority shall be in substitution for any equivalent authority which may have been given to the Directors prior to the date of the passing of this resolution;
 - (b) the authority shall be limited to relevant securities up to an aggregate nominal amount of the authorised unissued share capital following the passing of resolution 3 above; and
 - (c) unless previously revoked, varied or extended by the Company, this authority shall expire on the earlier of the conclusion of the next Annual General Meeting of the Company and the date falling 15 months after the date of the passing of this resolution 4 except that the Company may at any time 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 that offer or agreement as if this authority had not expired.

SPECIAL RESOLUTION

5. **That** subject to the passing of the previous resolutions the Directors be generally empowered pursuant to section 95 of the Act to allot equity securities (within the meaning of section 94(2) of the Act) wholly for cash pursuant to the authority conferred by resolution 4 above as if section 89(1) of the Act did not apply to such allotment, and this authority shall expire on the earlier of the conclusion of the next Annual General Meeting of the Company and the date falling 15 months after the date of the passing of this resolution 5 (when the general authority under resolution 4 shall expire) except that the Company may before the expiry of this power 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 an offer or agreement as if this power had not expired.

By order of the Board

A handwritten signature in black ink that reads "Alan A Brown".

Alan Brown
Secretary

Dated: 31 March 2008

Registered office: Phynova House, 16 Blenheim Office Park, Long Hanborough, Oxfordshire OX29 8LN

Registered number: 05202283



Explanatory Notes:

1. A member who is entitled to attend, speak and vote at the meeting may appoint a proxy to attend, speak and vote instead of him. A proxy need not be a member of the Company but must attend the meeting in order to represent you. A member may appoint more than one proxy provided each proxy is appointed to exercise rights attached to different shares (so a member must have more than one share to be able to appoint more than one proxy). A Form of Proxy is enclosed. The notes to the Form of Proxy include instructions on how to appoint the Chairman of the meeting or another person as a proxy. To be valid the Form of Proxy must reach the Company's registrars, Capita Registrars, The Registry, 34 Beckenham Road, Beckenham, Kent BR3 4TU by 12pm on the date that is 48 hours before the time fixed for the meeting.
2. The Company pursuant to Regulation 41 of the Uncertificated Securities Regulations 2001, specifies that only those shareholders registered in the register of members of the Company at 6pm on the date which is 48 hours before the meeting (or, if the meeting is adjourned, two working days before the time fixed for the adjourned meeting) shall be entitled to attend and vote at the meeting in respect of the number of shares registered in their name at that time. In each case, changes to the register of members after such time shall be disregarded in determining the rights of any person to attend or vote at the meeting. Please note that communications regarding the matters set out in this Notice of General Meeting will not be accepted in electronic form.
3. Appointment of proxies through CREST
Crest members who wish to appoint a proxy or proxies by utilising the CREST electronic proxy appointment service may do so for the Meeting and any adjournment(s) thereof by utilising 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.

In order for a proxy appointment made by means of CREST to be valid, the appropriate CREST message (a "CREST Proxy Instruction") must be properly authenticated in accordance with Euroclear UK & Ireland Limited's ("EUI") specifications and must contain the information required for such instructions, as described in the CREST manual. The message must be transmitted so as to be received by the issuer's agent (ID; RA10) by 6pm on 28 April 2008. 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 Applications 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 EUI does not make available special procedures in CREST for any particular messages. 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(s), 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 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 invalid a CREST Proxy Instruction in the circumstances set out in Regulation 35(5)(a) of the Uncertificated Securities Regulations 2001.