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If you have sold or otherwise transferred all of your St Ives plc shares, please send this document, together with the accompanying documents as soon as possible to the purchaser or transferee, or to the stockbroker, bank or other agent through whom the sale or transfer was effected, for delivery to the purchaser or transferee.



St Ives plc
One Tudor Street
London EC4Y 0AH
27 October 2011

Dear shareholder

I am pleased to send you the Annual Report and Accounts for 2011 with this letter, which contains the Notice of the Annual General Meeting to be held at 11.00 a.m. on Tuesday, 29 November 2011 and an explanation of the routine and non-routine business to be put to the meeting. The Notice is set out on pages 6 and 7 of this document. A Form of Proxy is separately enclosed.

Routine business

The following Resolutions will be proposed as Ordinary Resolutions:

Resolution 1 – Receipt of the 2011 Annual Accounts

Under companies legislation the directors of the Company must present their report and the annual statements to the Meeting. Shareholders may raise questions relating to the report and accounts under this Resolution.

Resolution 2 – Approval of the 2011 Remuneration Report

The Remuneration Report for the 52 weeks ended 29 July 2011 has been prepared and is laid before the Meeting for approval of shareholders in accordance with Section 439 of the Companies Act 2006 ('the 2006 Act'). The vote is advisory and does not affect the actual remuneration paid to any individual director. The Directors' Remuneration Report can be found on pages 46 to 55 in the Annual Report and Accounts 2011.

Resolution 3 – Declaration of the final dividend for 2011

A final dividend can only be paid after it has been approved by the shareholders. A final dividend of 3.50 pence per ordinary share is recommended by the directors for payment to shareholders who are on the shareholders' register at close of business on 2 December 2011. If approved, the final dividend will be paid on 23 December 2011.

Resolution 4 – Reappointment of Auditors

The Company is required under Section 489 of the 2006 Act to appoint Auditors at each general meeting at which the accounts are laid before the Company, to hold office until the conclusion of the next such meeting. This Resolution, on the audit committee's recommendation after undertaking a review described on page 44 in the Annual Report and Accounts, proposes the reappointment of Deloitte LLP as Auditors of the Company.

Resolution 5 – Authority for the directors to agree the Auditors' remuneration

This Resolution authorises the directors, in accordance with standard practice, to set the remuneration of the Auditors. In accordance with its terms of reference, the Audit Committee will approve their remuneration and terms of engagement and make recommendations to the board.

Resolutions 6 and 7 – Reappointment of directors retiring by rotation

The Company's articles of association require that at each Annual General Meeting: (a) approximately one third of the directors who are subject to retirement by rotation must retire; and (b) any director who has held office at the time of the two preceding annual general meetings and who did not retire by rotation at either of them, shall be subject to retirement by rotation at the Meeting. This year Lloyd Wigglesworth and I each retire and, being eligible, we offer ourselves for re-election. Separate resolutions will be proposed for these reappointments.

Resolution 8 – Reappointment of director appointed since the last Annual General Meeting

The Company's articles of association also provide that any person appointed to the board as an additional director since the last Annual General Meeting must retire at the next following Annual General Meeting.

Accordingly, Tony Stuart, who was appointed a director from 31 January 2011 will retire at the Meeting and will seek reappointment.

Non-routine business

Resolution 9 – Allotment of share capital

This Resolution deals with the directors' authority to allot shares.

At the Annual General Meeting of the Company held on 30 November 2010, the directors were authorised to allot relevant securities up to an aggregate maximum nominal amount of £6,980,000. It is proposed to renew this authority such that the directors be granted authority to allot shares in the capital of the Company up to a maximum amount of £7,474,100, which reflects the ABI guideline limit of approximately two thirds of the Company's issued ordinary share capital as at 25 October 2011, together with relevant securities which may be issued pursuant to outstanding options under the Group's discretionary share option schemes and sharesave plans. Of this amount 37,370,500 shares (representing approximately one third of the Company's issued ordinary share capital) can only be allotted pursuant to a rights issue. This power lasts until the conclusion of the 2012 Annual General Meeting and, for the purposes of Sections 549, 551 and 559 of the 2006 Act, the directors will propose the renewal of this authority, mutatis mutandis, to reflect changes to the issued share capital of the Company and outstanding options since 25 October 2011.

