

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION. If you are in any doubt about the contents of this document and/or the action that you should take, you should immediately seek your own financial advice from your stockbroker, bank manager, solicitor or other independent professional adviser authorised under the Financial Services and Markets Act 2000 (as amended), if you are in the United Kingdom or, if not, another appropriately authorised independent financial adviser.

If you have sold or otherwise transferred all of your registered holding of Common Shares, please forward this document and the enclosed form of proxy 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.

Copies of this document will be available free of charge during normal business hours on any weekday (Saturdays, Sundays and public holidays excepted) at the offices of TyraTech, 1901 S. Harbour City Blvd., Suite 400, Melbourne, Florida 32901, USA, from the date of this document until the Special Meeting and the Company's website: www.tyratech.com.

Application will be made to the London Stock Exchange for the Subscription Shares to be admitted to trading on the AIM market of the London Stock Exchange and dealings will commence on 20 May 2010. AIM is a market designed for emerging or smaller companies to which a higher investment risk tends to be attached than to larger or more established companies. AIM quoted securities are not admitted to the Official List of the United Kingdom Listing Authority. A prospective investor should be aware of the risks in investing in such companies and should make the decision to invest only after careful consideration, and if appropriate, consultation with a financial adviser. The London Stock Exchange has not itself examined or approved the contents of this document.

TyraTech, Inc.

(incorporated in the State of Delaware, USA under the Delaware General Corporation Law)

**Proposed Subscription of 11,113,604 New Common Shares and up to a further
13,330,840 New Common Shares, par value of \$0.001 each
at 9 pence per New Common Share**

and

Notice of Special Meeting

Nomura Code Securities Limited

Nominated Adviser and Broker

The Directors, whose names appear on page 8, and the Company accept responsibility collectively and individually for the information contained in this document save for the recommendation and associated views and opinions of the Independent Directors who accept responsibility collectively and individually for such recommendation, views and opinions. 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 document for which they accept responsibility is in accordance with the facts and does not omit anything likely to affect the import of such information.

This document should be read in its entirety. Your attention is drawn to the letter from the Chairman of the Company which is set out in Part I of this document and which includes a recommendation that you vote in favour of the Resolutions to be proposed at the Special Meeting referred to below.

Notice of a Special Meeting of TyraTech, to be held at the offices of TyraTech, 1901 S. Harbour City Blvd., Suite 400, Melbourne, Florida 32901, USA, at 11.00 a.m. (EDT) on 19 May 2010 is set out at the end of this document. Stockholders will find enclosed a Form of Proxy for use at the Special Meeting. The Form of Proxy should be completed and returned to Computershare Investor Services (Jersey) Limited at Queensway House, Hilgrove Street, St Helier Jersey JE1 1ES or by facsimile at +44 (0) 870 873 5851, as soon as possible and, in any event, so as to be received no later than 11.00 a.m. (EDT) on 17 May 2010. Completion and return of the Form of Proxy will not preclude Stockholders from attending and voting in person at the Special Meeting should they so wish.

Nomura Code Securities Limited, which is authorised and regulated in the United Kingdom by the FSA, is acting exclusively for TyraTech in relation to the transaction referred to herein. Nomura Code is not acting for, and will not be responsible to, any person other than TyraTech for providing the protections afforded to customers of Nomura Code or for advising any other person on the contents of this document or any transaction or arrangement referred to herein. Nomura Code is not making any representation or warranty, express or implied, as to the contents of this document.

CONTENTS

	<i>Page</i>
Definitions	3
Expected Timetable of Principal Events	5
Fundraising Statistics	6
Directors, Secretary and Advisers	7
Part I Letter from the Chairman of TyraTech	8
Part II Details of the Fundraising	14
Part III Risk Factors	15
Part IV Additional Information	19
Notice of Special Meeting	21

DEFINITIONS

The following definitions apply throughout this document, unless the context requires otherwise:

“£” and “p” and “pence”	the lawful currency of the United Kingdom
“Admission”	the admission of the Subscription Shares to trading on AIM becoming effective pursuant to paragraph 6 of the AIM Rules
“AIM”	the AIM market operated by the London Stock Exchange
“AIM Rules”	the AIM Rules for Companies published by the London Stock Exchange, as in force at the date of this document
“Bylaws”	the Company’s amended and restated bylaws
“Certificate of Incorporation”	the Company’s amended and restated certificate of incorporation, as further amended on 18 August 2008
“Common Shares”	common shares of \$0.001 per share each in the capital of the Company
“Company” or “TyraTech”	TyraTech, Inc. whose registered office address is 1209 Orange Street, Wilmington, Delaware, 19801, USA
“Computershare”	Computershare Investor Services (Jersey) Limited, registrars to the Company
“DGCL”	the General Corporation Law of the State of Delaware, as amended
“Directors” or the “Board”	the board of directors of the Company as at the date of this document
“EDT”	Eastern Daylight Time
“Enlarged Issued Share Capital”	the issued common share capital of the Company as enlarged following the Fundraising (which for the avoidance of doubt assumes that no Common Shares are in issue as a result of the exercise of options granted under the option schemes or of any warrant issued by the Company)
“Exchange Act”	the US Securities Exchange Act 1934, as amended
“Existing Subscriber”	persons who have agreed at the date of this document to subscribe for New Common Shares pursuant to the Subscription
“FSA”	the Financial Services Authority
“FSMA”	Financial Services and Markets Act 2000 (as amended)
“Fundraising”	the Subscription
“Future Subscriber”	persons who agree after the date of this document to subscribe for New Common Shares pursuant to the Subscription
“Group”	the Company and its Subsidiaries
“Independent Directors”	Independent Directors of the Company, being Kenneth Daniel Noonan and Keith Edward Bigsby
“Issue Price”	9 pence per New Common Share
“Laurus Valens Master Funds” and “Laurus”	certain funds managed by Laurus Capital Management, LLC and Valens Capital Management, LLC
“London Stock Exchange”	London Stock Exchange plc
“New Common Shares”	the new Common Shares in the capital of the Company to be issued pursuant to the Fundraising
“Nomura Code”	Nomura Code Securities Limited
“Notice of Meeting”	notice of Special Meeting
“PetroTech”	PetroTech Holdings Corp., a Delaware corporation owned collectively by Laurus
“QIB”	qualified institutional buyers, as that term is defined in Rule 144A of the Securities Act

