
THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION.

If you are in any doubt about the course of action to take, you should consult your stockbroker, bank manager, solicitor, accountant or other independent professional adviser (being in the case of Shareholders in Ireland, an organisation or firm authorised or exempted pursuant to the Investment Intermediaries Act 1995 of Ireland or the European Communities (Markets in Financial Instruments) Regulations 2007 (as amended) and in the case of Shareholders in the United Kingdom, an adviser authorised pursuant to the Financial Services and Markets Act 2000) immediately.

If you have sold or otherwise transferred all your Ordinary Shares, please forward this document and the accompanying documents at once to the purchaser or transferee, or to the stockbroker, bank or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

Davy Corporate Finance, which is authorised in Ireland by the Financial Regulator under the Investment Intermediaries Act 1995, has been appointed by Cpl Resources plc to advise the Independent Shareholders and no one else in connection with Resolution 7 in the attached Notice of Annual General Meeting and Davy Corporate Finance will not be responsible to anyone other than the Independent Shareholders for providing the protections afforded to clients of Davy Corporate Finance or for providing advice in relation to the said Resolution 7 or any transaction or arrangement referred to therein.

This document is dated 29th September 2010.

Cpl RESOURCES PLC

Notice of Annual General Meeting Approval of waiver of offer obligation under Rule 37 of the Irish Takeover Rules

**Annual General Meeting
8th November 2010 at 4.00 p.m.
in Fitzwilton House, Wilton Place, Dublin 2**

Notice of the Annual General Meeting of Cpl Resources plc is set out at the end of this document. This document should be read as a whole. Your attention is drawn to the letter from John Hennessy, Chairman of Cpl Resources plc, in Part I of this document, which contains a unanimous recommendation from the Board that you vote in favour of Resolutions 1 to 6 to be proposed at the AGM. A letter from Davy Corporate Finance, recommending that the Independent Shareholders vote in favour of Resolution 7, appears in Part II of this document.

Shareholders will find enclosed with this document a Form of Proxy for the AGM. Whether or not Shareholders wish to attend the AGM, they are asked to complete the enclosed Form of Proxy in accordance with the instructions printed on the form and return it either by post or by hand as soon as possible but, in any event, so as to be received by the Company at 83 Merrion Square, Dublin 2, or, at the option of the Shareholder, the Company's Registrars, Computershare Investor Services (Ireland) Limited, Heron House, Corrig Road, Sandyford Industrial Estate, Dublin 18, **no later than 4.00 p.m. on 6th November 2010**. If Shareholders attend the Annual General Meeting, they may vote in person even if they have returned a Form of Proxy.

Ordinary Shares in Cpl Resources plc are quoted on the Enterprise Securities Market operated by the Irish Stock Exchange and on the Alternative Investment Market operated by the London Stock Exchange.

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EXPECTED TIMETABLE OF PRINCIPAL EVENTS

Latest time and date for receipt of forms of proxy for the Annual General Meeting	6 November 2010 at 4.00 p.m.
Time and date of Annual General Meeting	8 November 2010 at 4.00 p.m.

Part I – Letter from the Chairman of Cpl Resources plc



Directors

John Hennessy, Chairman*

Anne Heraty

Paul Carroll

Garret Roche

Josephine Tierney

Breffni Byrne*

Oliver Tattan*

* *Denotes non-executive*

Registered Office

83 Merrion Square

Dublin 2

29th September 2010

To all holders of Ordinary Shares

Dear Shareholder,

On behalf of the Board of Directors, I am pleased to invite you to the 2010 Annual General Meeting of Cpl Resources plc. This meeting will be held on 8 November 2010 at 4.00 p.m. in Fitzwilton House, Wilton Place, Dublin 2. Enclosed with this Circular is a Proxy Form and the Annual Report of Cpl Resources plc for the year ended 30 June 2010. I hope that you will be able to attend this meeting.

Business to be conducted at Annual General Meeting

The Resolutions that you are being asked to vote on are set out in the Notice of Annual General Meeting on page 12 of this document.

Resolutions 1 to 4 deal with usual business. Resolution 1 relates to receiving and considering the Company's financial statements for the year ended 30 June 2010.

Resolution 2 proposes to declare a final dividend of 2.5 cent per Ordinary Share in respect of the year ended 30 June 2010.

Pursuant to Resolution 3, the following Directors, who retire by rotation under the Articles of Association of the Company, will be proposed for re-election at this year's Annual General Meeting:

- (a) Garret Roche; and
- (b) Paul Carroll

Biographies of each of these Directors is available on the Company's website at Cpl.ie

Resolution 4 relates to the authority of the Directors to fix the remuneration of the Auditors.