The directors have no present intention of exercising this authority, other than in respect of the Group's discretionary share option schemes and sharesave plans.

The remaining Resolutions will be proposed as Special Resolutions:

Resolution 10 – Disapplication of statutory pre-emption rights

Approval is sought for the directors to be able to allot shares in the capital of the Company pursuant to the authority granted under Resolution 9 above for cash without complying with the pre-emption rights in the 2006 Act in certain circumstances. In the light of the ABI guidelines described in relation to Resolution 9 above, this authority will permit the directors to allot:

- (a) shares up to a nominal amount of £7,474,100 (representing approximately two-thirds of the company's issued share capital as at 25 October 2011) on an offer to existing shareholders on a pre-emptive basis. However unless the shares are allotted pursuant to a rights issue (rather than an open offer), the directors may only allot shares up to a nominal amount of £3,737,000 (representing approximately one-third of the company's issued share capital) (in each case subject to any adjustments, such as for fractional entitlements and overseas shareholders, as the directors see fit); and

- (b) shares up to a maximum nominal value of £560,550, representing approximately 5% of the issued ordinary share capital of the Company as at 25 October 2011 otherwise than in connection with an offer to existing shareholders.

The directors have no present intention of exercising this authority.

The directors confirm their intention to follow the provisions of the Pre-emption Group's Statement of Principles regarding cumulative usage of authorities within a rolling three-year period. The Principles provide that companies should not issue shares for cash representing more than 7.5% of the company's issued share capital in any rolling three-year period, other than to existing shareholders, without prior consultation with shareholders.

Resolution 11 – Authority for the Company to purchase its own shares

This Resolution gives the Company authority to buy back its own ordinary shares in the market as permitted by the 2006 Act. The authority limits the number of shares that could be purchased to a maximum nominal value of £1,121,100 (representing approximately 10% of the Company's issued ordinary share capital as at 25 October 2011) and sets minimum and maximum prices. This authority will expire at the conclusion of the next Annual General Meeting or, if earlier, 28 February 2012.

The directors have no present intention of exercising the authority to purchase the Company's ordinary shares but will keep the matter under review, taking into account the financial resources of the Company, the Company's share price and future funding opportunities. The authority will be exercised only if the directors believe that to do so would result in an increase in earnings per share and would be in the interests of shareholders generally. Any purchases of ordinary shares would be by means of market purchases through the London Stock Exchange.

Listed companies purchasing their own shares are allowed to hold them in treasury as an alternative to cancelling them. No dividends are paid on shares whilst held in treasury and no voting rights attach to treasury shares.

If Resolution 11 is passed at the Annual General Meeting, it is the Company's current intention to cancel all of the shares it may purchase pursuant to the authority granted to it. However, in order to respond properly to the Company's capital requirements and prevailing market conditions, the directors will need to reassess at the time of any and each actual purchase whether to hold the shares in treasury or cancel them, provided it is permitted to do so.

As at 25 October 2011, there were options over 3,429,000 ordinary shares in the capital of the Company representing 3.06% of the Company's issued ordinary share capital. If the authority to purchase the Company's ordinary shares was exercised in full, these options would represent 2.97% of the Company's issued ordinary share capital. The Company does not currently have any treasury shares.

Resolution 12 – Notice for calling a general meeting

The notice period required by the 2006 Act for general meetings of the Company is 21 clear days unless shareholders approve a shorter notice period, which cannot be less than 14 clear days (annual general meetings must always be held on at least 21 clear days' notice). At the AGM 2009, shareholders authorised the calling of general meetings other than annual general meetings on not less than 14 clear days' notice and it is proposed that this authority be granted.