“Receiving Account”	the client account of Reed Smith LLP, legal advisers to the Company
“Regulation S”	Regulation S under the Securities Act
“Regulatory Information Service”	a service approved by the London Stock Exchange for the distribution to the public of AIM announcements and included within the list maintained on the London Stock Exchange’s website, www.londonstockexchange.com
“Resolutions”	the resolutions set out in the Notice of Meeting at the end of this document
“Rule 144A”	Rule 144A under the Securities Act
“SAM Sustainable Asset Management”	JB Multipartner SICAV and SAM Sustainable Water Fund
“SEC”	the Securities and Exchange Commission
“Securities Act”	the US Securities Act of 1933, as amended
“Special Meeting”	the special meeting of TyraTech convened for 11.00 a.m. (EDT) on 19 May 2010 (or any adjournment thereof), notice of which is set out at the end of this document
“Stockholders”	holders of Common Shares
“Subscribers”	the persons who agree to subscribe for New Common Shares pursuant to the Subscription
“Subscription”	the subscription for the Subscription Shares at the Issue Price
“Subscription Shares”	the New Common Shares to be issued to the Subscribers pursuant to the Subscription
“Subsidiaries”	the subsidiaries of the Company
“Terminix”	Terminix International Company L.P. whose business address is 860 Ridge Lake Boulevard, Memphis, Tennessee, USA
“United Kingdom” and “UK”	the United Kingdom of Great Britain and Northern Ireland
“US”, “USA” and “United States of America”	the United States of America, each state thereof, its territories and possessions, and all areas subject to its jurisdiction
“US\$”, “\$” and “cents”	the lawful currency of the United States
“US Person”	a citizen or permanent resident of the United States, as defined in Regulation S

EXPECTED TIMETABLE OF PRINCIPAL EVENTS

2010

Date of this document and posting of the Form of Proxy	8 May
Latest time and date for receipt of completed Form of Proxy	11.00 a.m. (EDT) on 17 May
Special Meeting	11.00 a.m. (EDT) on 19 May
The results of the Special Meeting and Subscription announced by way of a Regulatory Information Service	19 May
Admission and commencement of dealings on AIM of the Subscription Shares	20 May
Despatch of definitive share certificates for the Subscription Shares	by 3 June

Each of the times and dates in the above timetable is subject to change. If any of the above times and/or dates change, the revised times and/or dates will be notified to Stockholders by announcement on a Regulatory Information Service. References to time in this document are to London time unless otherwise stated.

If you have any questions on how to complete the Form of Proxy, please contact Computershare on telephone number 0870 707 1817 (+44 870 707 1817 from outside the UK). This helpline is open from 9.00 a.m. to 5.00 p.m. on business days (i.e. Monday to Friday and excluding public holidays). Calls to the helpline from outside of the UK will be charged at applicable international rates. Different charges may apply to calls from mobile telephones. Please note that calls to the helpline may be monitored or recorded and that the helpline is not able to advise on the merits of the matters set out in this document or provide any personal legal, financial or taxation advice.

The Company's SEDOL code is B1WT4G5 and ISIN code is USU890581080.

FUNDRAISING STATISTICS

Issue Price	9p
Number of Common Shares in issue at the date of this document	22,000,022
Minimum number of Subscription Shares	11,113,604
Maximum number of Subscription Shares	24,444,444
Minimum Enlarged Issued Share Capital ⁽¹⁾	33,113,626
Maximum Enlarged Issued Share Capital ⁽²⁾	46,444,466
Minimum gross proceeds of the Fundraising	£1 million
Maximum gross proceeds of the Fundraising	£2.2 million

(1) Assuming the minimum number of Subscription Shares are issued.

(2) Assuming the maximum number of Subscription Shares are issued.

For the purposes of determining the Issue Price any subscription monies paid in US dollars will be converted into pounds sterling at an exchange rate of 1.47 as published in the London edition of the Financial Times on 7 May 2010.

DIRECTORS, SECRETARY AND ADVISERS

Directors	Alan John Reade (<i>Executive Chairman</i>) Keith Edward Bigsby (<i>Chief Financial Officer</i>) Barrington Marshall Riley (<i>Non-Executive Director</i>) Kenneth Daniel Noonan (<i>Non-Executive Director</i>) Patrick Regan (<i>Non-Executive Director</i>)
Company secretary and registered office	Keith Edward Bigsby 1209 Orange Street Wilmington Delaware 190801, USA
Principal office	1901 S. Harbour City Blvd. Suite 400 Melbourne Florida 32901, USA
Nominated adviser and broker	Nomura Code Securities Limited 1 Carey Lane London EC2V 8AE
Legal advisers to the Company	Reed Smith LLP The Broadgate Tower 20 Primrose Street London EC2A 2RS
Auditors	Grant Thornton LLP 200 S. Orange Avenue Suite 2050 Orlando Florida 32801, USA
Registrars	Computershare Investor Services (Jersey) Limited Queensway House, Hilgrove Street, St Helier Jersey JE1 1ES

PART I

Letter from the Chairman

TyraTech, Inc.

(incorporated in the State of Delaware, USA under the Delaware General Corporation Law)

Directors:

Alan John Reade (*Executive Chairman*)
Keith Edward Bigsby (*Chief Financial Officer*)
Barrington Marshall Riley (*Non-Executive Director*)
Kenneth Daniel Noonan (*Non-Executive Director*)
Patrick Regan (*Non-Executive Director*)

Principal Office:

1901 S. Harbour City Blvd.
Suite 400
Melbourne
Florida 32901, USA

8 May 2010

To Stockholders

Dear Stockholders

Proposed Subscription of Common Shares to raise £1 million and up to a further £1.2 million and Notice of Special Meeting

Introduction

Your Board announced today that we are proposing to raise £1 million and up to a further £1.2 million before expenses by means of a subscription of New Common Shares to provide additional working capital for the Company. The Subscription is subject, *inter alia*, to the approval of Stockholders at the Special Meeting. I am writing to set out further details of this fundraising initiative.

A further announcement will be made shortly giving the total size of the proposed Fundraising.