In addition, your Board proposes the items set out in Resolutions 5 to 7 of the Notice. A letter from Davy Corporate Finance, recommending that the Independent Shareholders vote in favour of Resolution 7, appears in Part II of this document. These Resolutions are summarised below.

Resolution 5: Special Resolution – Disapplication of Pre-emption Rights

Unless disapplied, the power of the Board to allot shares under Section 20 of the Act is subject to a restriction imposed by Section 23 of the Act which requires that any new equity shares to be allotted for cash must first be offered to existing shareholders in the proportions in which they hold shares at the date of the allotment. However, under Section 24, the shareholders may exempt the Board from the Section 23 restriction, subject to certain limits.

The exemption from the provisions of Section 23 approved at last year's Annual General Meeting will expire at the close of business on the day of the 2010 Annual General Meeting of the Company (unless previously revoked or renewed). Resolution 5 will be proposed at the meeting to continue the Section 23 exemption until the next Annual General Meeting of the Company (unless previously varied, revoked or renewed). This exemption is limited to the allotment of equity shares (a) in connection with offers open for a fixed period to ordinary shareholders and/or persons having a right to subscribe for, or convert securities into, ordinary shares of the Company and, in addition, (b) up to a maximum aggregate nominal value of 5 per cent. of the issued ordinary share capital of the Company.

Resolution 6: Special Resolution – Authority to purchase own shares and authority to set price range for reissue of treasury shares off-market

At last year's Annual General Meeting, Shareholders renewed the authority of the Company and its subsidiaries to purchase up to 10 per cent. of the Company's own shares. Shareholders also renewed the Company's authority to set the price range at which treasury shares may be reissued off-market by the Company. This authority was not exercised during 2009 or to date in 2010. Shareholders are being asked to approve similar resolutions renewing these authorities allowing the Company and its subsidiaries to purchase up to 10 per cent. of the Company's own shares at a price not less than their nominal value and not greater than 105 per cent. of the average market price of the shares during the five days prior to the date of purchase.

The Board will only exercise this power in the future at price levels at which it considers purchases to be in the best interests of the shareholders generally, after taking account of the Group's overall financial position. The seeking of this authority does not necessarily imply that the Board will exercise this authority or, if it is exercised, that the repurchase of the full 10 per cent. would be effected.

The authority will expire at the next Annual General Meeting of the Company or on 7 May 2012, whichever is the earlier.

Resolution 7: Ordinary Resolution - Independent Shareholder approval of a Waiver of Rule 37(a) of the Takeover Rules

This resolution is conditional on the passing of Resolution 6.

Under Rule 37(a) of the Takeover Rules, if any person, or persons acting in concert, hold securities representing 30% or more of the voting share capital of a relevant company and, by reason of the redemption or purchase by the company of its own securities, the percentage of the voting share capital conferred by securities held by that person or by any one or more of those persons increases by more than 0.05 per cent. in any twelve month period, then such person or, in the case of persons acting in concert, such one or more persons as the Panel may direct, will be obliged to make an offer to shareholders in accordance with Rule 37 unless that obligation has been waived by the Panel.

Anne Heraty, director and CEO of the Company, and Paul Carroll, director and Business Development Officer of the Company, (together defined in this Circular as the "Principal Shareholders"), who are husband and wife, are together interested in 15,141,695 Ordinary Shares representing 40.69 per cent. of the issued share capital of the Company. Under the Takeover Rules, all of the Directors and their relevant family members; the trustees of every trust of which any such Director or any such member of their family is a beneficiary; and every company which is controlled by any one or more of such Directors, such relevant family members and the trustees of all such trusts, are presumed to be acting in concert while the Directors propose that the Company redeems or purchases its own voting securities. The Concert Party (which definition includes the Principal Shareholders) currently holds 15,379,997 Ordinary Shares representing 41.33 per cent. of the issued voting share capital of the Company.

If Resolution 6 is passed and the Board were to implement a share repurchase programme in which the members of the Concert Party did not participate, the Concert Party shareholding, while remaining the same in number of Ordinary Shares, would increase by more than 0.05 per cent to 45.92 per cent. Accordingly, in the absence of a waiver of Rule 37(a), the Concert Party, or such one or more members of the Concert Party as the Panel may direct, would be required to make an offer for the remainder of the issued Ordinary Shares of the Company in accordance with the Takeover Rules.