The 2006 Act requires that, in order for a company 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 this resolution will be used where, taking into account the circumstances, the directors consider it is appropriate in relation to the business of the meeting and in the interests of the Company and the shareholders as a whole.

The authority granted by the resolution, if passed, will be effective until the Company's next annual general meeting, when it is intended that a similar resolution will be proposed.

Resolution 13 – Approval of an all-employee sharesave plan

This Resolution seeks approval to introduce a new HM Revenue & Customs approved all-employee sharesave plan – the St Ives Sharesave Plan – to encourage employee share ownership throughout the Group. The main terms of the Sharesave Plan are summarised in the Appendix. The St Ives Sharesave Plan will replace the Company's existing sharesave plan, the St Ives Savings-Related Share Option Scheme, which expires on 29 November 2011.

Recommendation

The board considers the Resolutions will promote the success of the Company and are in the best interests of the Company and its shareholders as a whole. The directors unanimously recommend that you vote in favour of the Resolutions as they intend to do in respect of their own beneficial holdings which amount in aggregate to 327,251 shares representing approximately 0.29% of the existing issued ordinary share capital of the Company.

Yours sincerely



Richard Stillwell
Chairman

Summary of principal terms of the St Ives Sharesave Plan (the 'Plan')

Operation

The operation of the Plan will be supervised by the board of directors of the Company (the 'board'). It will be approved by HM Revenue & Customs ('HMRC') in order to provide UK tax-advantaged options to UK employees.

Eligibility

Employees and full-time directors of the Company and any designated participating subsidiary who are UK resident tax payers are eligible to participate. The board may require employees to have completed a qualifying period of employment of up to five years before the grant of options. The board may also allow other employees to participate.

Grant of options

Options can only be granted to employees who enter into HMRC approved savings contracts, under which monthly savings are normally made over a period of three or five years. Options must be granted within 30 days (or 42 days if applications are scaled back) of the first day by reference to which the option price is set. The number of shares over which an option is granted will be such that the total option price payable for those shares will correspond to the proceeds on maturity of the related savings contract.

An option may not be granted more than 10 years after shareholder approval of the Plan. Options are not transferable, except on death. Options are not pensionable.

Individual participation

Monthly savings by an employee under all savings contracts linked to options granted under any sharesave scheme may not exceed the statutory maximum (currently £250 in aggregate per month). The board may set a lower limit in relation to any particular grant.

Option price

The price per Share payable upon the exercise of an option will not be less than the higher of: (i) 80 per cent. (or such lesser percentage as may be permitted by the legislation) of the middle-market quotation of a Share on the London Stock Exchange (or a preceding three day average price) on a date specified in an invitation to participate in the Plan (or the date immediately preceding the issue of an invitation); and (ii) if the option relates only to new issue shares, the nominal value of a Share.

The option price will be determined by reference to dealing days which fall within six weeks of:

- (a) the date of announcement by the Company of its results for any period;
- (b) the day on which the Plan is formally approved by HMRC;
- (c) the day on which a new savings contract prospectus is announced or comes into force; or
- (d) at any other time when the board considers there to be sufficiently exceptional circumstances which justify offering options under the Plan.

Exercise of options

Options will normally be exercisable for a six month period from the third, fifth or seventh anniversary of the commencement of the related savings contracts. Earlier exercise is permitted, however, in the following circumstances:

- (a) following cessation of employment by reason of death, injury, disability, redundancy, retirement on reaching age 60 (or any other age at which the employee is bound to retire under his terms of employment) or the business or company that the employee works for ceasing to be part of the Company's group;
- (b) when an employee reaches 60;
- (c) where employment ceases more than three years from grant for any reason other than dismissal for misconduct; and
- (d) in the event of a takeover, amalgamation, reconstruction or winding-up of the Company, except in the case of an internal corporate re-organisation when the board may decide to exchange existing options for equivalent new options over shares in a new holding company.