A special meeting of the Company is being convened at which Stockholders will be asked to consider and, if thought fit, pass the Resolutions required to provide the requisite waiver of Article XI of the Company's Certificate of Incorporation, to provide the Directors with the relevant authorities to complete the Fundraising, *inter alia*, to allot and issue the Subscription Shares and to disapply pre-emption rights. The Notice of Meeting is set out at the end of this document.

SAM Sustainable Asset Management and PetroTech have given irrevocable undertakings to vote in favour of the Resolutions in respect of all Common Shares which they beneficially hold as at the date of this document (amounting in aggregate to 12,072,390 Common Shares, representing approximately 55% of the issued and outstanding Common Shares) which assures both a quorum and the passing of the Resolutions.

The main purpose of this document is to explain the reasons for, and details of, the Fundraising and to explain why your Board considers that it is in the best interests of the Company and its Stockholders as a whole and to recommend that you vote in favour of the Resolutions.

Background to and Reasons for the Fundraising

The Directors believe that the Company made significant progress during 2009, reducing costs and focusing resources on building the long-term success of the current partnerships. On 4 January 2010, the Company appointed me, Alan Reade, as its Executive Chairman. I have led a review of the Company's commercialisation strategy and I believe that the Company is well placed to leverage its technology platform and reinforce its partnerships and products for increased Stockholder value.

On 4 February 2010 the Company announced an expanded strategic relationship with Terminix. On 24 February 2010, the Company announced its unaudited preliminary results for the year ended 31 December 2009. In my statement and operational review I noted that whilst the Company's cash balance was "lower than we would like and though we believe that this could be sufficient to fund the business through 2010 and beyond, the margin for slippage would be limited and the potential of the business may not be fully realised."

Whilst the Board believes that the business of the Group continues to perform broadly in line with expectations, it is aware, based on current cash flow forecasts and the likely timing of certain cash receipts due to be paid in June, that the Company's working capital headroom may fall to below £50,000 during the latter half of May.

Accordingly, the Board has decided to undertake the Fundraising to provide adequate working capital. In addition, the Fundraising will enable the Company to:

- leverage the Company's existing partnerships to create new business opportunities;
- develop relationships with new partners;
- maintain the confidence of current and future partners in the Company;
- improve the Company's negotiating position with new partners;
- deliver improved value for the Company's Stockholders in the long term; and
- provide greater security for the Company for the future.

Financial position of the Company

The Company's unaudited preliminary results for the year ended 31 December 2009 were announced on 24 February 2010 and can be found at www.tyratech.com.

The Directors believe that, based on current forecasts, following receipt of the net proceeds of the Fundraising, the Company will have adequate working capital to fund its operations. Based on these forecasts, the Directors anticipate that the Company will move to positive cash generation in the first half of 2011.

The achievability of these forecasts is dependent on a number of key assumptions, such as, in particular, increased market penetration with Terminix in 2010 and 2011 and the resulting sales increase and successful leveraging of the Company's products and technology into the US and potentially international markets. If the Company does not perform in line with these forecasts, the Company's cash resources may be absorbed earlier than anticipated.

Your attention is drawn to the section below headed "Litigation".

In the event that the Resolutions are not approved at the Special Meeting, the Fundraising would not proceed and in some circumstances the Company might not have sufficient working capital to fund its operations. However, in light of the irrevocable undertakings received from certain Stockholders to vote in favour of the Resolutions amounting in aggregate to 12,072,390 Common Shares, representing approximately 55% of the issued and outstanding Common Shares, the Board is confident that the Resolutions will be passed at the Special Meeting. The relevant Stockholder undertakings are described in more detail below.

Trading update

So far in 2010 we have successfully achieved two critical goals:

- We have strengthened our commercial relationships with key partners – particularly Terminix and Kraft Foods Holdings, Inc.
- We have significantly reduced our cost base in order to conserve cash.

We have received an order for 300,000 units of the Company's co-branded Terminix SafeShield™ product from Terminix, the largest professional pest control company in the world. We have also expanded the partnership with Terminix into new areas and new and important markets such as USA consumer markets. This order is currently being fulfilled and represents a significant increase on the amount of Terminix SafeShield™ ordered in 2009, and additional orders are expected in 2010. Our partnership with Terminix requires that we supply new products, for example other effective presentations and formulations, for new markets. The relationship with Kraft Foods Holdings, Inc. continues strongly. The Company has received the second payment under the revised contract announced in October 2009 reimbursing costs of the project incurred during 2010.

Our cost base has been cut to a level close to half of that incurred in 2009. Because of the current cash constraints, negotiations with new potential partners have been difficult and most have simply been put on hold until we can focus more on the strength of our products and less on the weakness of our balance sheet. Other important areas on hold include geographic expansion as we have had to freeze the European regulatory program.

In summary given, the circumstances, the Company is performing well however, funding has to be made available to allow effective expansion in our current market together with the creation of future value involving both products and geographic expansion.

Board changes

Dr. Geoffrey N. Vernon has resigned as a non-executive director of the Company. On behalf of the Board, I would like to thank Geoffrey for his contribution to the development of TyraTech since the Company's admission to AIM in 2007 and we wish him every success in his future endeavours.

Litigation

In November 2008, Molecular Securities, Inc. filed a complaint against the Company asserting claims for breach of contract and quantum meruit. Molecular Securities, Inc. alleges that it is owed \$2.7 million for services that it allegedly provided to the Company plus interest, attorneys' fees and costs. This claim is being contested in court and the Company expects the claim to be resolved in 2010.

Whilst the Directors believe that the Company will successfully defend itself in the lawsuit there can be no assurance that this will be the case. If Molecular Securities, Inc were to prevail in some or all of its claim against the Company, there could be a material adverse effect upon the Group's working capital and the Company might have insufficient funds to meet such a claim.

Proposed unrestricted line of shares and electronic trading facility

All certificates representing the Common Shares and the New Common Shares include a restrictive legend, and thus all such shares are traded under a restricted basis.

The Company is intending to arrange for eligible Stockholders to trade their Common Shares on an unrestricted basis under a new ticker symbol. As part of the arrangements the Company also intends to establish a depositary interest facility that would permit trading on the unrestricted line to be settled electronically through the UK's CREST settlement system rather than by delivery of physical certificates.

Stockholders will be contacted when these arrangements have been finalised.