Pursuant to the Takeover Rules it is possible to apply to the Panel for consent to waive the application of Rule 37(a) in such circumstances. Davy Corporate Finance has, on behalf of the members of the Concert Party, applied to and received from the Panel the Waiver, subject to the conditions set out below.

Summary of Waiver Letter from the Irish Takeover Panel

The Takeover Panel issued the Waiver by letter dated 14th September 2010 subject to the following conditions:

- (i) that the Independent Shareholders pass, on a poll vote, a resolution approving the increase in the percentage of the issued share capital of the Company held by the Concert Party up to a maximum of 45.92 per cent. without the Concert Party being obliged under the Takeover Rules to make an offer to shareholders for the remainder of the issued share capital of the Company; and
- (ii) that a circular is prepared by the Company in accordance with the Whitewash Guidance Note in the Takeover Rules and such circular is approved by the Takeover Panel. This Circular has been approved (in this respect only) by the Panel.

A copy of the Waiver is available for inspection as detailed in paragraph 9 of Part III.

Resolution 7 constitutes the proposed Independent Shareholder approval of the Waiver as required by the Takeover Panel.

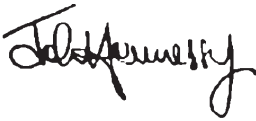
Recommendation in relation to Resolutions 1 to 6

Your Board believes that Resolutions 1 to 6 to be proposed at the meeting are in the best interests of the Company and its shareholders as a whole. Accordingly, the Directors recommend you to vote in favour of the resolutions as they intend to do in respect of the Ordinary Shares held or beneficially owned by them.

Recommendation in relation to Resolution 7

As the Waiver is in respect of any Rule 37 offer obligation which the Directors collectively may incur, they are not in a position to advise the Independent Shareholders in relation to Resolution 7 and, accordingly, they will abstain from advising or voting on it. **Your attention is drawn to the letter from Davy Corporate Finance set out in Part II of the Circular which provides independent advice to you in relation to Resolution 7.**

Yours faithfully



John Hennessy
Chairman of the Board

Part II

Davy Corporate Finance

Davy House
49 Dawson Street
Dublin 2

27th September 2010

To Independent Shareholders in Cpl Resources plc

Dear Shareholder,

We refer to certain of the proposals in the letter from the Executive Chairman of the Company contained in Part I of this document. In particular, we refer to the potential increase to 45.92 per cent. of the Company's issued share capital which the Concert Party could hold. This increase would arise pursuant to the purchase by the Company of 3,721,182 Ordinary Shares (which is the maximum number of Ordinary Shares which could be acquired under the Market Purchases Resolution to be proposed at the forthcoming Annual General Meeting of the Company) assuming no member of the Concert Party participated in the share repurchase programme. As a result of this increase, the Concert Party, or such one or more of the members of the Concert Party as the Panel shall direct, would become obliged under Rule 37 of the Takeover Rules to make an offer for the balance of the issued Ordinary Shares in the Company unless the Panel waived that obligation.

As described on page 5 of Part I of this document, the Panel has agreed, subject to the passing by Independent Shareholders, on a poll, of the Waiver Resolution and to the other condition specified in Part I, to waive the obligation of the Concert Party to make a general offer for the balance of the issued Ordinary Shares in the Company which could arise pursuant to Market Purchases.

Davy Corporate Finance, which has been appointed by the Company to advise the Independent Shareholders, considers the approval of the Waiver Resolution, to be in the best interests of the Company and the Independent Shareholders as a whole, and recommends Independent Shareholders to vote in favour of that resolution.

Yours faithfully
For and on behalf of
Davy Corporate Finance

IVAN MURPHY
Director

Part III - Additional Information

1. Responsibility

The Directors (whose names are set out in paragraph 3 below) accept responsibility for the information contained in this Circular. To the best of the knowledge and belief of the Directors (who have taken all reasonable care to ensure that such is the case) the information contained in this Circular is in accordance with the facts and does not omit anything likely to affect the import of such information.

2. Business of the Company

The Company is engaged in the provision of recruitment and human resources outsourcing solutions. The Company specialises in providing permanent, temporary and contract recruitment, outsourcing and managed services solutions.