Except where stated above, options will lapse on cessation of employment or directorship with the Company's group.

Shares will be allotted or transferred to participants within 30 days of exercise.

Overall Plan limits

The Plan may operate over new issue shares, treasury shares or shares purchased in the market.

In any ten calendar year period, the Company may not issue (or grant rights to issue) more than 10 per cent of the issued ordinary share capital of the Company under the Plan and any other employee share plan adopted by the Company.

Treasury shares will count as new issue shares for the purposes of these limits unless the institutional investors decide that they need not count.

Variation of capital

If there is a variation in the Company's share capital then the board may, subject to HMRC approval, make such adjustment as it considers appropriate to the number of shares under option and the option price.

Rights attaching to shares

Any shares allotted when an option is exercised under the Plan will rank equally with shares then in issue (except for rights arising by reference to a record date prior to their allotment).

Alterations to the Plan

The board may amend the provisions of the Plan in any respect, provided that the prior approval of shareholders is obtained for any amendments that are to the advantage of participants in respect of the rules governing eligibility, limits on participation, the overall limits on the issue of shares or the transfer of treasury shares, the basis for determining a participant's entitlement to, and the terms of, the shares to be acquired and the adjustment of options.

The requirement to obtain the prior approval of shareholders will not, however, apply to any minor alteration made to benefit the administration of the Plan, to take account of a change in legislation or to obtain or maintain favourable tax, exchange control or regulatory treatment for participants or for any company in the Company's group.

Overseas plans

The shareholder resolution to approve the Plan will allow the board, without further shareholder approval, to establish further plans for overseas territories, any such plan to be similar to the Plan, but modified to take account of local tax, exchange control or securities laws, provided that any shares made available under such further plans are treated as counting against the limits on individual and overall participation in the Plan.

Notice of Annual General Meeting

NOTICE IS HEREBY GIVEN that the Annual General Meeting of St Ives plc (the 'Company') will be held at One Tudor Street, London EC4Y 0AH on Tuesday, 29 November 2011 at 11.00 a.m. for the following purposes:

Routine business

1. To receive and adopt the audited financial statements for the fifty two weeks ended 29 July 2011 together with the reports of the directors and Auditors.
2. To approve the Directors' Remuneration Report for the 2010/2011 financial year.
3. To declare a final dividend of 3.50p per ordinary share.
4. To re-appoint Deloitte LLP as Auditors to the Company.
5. To authorise the directors to fix the remuneration of the Auditors.
6. To re-appoint Richard Stillwell, who is retiring from office by rotation, as a director of the Company.
7. To re-appoint Lloyd Wigglesworth, who is retiring from office by rotation, as a director of the Company.
8. To re-appoint Tony Stuart, who was appointed since the last Annual General Meeting, as a director of the Company.

Non-routine business

To consider and, if thought fit, to pass the following resolutions of which resolutions 9 and 13 will be proposed as Ordinary Resolutions and resolutions 10, 11 and 12 will be proposed as Special Resolutions:

9. THAT the directors be and they are hereby generally and unconditionally authorised in accordance with section 551 of the Companies Act 2006 to exercise all the powers of the Company to allot shares in the Company and to grant rights to subscribe for, or to convert any security into, shares in the Company ('Rights'):
 - (a) up to an aggregate nominal amount of £4,079,950; and
 - (b) up to a further aggregate nominal amount of £3,737,000 provided that:
 - (i) they are equity securities (within the meaning of section 560(1) of the Companies Act 2006); and

- (ii) they are offered by way of a rights issue to holders of ordinary shares on the register of members at such record dates as the directors may determine where the equity securities respectively attributable to the interests of the ordinary shareholders are proportionate (as nearly as may be practicable) to the respective numbers of ordinary shares held by them on any such record dates, subject to such exclusions or other arrangements as the directors may deem necessary or expedient to deal with treasury shares, fractional entitlements or legal or practical problems arising under the laws of any overseas territory or the requirements of any regulatory body or stock exchange or by virtue of shares being represented by depositary receipts or any other matter,

provided that this authority shall expire on the date of the next Annual General Meeting of the Company or, if earlier, on 28 February 2012, save that the Company shall be entitled to make offers or agreements before the expiry of such authority which would or might require shares to be allotted or Rights to be granted after such expiry and the directors shall be entitled to allot shares and grant Rights pursuant to any such offer or agreement as if this authority had not expired; and all unexercised authorities previously granted to the directors to allot shares and grant Rights be and are hereby revoked.