Subscription

Conditional *inter alia* on the passing of the Resolutions, Subscribers may subscribe pursuant to the Subscription for up to 24,444,444 New Common Shares to raise up to £2.2 million before expenses. Subscriptions have so far been received in respect of 11,113,604 New Common Shares conditionally raising £1,000,224 million before expenses.

The New Common Shares subscribed pursuant to this Subscription will be subject to a six month lock-in, further details of which are set out in Part II of this document.

Pursuant to the Subscription, Alan Reade has subscribed for 3,690,249 New Common Shares, Barry Riley has subscribed for 1,255,555 New Common Shares and Patrick Regan has subscribed for 566,893 New Common Shares. Alan Reade, Barry Riley, and Patrick Regan are Directors of the Company.

Eugene Grin has subscribed for 2,267,574 New Common Shares pursuant to the Subscription. Eugene Grin is a director of PetroTech and a director of Laurus.

Further details regarding the Subscription and the Subscribers are set out in Part II of this document.

Related Party Transaction

Certain actual and intended Subscribers under the Subscription constitute related parties for the purposes of Rule 13 of the AIM Rules for Companies. These related parties comprise Alan Reade, Barry Riley and Patrick Regan, each of whom are Directors of the Company, and SAM Sustainable Asset Management.

The Independent Directors consider, having consulted with Nomura Code, the Company's nominated adviser, that the terms of these related party transactions are fair and reasonable insofar as Stockholders are concerned.

Stockholder Approval and Notice of Special Meeting

The Subscription is subject, *inter alia*, to the passing of the Resolutions at the Special Meeting.

Accordingly, set out at the end of this document is the notice convening a Special Meeting to be held on 19 May 2010 at the offices of TyraTech, 1901 S. Harbour City Blvd., Suite 400, Melbourne, Florida 32901, USA at 11.00 a.m. (EDT) at which the Resolutions will be proposed.

Resolution 1 is to approve the amendment of the Company's Certificate of Incorporation so that Article XI shall not apply to (A) the proposed issue of 24,444,444 Common Shares in connection with the Fundraising, as described in this letter, in the 12-month period following the Special Meeting at which this Resolution 1 is passed; (B) the issue of Common Shares for cash in the 12 month period following Admission representing up to ten percent (10%) of the issued and outstanding shares of the Company assuming a maximum issuance of shares pursuant to the Subscription; or (C) the issue of warrants to subscribe for 555,556 Common Shares to satisfy fees payable to Nomura Code. A copy of the proposed Certificate of Amendment is attached hereto at Exhibit A.

Resolution 2 is to approve the amendment of the Company's Bylaws to reduce the quorum requirement for Stockholders at any Stockholder meeting. A copy of the proposed Certificate of Amendment is attached hereto at Exhibit B.

A Form of Proxy for use at the Special Meeting accompanies this document. Whether or not you intend to be present at the meeting, you are asked to complete the Form of Proxy in accordance with the instructions thereon and to return it by post to Computershare so as to be received as soon as possible and, in any event, not later than 11.00 a.m. (EDT) on 17 May 2010. Completion and return of the Form of Proxy will not preclude you from attending the Special Meeting and voting in person should you so wish.

Irrevocables and Directors' Vote

SAM Sustainable Asset Management and PetroTech have given irrevocable undertakings to vote in favour of the Resolutions in respect of all Common Shares which they beneficially hold as at the date of this document (amounting in aggregate to 12,072,390 Common Shares, representing approximately 55% of the issued and outstanding Common Shares).

The Directors, whose beneficial or controlled holdings collectively total 1.1% of the issued and outstanding Common Shares, will also be voting in favour of the Resolutions at the Special Meeting.

Given that Section 3.04 of the Amended and Restated Bylaws of the Company, adopted as of 23 May 2007, require that holders of a majority in voting power of the Common Shares entitled to vote be present in person or represented by proxy to meet quorum requirements and that the Resolutions require approval by Stockholders holding at least a majority of the outstanding Common Shares entitled to vote thereon, the irrevocable undertakings by Sam Sustainable Asset Management and PetroTech assures both a quorum and the passing of the Resolutions.

Importance of vote

The Subscription is conditional, *inter alia*, upon the passing by Stockholders of the Resolutions at the Special Meeting.

Stockholders should be aware that, were the Resolutions not to be approved at the Special Meeting, the Fundraising would not proceed and in some circumstances the Company might not have sufficient working capital to fund its operations. In light of the irrevocable undertakings received from certain Stockholders the Board are confident that the Resolutions will be passed at the Special Meeting. The relevant Stockholder undertakings are described in more detail above.

However, the Directors nevertheless encourage you to either attend the Special Meeting or to return your Form of Proxy, in either case with a vote in favour of the Resolutions. The Independent Directors' recommendation is set out below.

Recommendation

The Independent Directors, having consulted with Nomura Code, the Company's nominated adviser, consider the terms of the Fundraising to be fair and reasonable insofar as Stockholders are concerned and in the best interests of the Company.

The Independent Directors recommend that you vote in favour of the Resolutions to be proposed at the Special Meeting.

Yours faithfully,

Alan J. Reade
Executive Chairman

EXHIBIT A

CERTIFICATE OF AMENDMENT

TYRATECH, INC.
CERTIFICATE OF AMENDMENT OF AMENDED AND RESTATED
CERTIFICATE OF INCORPORATION

It is hereby certified that:

1. The name of the corporation (hereinafter called the "Corporation") is TYRATECH, INC.
2. The amended and restated certificate of incorporation of the Corporation is hereby amended by inserting a new subsection 7 of Article XI which shall read as follows:
"The provisions of this Article XI shall not apply (A) the issue of 24,444,444 shares of common stock of the Corporation (the "Common Stock") in connection with the fundraising, as described in the Letter from the Executive Chairman of the Company (the "Letter") to the stockholders, dated 8 May 2010 (the "Fundraise"), for a 12-month period following 19 May 2010; (B) the issue of Common Stock for cash in the 12 month period from 20 May 2010 representing up to ten percent (10%) of the issued and outstanding shares of the Corporation assuming a maximum issuance of shares pursuant to the Subscription (as defined in the Letter); or (C) the issue of warrants to subscribe for 555,556 shares of Common Stock to satisfy fees payable to Nomura Code Securities Limited."
3. The amendment of the amended and restated certificate of incorporation herein certified has been duly adopted in accordance with the provisions of Section 242 of the General Corporation Law of the State of Delaware.