3. Interests & Short Positions in Relevant Securities of the Company

- (a) As at the close of business on the Latest Practicable Date, the Directors and persons connected to them (within the meaning of the Companies Act 1990) were interested in the following relevant securities of the Company:

<i>Name of Director</i>	<i>Number of Ordinary Shares</i>
Anne Heraty	12,907,634
Paul Carroll	2,234,061
John Hennessy	125,000
Garret Roche	63,192
Josephine Tierney	40,000
Breffni Byrne	10,000
Oliver Tatton	Nil

- (b) Save as disclosed in this paragraph 3, at the close of business on the Latest Practicable Date, no Director or person(s) connected to the Directors (within the meaning of the Companies Act 1990) nor any member of the Concert Party was interested, or held any short positions, in any class of relevant securities of the Company.
- (c) Save as disclosed in paragraph 3(d) of this Part III, at the close of business on the Latest Practicable Date, no:
- (i) subsidiary of the Company;
 - (ii) trustee of a pension scheme (other than an industry-wide pension scheme) in which the Company or a subsidiary of the Company participates;
 - (iii) associate (as defined in paragraph 8 of this Part III) of the Company; or
 - (iv) fund manager (other than exempt fund managers) connected with the Company;
- was interested, or held any short positions, in any class of relevant securities of the Company.
- (d) At the close of business on the Latest Practicable Date, Davy Corporate Finance and persons controlling, controlled by or under the same control as Davy Corporate Finance were interested, or held short positions, in the following relevant securities of the Company:

For own account:

Name	Number of Relevant Securities
J&E Davy	Short position in respect of 879 Ordinary Shares

On behalf of discretionary clients:

Name	Number of Relevant Securities
J&E Davy	108,100 Ordinary Shares

4. Dealings in Relevant Securities of the Company

- (a) There were no dealings in relevant securities of the Company by the Directors or by persons connected to them (within the meaning of the Companies Act 1990) nor by any member of the Concert Party during the Disclosure Period.

- (b) There were no dealings in relevant securities of the Company during the Disclosure Period by:
- (i) any subsidiary of the Company;
 - (ii) any trustee of a pension scheme (other than an industry-wide pension scheme) in which the Company or a subsidiary of the Company participates;
 - (iii) any fund manager (other than exempt fund managers) connected with the Company.

5. Directors' Service Contracts

No Director has a service contract having more than 12 months to run.

6. Material Contracts

The Company purchased certain of the business, assets and undertaking of Kenny Whelan & Associates from David Carson, Deloitte, Receiver under an asset purchase agreement dated 15 June 2009 for total consideration €850,000.

The Company purchased certain of the business, assets and undertaking of Loss Control Services Limited (trading as "Nifast") and Ecom Interaction Services Limited from David Carson, Deloitte, Receiver under an asset purchase agreement dated 16 July 2009 for total consideration of €1,100,000.

The Company purchased certain of the business, assets and undertaking of Techstaff International Limited under an asset purchase agreement dated 30 July 2009 for total consideration of €250,000. The Company received warranties and certain indemnities under this agreement and related agreements that are customary for a transaction of this size and nature.

The company acquired Servisource recruitment Ltd and Servisource Healthcare Ltd (both in examinership) for a total consideration of €1.1 million under agreements dated 15th February 2010.

Save as disclosed above there are no material contracts (not being contracts entered into in the ordinary course of business) entered into by the Company or any of its subsidiaries in the two years immediately preceding the date of this Circular.

7. Intention of the Concert Party

The Concert Party is not proposing any changes to the Board of Directors and has confirmed that it is not its intention, following any percentage increase in its percentage shareholding as a result of any share repurchase by the Company, to seek any changes to the business of the Company or its subsidiaries or in the manner in which the existing business is carried on or to seek any redeployment of the assets of the Company or any of its subsidiaries.

The Concert Party has also confirmed that following any percentage increase in its shareholding arising from any repurchase by the Company of its shares, it is its intention that the existing employment rights, conditions of employment and pension rights of all employees of the Company and its subsidiaries will be fully safeguarded.

8. General

- (a) Davy Corporate Finance has given and has not withdrawn its written consent to the issue of this Circular with the inclusion of its letter in Part II of this Circular and the references to its name in the forms and contexts in which they appear.
- (b) No agreement, arrangement or understanding exists whereby any Ordinary Shares acquired by the Company pursuant to Resolution 6 in the Notice of Annual General Meeting, if passed, will be transferred to any other person.
- (c) No agreement, arrangement or understanding (including any compensation agreement), having any connection with or dependence upon the Waiver, exists between the Concert Party or any member thereof, or any associate of the Concert Party or any member thereof, and any recent directors of the Company or any holders or recent holders of relevant securities of the Company, or any persons interested or recently interested in relevant securities of the Company.
- (d) This Circular has been circulated along with the Company's 2010 Annual Report. The 2010 Annual Report includes the profit and loss account, the balance sheet and the cashflow statement for the years ended 30 June 2009 and 30 June 2010.
- (e) As at the date of this Circular there has been no material change in the financial or trading position of the Company since 30 June 2010, the date to which the Company's most recent published audited accounts have been reported upon.