10. THAT the directors be and they are hereby empowered pursuant to section 570 and section 573 of the Companies Act 2006 to allot equity securities (within the meaning of section 560 of that Act) for cash either pursuant to the authority conferred by Resolution 9 above or by way of a sale of treasury shares as if section 561(1) of that Act did not apply to any such allotment provided that this power shall be limited to:
 - (a) the allotment of equity securities in connection with an offer of securities (but in the case of the authority granted under paragraph (b) of Resolution 9 by way of rights issue only) in favour of the holders of ordinary shares on the register of members at such record dates as the directors may determine where the equity securities respectively attributable to the interests of the ordinary shareholders are proportionate (as nearly as may be practicable) to the respective numbers of ordinary shares held by them on any such record dates, subject to such exclusions or other arrangements as the directors may deem necessary or expedient to deal with treasury shares, fractional entitlements or legal or practical problems arising under the laws of any overseas territory or the requirements of any regulatory body or stock exchange or by virtue of shares being represented by depositary receipts or any other matter; and

- (b) the allotment (otherwise than pursuant to subparagraph (a) of this Resolution 10 to any person or persons of equity securities up to an aggregate nominal amount of £560,550.

and shall expire upon the expiry of the general authority conferred by Resolution 9 above, save that the Company shall be entitled to make offers or agreements before the expiry of such power which would or might require equity securities to be allotted after such expiry and the directors shall be entitled to allot equity securities pursuant to any such offer or agreement as if the power conferred hereby had not expired.

11. THAT the Company be generally and unconditionally authorised to make market purchases (within the meaning of section 693(4) of the Companies Act 2006) of ordinary shares of 10p each of the Company on such terms and in such manner as the directors may from time to time determine, provided that:

- (a) the maximum number of ordinary shares hereby authorised to be acquired is 11,211,000 (representing approximately 10% of the issued ordinary share capital of the Company as at 25 October 2011);
- (b) the minimum price which may be paid for any such share is 10p;
- (c) the maximum price which may be paid for any such share is the higher of (i) an amount equal to 105% of the average of the middle market quotations for an ordinary share in the Company as derived from The London Stock Exchange Daily Official List for the five business days immediately preceding the day on which such share is contracted to be purchased and (ii) the amount stipulated by Article 5(1) of the EU Buy-back and Stabilisation Regulation (being the higher of the price of the last independent trade and the highest current independent bid for an ordinary share in the Company on the trading venues where the market purchases by the Company pursuant to the authority conferred by this Resolution 11 will be carried out);
- (d) the authority hereby conferred shall expire on the date of the next Annual General Meeting or 28 February 2012 whichever is earlier unless previously renewed, varied or revoked by the Company in general meeting; and

- (e) the Company may make a contract to purchase its ordinary shares under the authority hereby conferred prior to the expiry of such authority, which contract will or may be executed wholly or partly after the expiry of such authority, and may purchase its ordinary shares in pursuance of any such contract.

12. THAT a general meeting other than an annual general meeting may be called on not less than 14 clear days' notice.

13. THAT the rules of the St Ives Sharesave Plan (the 'Plan') referred to in the Chairman of the board's letter to shareholders dated 27 October 2011 and produced in draft to this meeting and, for the purposes of identification, initialled by the Chairman, be approved and the Directors be authorised to:

- (a) make such modifications to the Plan as they may consider appropriate to take account of the requirements of HMRC and for the implementation of the Plan and to adopt the Plan as so modified and to do all such other acts and things as they may consider appropriate to implement the Plan; and
- (b) establish further plans based on the Plan but modified to take account of local tax, exchange control or securities laws in overseas territories, provided that any shares made available under such further plans are treated as counting against the limits on individual or overall participation in the Plan.