Signed on 8 May 2010.

TYRATECH, INC.

By: _____

Name: Alan J. Reade

Title: Chief Executive

EXHIBIT B

CERTIFICATE OF AMENDMENT

TYRATECH, INC. CERTIFICATE OF AMENDMENT OF AMENDED AND RESTATED BYLAWS

It is hereby certified that:

1. The name of the corporation (hereinafter called the "Corporation") is TYRATECH, INC.
2. The amended and restated bylaws of the Corporation are hereby amended such that Section 3.04(a) shall read in its entirety as follows:

“(a) Quorum. – The holders of not less than one-third of the shares entitled to vote, present in person or represented by proxy, shall constitute a quorum at all meetings of the stockholders except as otherwise provided by the DGCL, the AIM Rules, by the certificate of incorporation or these bylaws. If a quorum is not present or represented at any meeting of the stockholders, the stockholders entitled to vote thereat, present in person or represented by proxy, shall have the power to adjourn the meeting from time to time until a quorum is present or represented, without notice other than announcement at the meeting of the time and place, if any, to which the meeting has been adjourned and the means of remote communications, if any, by which stockholders and proxyholders may be deemed to be present in person and vote at such adjourned meeting. At any such adjourned meeting at which a quorum is present or represented, the corporation may transact any business which might have been transacted at the original meeting. If the adjournment is for more than thirty days, or if after the adjournment a new record date is fixed for the adjourned meeting, a notice of the adjourned meeting shall be given to each stockholder of record entitled to vote at the meeting.”

Signed on 8 May 2010.

TYRATECH, INC.

By: _____

Name: Alan J. Reade

Title: Chief Executive

PART II

Details of the Fundraising

The Subscription

Conditioned *inter alia* on the passing of the Resolutions, Subscribers may subscribe pursuant to the Subscription for up to 24,444,444 New Common Shares to raise up to £2.2 million before expenses.

Each Existing Subscriber has entered and each Future Subscriber will enter into a subscription agreement with the Company which provides that they irrevocably agree to subscribe for New Common Shares, save as expressly provided in the subscription agreement. In addition to the passing of the Resolutions, each subscription agreement will be conditional upon not less than £1,000,000 of subscription monies being received in the Receiving Account before 17 May 2010 and Admission occurring on or before 8.00a.m. on 24 May 2010.

Each Existing Subscriber agrees and each Future Subscriber will agree and, if not the legal owner of the Subscription Shares will procure, that the Subscription Shares will not be transferred or otherwise disposed of for the period of six calendar months beginning with Admission without the prior written consent of the Company. The lock-up includes conventional exceptions including, *inter alia*, transfers or disposals, within the lock-up period in the following circumstances:

- a) in acceptance of a general offer or merger proposal for the share capital of the Company;
- b) acceptance of a tender offer made available to all holders of issued shares on a common basis;
- c) a transfer pursuant to a plan of merger or reconstruction approved by the Company's shareholders or, if applicable, a majority of independent shareholders;
- d) any intra-group transfer or disposal within the same corporate group or funds under common management or amongst immediate family members provided that the transferee has previously executed a binding commitment in favour of the Company to be bound by the terms of this paragraph as if they were the Subscriber for the duration of the Lock-up Period.

All funds received in the Receiving Account will not be the property of the Company, or subject to the debts of the Company, until Admission, at which point they will be transferred by Reed Smith LLP into a bank account of the Company. If the Subscription is terminated, all amounts held in the Receiving Account will be refunded to Subscribers without deduction.

For the purposes of determining the Issue Price any subscription monies paid in US dollars will be converted into pounds sterling at an exchange rate of 1.47 as published in the London edition of the Financial Times on 7 May 2010.

Certain introducers have been paid retainers in respect of the Fundraising and will receive commissions of 2.5% of monies raised as a result of the introduction. In the case of one introducer, commission is to be paid in New Common Shares, in respect of another introducer, commission is to be paid in cash.

Each subscription agreement includes and will include representations and warranties from the Subscriber in relation to compliance with securities law.

US Securities Law Restrictions

The New Common Shares have not been, and will not be, registered under the Securities Act, the Exchange Act, or under any US state securities laws. Subject to certain exceptions, the New Common Shares may not be offered or sold in the United States or to, or for the account or benefit of, US Persons except to QIBs in reliance on Rule 144A and to certain Directors and executive officers of the Company, in transactions exempt from the registration requirements of the Securities Act.

No market exists for the trading of the New Common Shares in the United States and none is expected to develop. The New Common Shares purchased by US Persons will be "restricted securities" as defined in Rule 144 under the Securities Act and may not be resold in the United States absent registration under the Securities Act and any applicable securities laws of any US State or pursuant to exemptions under the Securities Act and such laws. The Company does not intend to register the New Common Shares under the Securities Act or applicable securities laws of any US state.

Dealing and Settlement

The New Common Shares to be allotted and issued pursuant to the Subscription will be allotted and issued fully paid and will, on issue, rank *pari passu* with the existing Common Shares, including the right to receive, in full, all dividends and other distributions thereafter declared, made or paid after the date of issue together with all rights attaching to them and free from all liens, charges and encumbrances of any kind. Application will be made to the London Stock Exchange for the New Common Shares to be admitted to trading on AIM.

No temporary documents of title will be issued. Pending the despatch of definitive share, instruments of transfer will be certified against the register of members of the Company.

PART III

Risk Factors

An investment in the Company involves significant risks and is only suitable for investors who are capable of evaluating the merits and risks of such an investment and who have sufficient resources to be able to bear any losses (which may be equal to the whole amount invested) which may result from such an investment. Investors should consider carefully whether an investment in the Common Shares is suitable for them in light of the information in this document and their personal circumstances.

Prospective investors should carefully review and evaluate the risks and the other information contained in this document before making a decision to invest in the Company. If in any doubt, prospective investors should immediately seek their own personal financial advice from their independent professional adviser authorised under FSMA who specialises in advising on the acquisition of shares and other securities or other advisers such as legal advisers and accountants. If any of the following risks actually occur, the Company's business, financial condition, capital resources, results and/or future operations could be materially and adversely affected. In such circumstances, the trading price of Common Shares could decline and investors may lose all or part of their investment. Additional risks and uncertainties not currently known to the Board, or that it currently deems immaterial, may also have an adverse effect on the Company's business and the information set out below does not purport to be an exhaustive summary of the risks affecting the Company or the Group. There can also be no guarantee that the Company's investment objectives will be achieved.