- (f) References in this Part III to an “associate” are to:
- (i) subsidiaries and associated companies of the Company and companies of which any such subsidiaries or associated companies are associated companies;
 - (ii) banks, financial and other professional advisers (including stockbrokers) to the Company or a company covered in (i) above, including persons controlling, controlled by or under the same control as such banks, financial or other professional advisers;
 - (iii) the Directors and the directors of any company covered in (i) above (together in each case with their close relatives and related trusts);
 - (iv) the trustees of the pension funds of the Company or a company covered in (i) above; and
 - (v) an investment company, unit trust or other person whose investments an associate (as otherwise covered in this paragraph 8(f)) manages on a discretionary basis, in respect of the relevant investment accounts.
- (g) References in this Part III to “relevant securities” shall have the meaning assigned by Rule 2.1 of Part A of the Takeover Rules, meaning:
- (i) securities which confer voting rights;
 - (ii) equity share capital; and/or
 - (iii) securities or any other instruments conferring on their holders rights to convert into or subscribe for any new securities of any of the foregoing categories of securities.
- (h) References in this Part III to “an interest in a relevant security” or “interested in relevant securities” means a person who has a long position in a relevant security and a person who has only a short position in a relevant security shall be deemed not to have an interest nor to be interested in that security and “interests in” and “interested in” shall be construed accordingly in relation to relevant securities in the Company.

9. Documents Available for Inspection

Copies of the following documents will be available for inspection during normal business hours on any weekday (public holidays excepted) at the offices of the solicitors to the Company, William Fry, Fitzwilton House, Wilton Place, Dublin 2 up to and including 8th November 2010:

- (a) the Memorandum and Articles of Association of the Company;
- (b) copies of the audited consolidated accounts of the Group for the years ended 30 June 2009 and 30 June 2010;
- (c) a copy of the Waiver;
- (d) the consent letter from Davy Corporate Finance referred to in paragraph 8(a) of this Part III;
- (e) this Circular; and
- (f) the material contracts referred to in paragraph 6 of this Part III.

Definitions

The following definitions apply throughout this Circular, unless the context otherwise requires or unless it is otherwise specifically provided:

“Act”	the Companies (Amendment) Act 1983;
“Auditors”	KPMG;
“Circular”	this document addressed to the Company’s shareholders;
“Company”	Cpl Resources plc;
“Concert Party”	the Directors and their relevant family members; the trustees of every trust of which any such Director or any such member of their family is a beneficiary; and every company which is controlled by any one or more of such Directors, such relevant family members and the trustees of all such trusts;
“Directors”	the directors of the Company acting in their capacity as such;
“Disclosure Period”	the period commencing on under agreements dated 27 September 2009 and ending on the Latest Practicable Date;
“Independent Shareholders”	all shareholders in the Company excluding members of the Concert Party;
“Latest Practicable Date”	27th September 2010;
“Market Purchases”	purchases by the Company of its own shares on a recognised stock exchange;
“Market Purchases Resolution” or “Resolution 6”	Resolution 6 of the Notice of Annual General Meeting;
“Ordinary Shares”	ordinary shares of €0.10 each in the share capital of the Company;
“Principal Shareholders”	Anne Heraty and Paul Carroll;
“Takeover Panel” or “Panel”	The Irish Takeover Panel established under the Irish Takeover Panel Act 1997;
“Takeover Rules”	The Irish Takeover Panel Act 1997, Takeover Rules 2007, as amended;
“Waiver”	the waiver granted by the Panel to the Concert Party by letter to Davy Corporate Finance dated 14 September 2010 granting a waiver of Rule 37 (a) in respect of any obligation to make an offer which may be incurred by the Concert Party as a result of the Company implementing a share repurchase programme under the authority contained in Resolution 6; and
“Waiver Resolution”	Resolution 7 of the attached Notice of Annual General Meeting.

CPL RESOURCES PLC

NOTICE OF ANNUAL GENERAL MEETING

NOTICE is hereby given that the 2010 Annual General Meeting of the Company will be held at Fitzwilton House, Wilton Place, Dublin 2 on 8 November 2010 at 4.00 p.m. for the following purposes:

NOTE: All shareholders are entitled to vote in respect of Resolutions 1 to 6 (inclusive). All shareholders other than the members of the Concert Party (as such term is defined in the Circular to shareholders of the Company dated 29 September 2010) are entitled to vote in respect of Resolution 7.