By order of the board



Philip Harris

Secretary

27 October 2011

Registered number 1552113

Registered office:

One Tudor Street

London EC4Y 0AH

Notes

1. A shareholder of the Company entitled to attend and vote at the Annual General Meeting 2011 ('AGM') is entitled to appoint one or more proxies to exercise all or any of his rights to attend, speak and vote at the meeting provided that each proxy is appointed to exercise the rights attaching to different shares held by the shareholder. A proxy need not be a member of the Company but must attend the AGM to represent you.
2. The appointment of a proxy or proxies does not preclude a shareholder from attending the AGM and voting in person. A form of proxy is enclosed for use by shareholders.
3. To appoint more than one proxy (unless you are appointing your proxies via the CREST electronic proxy appointment service), please photocopy the form of proxy. Please insert the name and address (in CAPITAL letters) of each of your proxies on a separate copy of the form of proxy. On each copy of the form of proxy you must also include the number of shares in respect of which each proxy is appointed (which, in aggregate, should not exceed the number of shares held by you) and indicate how you wish each proxy to vote or abstain from voting. You may not appoint more than one proxy to exercise the rights attached to any one share. Please also indicate by ticking the box that the proxy is one of multiple instructions being given. Additional proxy form(s) may be obtained by contacting the Registrars' helpline: Calls from the UK; 0871 664 0300 (calls cost 10 per minute plus network extras). Calls from overseas +44 20 8639 3399. If you wish to appoint the Chairman as one of your multiple proxies, simply leave the wording of 'the Chairman of the Meeting' on the relevant copy of the form of proxy. Please ensure you sign and date each copy of the form of proxy and, if returned by post, include them in the same envelope.
4. To change your proxy instructions you may return a new proxy appointment using the methods set out above. Where you have appointed a proxy using the hard copy proxy form and would like to change the instructions using another hard copy proxy form, please contact the registrars (whose phone number is given in the preceding paragraph). The deadline for receipt of proxy appointments (see above) also applies in relation to amended instructions. Any attempt to terminate or amend a proxy appointment received after the relevant deadline will be disregarded. Where two or more valid separate appointments of proxy are received in respect of the same share in respect of the same meeting, the one which is last sent shall be treated as replacing and revoking the other or others.
5. In order to be valid, the form of proxy must be received by the Company not less than 48 hours before the time of the AGM and be returned by one of the following methods: either (i) in hard copy form by post, by courier or by hand to St Ives plc's Registrars, Capita Registrars, (PXS), The Registry, 34 Beckenham Road, Beckenham, Kent, BR3 4TU; or (ii) in the case of CREST members, by utilising the CREST electronic proxy appointment service in accordance with the procedures set out in note 6 below.
6. CREST members who wish to appoint a proxy or proxies by utilising the CREST electronic proxy appointment service may do so by utilising the procedures described in the CREST Manual on the Euroclear website (www.Euroclear.com/CREST). 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 specifications and must contain the information required for such instructions, as described in the CREST Manual. The message, regardless of whether it relates to the appointment of a proxy or to 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 St Ives plc's Registrars (ID RA10) by the latest time(s) for receipt of proxy appointments specified in the notice of meeting. 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 Applications Host) from which the Company's Registrars are able to retrieve the message by enquiry to CREST in the manner prescribed by CREST. The Company may treat as invalid a CREST Proxy Instruction in the circumstances set out in the Regulation 35(5)(a) of the Uncertificated Securities Regulations 2001. CREST members and, where applicable, their CREST sponsors or voting service providers should note that Euroclear UK & Ireland Limited 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.
7. A member of the Company which is a corporation may authorise a person or persons to act as its representative(s) at the AGM. In accordance with the provisions of the Companies Act 2006, each such representative may exercise (on behalf of the corporation) the same powers as the corporation could exercise if it were an individual member of the Company, provided that he does not do so in relation to the same shares. It is no longer necessary to nominate a designated corporate representative.