Prospective investors should be aware that the value of Common Shares, including New Common Shares and the income from them may go down as well as up and that they may not be able to realise their investment. In addition, it is possible that the market price of Common Shares in the Company may be less than the underlying net asset value per Common Share. References to the Company are also deemed to include, where appropriate, each member of the Group.

RISKS RELATING TO THE COMPANY'S FINANCIAL POSITION

History of losses

The Group has experienced operating losses in each year since its inception and, as at 30 June 2009, had accumulated losses of US\$56 million. The Group will incur further losses and there can be no assurance that the Group will ever achieve significant revenues or profitability.

Working capital and significance of the Fundraising

As at 31 December 2009, the Company had cash and short-term deposits of US\$1.3 million. The Directors believe that, based on current forecasts, following receipt of the net proceeds of the Fundraising the Company will have sufficient cash to fund its operations until the Company achieves profitability. The achievability of these forecasts is dependent on a number of key assumptions, in particular, increased market penetration through the Company's strategic relationship with Terminix in 2010 and 2011 and the resulting sales increase and successful leverage of the Company's products and technology into international consumer markets. If the Company does not perform in line with these key assumptions underlying the forecasts, the Company's cash resources may be absorbed earlier than forecasted.

However, in the event that the Resolutions are not approved at the Special Meeting, the Fundraising will not proceed and the Board will need to consider delaying, scaling back or eliminating expenditures for some of its development and commercialisation programmes, or grant rights to third parties to develop and market products or services that it would otherwise prefer to develop and market itself, thereby reducing their ultimate value to TyraTech.

RISKS RELATING TO THE COMPANY'S BUSINESS

The Company's future operating results will be highly dependent on how well it manages the expansion of its operations

The Company may experience periods of rapid growth in the number of its customers and in the number of products it supplies. This, in turn, would likely necessitate an increase in the number of the Company's employees, its operating and financial systems, sub-contract manufacturers and the geographic scope of its operations. This growth and expansion may place a significant strain on the Company's financial, management and other resources. To manage its expanded operations effectively,

TyraTech will be required to continue to improve its existing operational, financial and management processes and to implement new systems. TyraTech will be reliant upon distribution sales, particularly as it expands its operation and is therefore dependent on such distribution to achieve growth and expansion of its operations.

Market penetration rates

The Company's business model assumes that, over time, its product will be adopted by the market. However, it is possible that penetration rates may be slower than the Company's forecasts assume.

RISKS RELATING TO LITIGATION AND INTELLECTUAL PROPERTY

The Company has an outstanding litigation with Molecular Securities, Inc.

In November, 2008, Molecular Securities, Inc. filed a complaint against the Company asserting claims for breach of contract and quantum meruit. Molecular Securities, Inc. alleges that it is owed \$2.7 million for services that it allegedly provided to the Company plus interest, attorneys' fees and costs. This claim is being contested in court and the Company expects the claim to be resolved in 2010. Whilst the Directors believe that the Company will successfully defend itself in the lawsuit there can be no assurance that this will be the case. If Molecular Securities, Inc were to prevail in some or all of its claim against the Company, there could be a material adverse effect upon the Group's working capital and the Company might have insufficient funds to meet such a claim.

The failure of TyraTech's patents, trade secrets and confidentiality agreements to protect its intellectual property may adversely affect its business

TyraTech is the owner, or co-owner, of intellectual property rights, including patents, trade marks, designs, copyright, trade secrets and confidential information. Whilst it may apply from time to time to register additional patents, trade marks, designs and copyrights and take reasonable steps to protect its trade secrets and confidential information, TyraTech's ability to compete effectively with other companies depends, amongst other things, on the adequate protection of intellectual property rights owned by or licensed to it. There can also be no assurance that patents will be issued in connection with any of its applications now pending or which may be applied for in the future, or that the lack of any such patents will not have a material adverse effect on TyraTech's ability to develop and market its proposed products or that third parties will not misappropriate TyraTech's trade secrets and confidential information. There can be no assurance as to the ownership, validity or scope of any patents in which TyraTech has an interest or that claims relating to such patents will not be asserted by other parties or that, if challenged, such patents will not be revoked. Even if patent protection is obtained, no assurance can be given that TyraTech will successfully commercialise the product or technology prior to expiry of the patent protection. It is also not certain that extensions of patent protection (patent term extensions, supplementary protection certificates or their equivalent around the world) will be available at the end of the term of patents currently in existence so as to provide patent protection during the initial period in which products are marketed.

TyraTech may be unable to adequately protect its proprietary information and know-how

In addition to its patented technology, TyraTech relies upon unpatented proprietary technology, processes and know-how. TyraTech has confidentiality agreements in place with customers, suppliers and employees who have access to its proprietary information and know-how, but such agreements may be breached and TyraTech may not have adequate remedies for such breach. In addition, TyraTech's trade secrets may otherwise become known or be independently developed by competitors. If certain parts of TyraTech's proprietary information and know-how were to become public knowledge, then the value of TyraTech's products could be adversely affected which could have a material adverse effect on TyraTech's business, financial condition and results of operations.

RISKS RELATED TO REGULATORY MATTERS

TyraTech's ability to introduce certain of its products to market is dependent on successful completion of regulatory approval process

Insecticide and parasiticide products are subject to a regulatory approval process in the US, in Europe and other parts of the world which is extremely expensive and can take years to complete. Failure to obtain or maintain regulatory approval could result in the inability to market and sell such products. Of particular importance is the requirement, applicable in most territories, that an approval to market a biocide in the relevant territory, or an exemption from it, be obtained from the relevant regulatory authority. Such approval would usually require the collection and evaluation of data

relating to the quality, safety, efficacy or performance of the product candidate for its proposed use. The time necessary to obtain regulatory approval varies among products and between the US, Europe and the rest of the world and is affected by numerous factors many of which are beyond TyraTech's control. There can be no assurance that regulatory clearance for the product or, indeed, for trials at each stage and approval for TyraTech's product candidates still in development will be forthcoming without delay or at all.