1. To receive and consider the financial statements of the Company for the year ended 30 June 2010 together with the report of the Directors and Auditors thereon.
2. To declare a final dividend of 2.5 cent per share in respect of the year ended 30 June 2010.
3. To re-elect the following persons who retire by rotation pursuant to Article 85 of the Articles of Association of the Company and who are recommended by the Board of Directors for re-election:
 - (a) Garret Roche; and
 - (b) Paul Carroll
4. To authorise the Directors to fix the remuneration of the Auditors.
5. To consider and, if thought fit, pass the following resolution as a special resolution:

“That for the purpose of Section 24 of the Companies (Amendment) Act 1983 and subject to the Directors being authorised pursuant to Article 6 of the Articles of Association, the Directors be empowered to allot equity securities (as defined by Section 23 of the Companies (Amendment) Act 1983) for cash pursuant to and in accordance Article 7 of the Articles of Association. The authority hereby conferred shall expire at the close of business of the day of the next Annual General Meeting of the Company after the passing of this resolution unless previously varied, revoked or renewed in accordance with the provisions of the Companies Acts 1963 to 2009.”
6. To consider and, if thought fit, pass the following resolution as a special resolution:

“That:

 - (a) the Company and/or any subsidiary of the Company (within the meaning of the European Communities (Public Limited Companies Subsidiaries) Regulations, 1997) be generally authorised to make market purchases (as defined by Section 212 of the Companies Act 1990) of shares in any class of the Company on such terms and conditions and in such manner as the Directors may from time to time determine in accordance with and subject to the provisions of the Companies Act 1990 and to the restrictions and provisions set out in Article 9 of the Articles of Association;
 - (b) the reissue price range at which any treasury shares (as defined by Section 209 of the Companies Act 1990) for the time being held by the Company may be reissued off-market shall be the price range set out in Article 10 of the Articles of Association; and
 - (c) the authorities hereby conferred shall expire at the close of business on the earlier of the date of the next Annual General Meeting of the Company after the passing of this resolution or 7 May 2011 unless, in any such case, previously revoked or renewed in accordance with the provisions of the Companies Act 1990.”
7. To consider and, if thought fit, pass the following resolution as an ordinary resolution:

“That, subject to the passing of Resolution 6 and, having regard to The Irish Takeover Panel Act 1997, Takeover Rules 2007 to 2008 (the “Takeover Rules”) and to the conditions attached by the Irish Takeover Panel to the grant of a waiver under Rule 37 of the Takeover Rules as set out in its letter dated 14th September 2010 to Davy Corporate Finance (as described on page 5 of the attached Circular to Shareholders), an increase in the percentage of the issued share capital of the Company held by the Concert Party of up to 45.92%, as a result of any repurchase or repurchases made by the Company under the authority granted by Resolution 6, be and is hereby approved on the basis that the Concert Party shall not by reason of such increase become obliged to make an offer to the Company’s shareholders pursuant to the said Rule 37.”

By Order of the Board

Wilton Secretarial Limited
Secretary

Registered Office
83 Merrion Square
Dublin 2

Date: 29 September 2010

Notes:

1. The holders of Ordinary Shares are entitled to attend and vote at the Annual General Meeting of the Company. A holder of Ordinary Shares may appoint a proxy or proxies to attend, speak and vote instead of him as follows: the Chairman of the Meeting or another individual that will attend the meeting. A proxy need not be a member of the Company.
2. A form of proxy is enclosed for the use of Shareholders unable to attend the meeting. Shareholders should send their original signed proxy form to the Company at 83 Merrion Square, Dublin 2, or, at the option of the Shareholder, the registered office of the Company’s Registrars, **Computershare Investor Services (Ireland) Limited, Heron House, Corrig Road, Sandyford Industrial Estate, Dublin 18. To be valid, proxies must be lodged not less than 48 hours before the time appointed for the holding of the meeting. If Shareholders attend the meeting, they may vote in person even if they have returned a form of proxy.**
3. Pursuant to Regulation 14 of the Companies Act, 1990 (Uncertificated Securities) Regulations 1996, the Company hereby specifies that only those shareholders registered in the Register of Members at 4.00 p.m. on 6 November 2010 shall be entitled to attend or vote at the Annual General Meeting in respect of the number of shares registered in their name at that time.