8. A copy of this notice has been sent for information only to persons who have been nominated by a member to enjoy information rights under section 146 of the Companies Act 2006 (a 'Nominated Person'). The rights to appoint a proxy can not be exercised by a Nominated Person: they can only be exercised by the member. However, a Nominated Person may have a right under an agreement between him and the member by whom he was nominated to be appointed as a proxy for the meeting or to have someone else so appointed. If a Nominated Person does not have such a right or does not wish to exercise it, he may have a right under such an agreement to give instructions to the member as to the exercise of voting rights.
9. Pursuant to Regulation 41 of the Uncertificated Securities Regulations 2001, in order to be able to attend and vote at the AGM or any adjourned meeting, (and also for the purposes of calculating how many votes a person may cast), a person must have his/her name entered on the register of members of the Company by no later than 48 hours before the time appointed for the meeting. Changes to entries on the register of members after this time shall be disregarded in determining the rights of any person to attend or vote at the meeting.
10. Members satisfying the thresholds in section 527 of the Companies Act 2006 can require the Company to publish a statement on its website setting out any matter relating to (a) 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 meeting; or (b) any circumstances connected with an auditor of the Company ceasing to hold office since the last annual general meeting, that the members propose to raise at the AGM. The Company cannot require the members requesting the publication to pay its expenses. Any statement placed on the website must also be sent to the Company's auditors no later than the time it makes its statement available on the website. The business which may be dealt with at the AGM includes any statement that the Company has been required to publish on its website.
11. The Company must cause to be answered at the AGM any question relating to the business being dealt with at the AGM which is put by a member attending the AGM (except in certain circumstances, including if it is undesirable in the interests of the Company or the good order of the meeting that the question be answered or if to do so would involve the disclosure of confidential information).
12. The contents of this notice of meeting, details of the total number of shares in respect of which members are entitled to exercise voting rights at the AGM, the total voting rights that members are entitled to exercise at the AGM, details of the totals of the voting rights that members are entitled to exercise at the AGM and, if applicable, any members' statements, members' resolutions or members' matters of business received by the Company after the date of this notice will be available on the Company's website (www.st-ives.co.uk).
13. As at 25 October 2011 (being the last business day prior to the publication of this Notice of AGM) the Company's issued share capital consisted of 112,111,622 ordinary shares, carrying one vote each. Therefore, the total voting rights in the Company as at 25 October 2011 were 112,111,622. The Company does not hold any shares in treasury.
14. Copies of the directors' service contracts and letters of appointment with the Company, are available for inspection at the Company's registered office, which is at One Tudor Street, London EC4Y 0AH, during normal business hours on any weekday (Saturdays, Sundays and English public holidays excepted) from the date of posting of this document, up to, and including, the date of the AGM and will also be available at the place of the AGM from 15 minutes prior to and during the AGM.
15. A copy of the draft rules of the St Ives Sharesave Plan will be available for inspection at the offices of Hewitt New Bridge Street, 10 Devonshire Square, London EC2M 4YP and at the Company's registered office at One Tudor Street, London, EC4Y 0AH during normal business hours on any weekday (Saturdays, Sundays and English public holidays excepted) from the date of posting of this document, up to, and including, the date of the AGM and will also be available at the place of the AGM from 15 minutes prior to and during the AGM.
16. You may not use any electronic address provided in this notice of meeting to communicate with the Company for any purposes other than those expressly stated.
17. In respect of the directors' power to allot shares, the aggregate nominal amount as set out in resolution 9(a) has been adjusted to take account of shares reserved pursuant to share options.