Regulatory investigations and litigation may lead to fines or other penalties

There is a risk that TyraTech would face regulatory investigation as a result of any of its products, if there were data errors in the submission documents or if new data came out that impacted the claims or safety profile of the product.

RISKS RELATING TO THE FUNDRAISING, THE COMMON SHARES AND THE CAPITALISATION OF THE COMPANY

The Common Shares have not been registered under the Securities Act and there are restrictions on transfer under the Securities Act

The Common Shares have not been registered under the Securities Act. The Common Shares are being offered (i) only to non-US persons outside the US in transactions exempt from the registration requirements of the Securities Act in reliance on Regulation S, (ii) to *the investor*, an accredited investor, in reliance on Regulation D or (iii) to QIBs pursuant to Rule 144A. Without registration, the Common Shares may not be offered, sold or delivered in the US or to, or for the account or benefit of, any US Person absent registration or exemption from registration under the Securities Act. Only the Company is entitled to register the Common Shares under the Securities Act and the Company has no obligation to do so. The Company can give no assurances that an exemption from registration under the Securities Act will be available to any purchasers of Common Shares. The Common Shares will bear a legend describing restrictions on transfer to US Persons. Each subscriber for Common Shares, by subscribing for the Common Shares, agrees to re-offer or resell them only in accordance with the provisions of Regulation S, pursuant to registration under the Securities Act, or pursuant to an available exemption from registration. The above restrictions severely restrict purchasers of Common Shares from reselling the Common Shares in the United States or to a US Person. The Common Shares will not be admitted for trading on NASDAQ or on any other US stock exchange in connection with the Subscription.

The share price may be highly volatile

The share price of publicly traded emerging technology companies can be highly volatile. The price at which the Common Shares will be quoted and the price at which investors may realise their Common Shares will be influenced by a large number of factors, some specific to the Company, and some of which may affect the quoted biotechnology and/or insecticide sectors or quoted companies generally, and many of which are outside the control of the Company. These include:

- actual or anticipated results of safety studies, trials or other human-use studies;
- actual or anticipated regulatory approvals of technology or biotechnology products or services, or of competing products or services;
- changes in law or regulations applicable to technology or products or services;
- changes in the expected or actual timing of development programs;
- actual or anticipated variations in periodic operating results;
- announcements of technological innovations by the Company or its competitors;
- new products or services introduced or announced by the Company or its competitors;
- changes in financial estimates or recommendations by securities analysts;
- conditions or trends in the relevant industries;
- changes in the market valuations of similar companies;
- announcements by the Company of significant acquisitions, strategic partnerships, joint ventures or capital commitments;
- additions or departures of key personnel;

- disputes or other developments relating to proprietary rights, including patents, litigation matters and the Company's ability to obtain, maintain and defend patent protection for its technologies and to avoid infringement of third party intellectual property rights; and
- trading volume of the Common Shares.

In addition, the stock market in general, and the market for technology companies in particular, have experienced extreme price and volume fluctuations that have often been unrelated or disproportionate to the operating performance of those companies. These broad market and industry factors may seriously harm the market price of the Common Shares, regardless of its operating performance.

The Company's listing on AIM should not be taken as implying that there will be a liquid market for the New Common Shares. Prospective investors should be aware that they may not be able to resell any of the New Common Shares purchased at or above the Issue Price or at all.

Stockholders outside of the UK may not be able to exercise pre-emptive rights for their Common Shares

In the case of an increase in the issued share capital of the Company, Stockholders will be entitled to pre-emptive rights pursuant to the Certificate of Incorporation, unless waived by a resolution of the Stockholders at a special meeting. To the extent that pre-emptive rights are not waived, US holders of the Common Shares may not be able to exercise pre-emptive rights in respect of their Common Shares unless a registration statement under the Securities Act is effective with respect to such rights, or an exemption from the registration requirements thereunder is available in the US. The Company intends to evaluate at the time of any rights issue or similar offering the costs and potential liabilities associated with compliance with such laws and regulations, as well as the direct and indirect benefits arising from such an offering before making a decision as to how to proceed and whether to seek compliance with such laws and regulations. The Company can not assure holders of Common Shares outside of the UK that any such offering and compliance with such laws would be in the best interests of the Company and that such an offering will be made to such stockholder.

Substantial future sales of Common Shares could adversely affect the market price of Common Shares

Following the Fundraising and Admission, there will be a minimum of 11,113,604 Common Shares in issue and there will be outstanding warrants exercisable for the issue of a further 1,550,805 Common Shares (representing 4.6 per cent of the minimum Enlarged Issued Share Capital). Sales, or the possibility of sales, of substantial numbers of Common Shares in the public or private market by the Company's existing Stockholders following the Fundraising could have an adverse effect on the market trading prices of the Common Shares. While certain of the Directors and other Stockholders have agreed to certain restrictions on the offer, sale, pledge or disposal of Common Shares for various limited periods of time following the date of Admission without the prior written consent of the Nomura Code, as described in Part II. Upon the expiration of these lock-up arrangements a large number of additional Common Shares will become available for sale. Approximately 33.5 per cent. of the minimum Enlarged Issued Share Capital at Admission will be subject to lock-up arrangements.

PART IV

Additional Information

1. Principal activities of the Company

The Company is an AIM quoted company and its principal activities are the development and commercialisation of proprietary insecticide and parasiticide products which incorporate unique blends of natural, plant oil derived active ingredients.

2. Responsibility

The Directors accept responsibility for the information contained in this document. To the best of the knowledge and belief of the Directors, who have taken reasonable care to ensure that such is the case, the information contained in this document is in accordance with the facts and does not knowingly omit anything likely to affect the import of such information.

3. Interests and dealings

3.1 As at 7 May 2010, the last practicable date prior to the date of this document, the total issued share capital of the Company was US\$22,000.02 divided into 22,000,022 Common Shares.

3.2 As at 7 May 2010, the last practicable date prior to the date of this document, the following persons held more than 3% of the issued share capital of the Company.

	<i>Number of Common Shares</i>	<i>Percentage of current issued Share Capital</i>
Laurus Valens Master Funds	10,542,681	47.9%
State Street Nominees Ltd.	5,123,799	23.3%
The Bank of New York (Nominees) Ltd.	2,220,800	10.1%
Vidacos Nominees Ltd.	1,936,356	8.8%

3.3 Following completion of the Subscription, assuming that no Common Shares are in issue as a result of the exercise of options granted under the option schemes or of any warrant issued by the Company, the Directors are aware that the following persons will hold more than 3% of the issued share capital of the Company.

	<i>Number of Common Shares</i>	<i>Percentage of Enlarged Issued Share Capital⁽¹⁾</i>
Laurus Valens Master Funds	10,542,681	31.8%
State Street Nominees Ltd.	5,123,799	15.4%
The Bank of New York (Nominees) Ltd.	2,220,800	6.7%
Vidacos Nominees Ltd.	1,936,356	5.8%
Alan Reade	3,690,249	11.1%
Ora (Guernsey) Limited	2,111,111	6.3%
LF Essex House Corp. ⁽²⁾	2,267,574	6.8%
Barry Riley	1,255,555	3.8%

(1) Assuming the minimum number of Subscription Shares are issued.

(2) LF Essex House Corp. is the nominee vehicle of Mr E. Grin.

- 3.4 The beneficial shareholding interests of the Directors and the percentage of the Company's issued share capital which they represent before and after the Subscription are as follows:

	<i>Before Subscription</i>		<i>After Subscription</i>	
	<i>Number of Common Shares</i>	<i>Percentage of current issued share capital</i>	<i>Number of Common Shares</i>	<i>Percentage of Enlarged Issued Share Capital⁽¹⁾</i>
Alan Reade	69,200	0.315%	3,759,449	11.3%
Keith Bigsby	172,161	0.783%	172,161	0.5%
Barry Riley	nil	0.0%	1,255,555	3.7%
Patrick Regan	nil	0.0%	566,893	1.7%

(1) Assuming the minimum number of Subscription Shares are issued.

- 3.5 In addition to the above, the Directors hold the following options:

	<i>Number of options held at 7 May 2010</i>	<i>Subscription price (pence)</i>	<i>Exercise date from</i>	<i>Expiry date</i>
	Alan Reade	550,000	10.5	4 Mar 2010
Keith Bigsby	62,353	42.5	15 Jan 2010	15 Jan 2019
	50,000	42.5	15 Jan 2010	15 Jan 2019
	75,000	10.5	4 Feb 2011	4 Feb 2020

4. General

- 4.1 Save as disclosed in this document, there has been no material change in the financial or trading position of the Company since 31 December 2009, the date to which the latest unaudited financial results of the Company were prepared.
- 4.2 Nomura Code has given and not withdrawn its written consent to the issue of this document with the inclusion herein of the references to its name in the form and context in which they appear.

5. Documents available for inspection

Copies of the following documents will be available for inspection during normal business hours on any weekday (Saturdays, Sundays and public holidays excepted) at the offices of TyraTech, 1901 S. Harbour City Blvd., Suite 400, Melbourne, Florida 32901, USA, until immediately prior to the Special Meeting:

- 5.1 the amended and restated bylaws and amended and restated certificate of incorporation (with all amendments thereto) of the Company;
- 5.2 the published unaudited financial results for the Company for the year ended 31 December 2009;
- 5.3 the Company's Admission Document;
- 5.4 the subscription agreements referred to in Part II: "The Subscription"; and
- 5.5 the consent letter referred to in paragraph 4.2 above.

8 May 2010

NOTICE OF GENERAL MEETING

TyraTech, Inc.

(incorporated in the state of Delaware, USA under the Delaware Corporation Law)

NOTICE IS HEREBY GIVEN that a special meeting of TyraTech, Inc. will be held at the offices of TyraTech, 1901. S. Harbour City Blvd., Suite 400, Melbourne, Florida 32901, USA on 19 May 2010 at 11.00 a.m. (EDT) for the purpose of considering and, if thought fit, passing the following resolutions.

Resolutions

1. That pursuant to the terms and provisions set forth in Article XV of the Certificate of Incorporation, the Corporation be, and hereby is, authorized and directed to approve, adopt, ratify and confirm in each and every respect an amendment to the Certificate of Incorporation so that Article XI shall not apply to (A) the proposed issue of 24,444,444 Common Shares of capital stock in connection with the Fundraising, as described in the Letter from the Executive Chairman of the Company to the stockholders, dated 8 May 2010, in the 12-month period following the Special Meeting at which this resolution is passed; (B) the issue of Common Shares for cash in the 12 month period from 20 May 2010 representing up to ten percent (10%) of the issued and outstanding shares of the Company assuming a maximum issuance of shares pursuant to the Subscription; or (C) the issue of warrants to subscribe for 555,556 Common Shares to satisfy fees payable to Nomura Code such that Article XI, shall be amended by inserting a new subsection 7 which shall read as follows:

“The provisions of this Article XI shall not apply to (A) the issue of 24,444,444 shares of common stock of the Corporation (the “Common Stock”) in connection with the fundraising, as described in the Letter from the Executive Chairman of the Company (the “Letter”) to the stockholders, dated 8 May 2010 (the “Fundraise”), for a 12 month period following 19 May 2010; (B) the issue of Common Stock for cash in the 12 month period from 20 May 2010 (as defined in the Letter) representing up to ten percent (10%) of the issued and outstanding shares assuming a maximum issuance of shares pursuant to the Subscription (as defined in the Letter); or (C) the issue of warrants to subscribe for 555,556 Common Stock in order to satisfy fees payable to Nomura Code Securities Limited.”
2. That in accordance with Section 216 of the Delaware General Corporation Law and Section 8.06 of the Bylaws, the Corporation be, and hereby is, authorized and directed to approve, adopt, ratify and confirm in each and every respect an amendment to the first sentence of Section 3.04(a) of the Bylaws to reduce the number of stockholders required to constitute a quorum at any stockholder meeting from the holders of a majority of the shares entitled to vote to the holders of not less than one-third of the shares entitled to vote such that Section 3.04(a) shall be amended and restated to read in its entirety as follows:

“(a) Quorum. – The holders of not less than one-third of the shares entitled to vote, present in person or represented by proxy, shall constitute a quorum at all meetings of the stockholders except as otherwise provided by the DGCL, the AIM Rules, by the certificate of incorporation or these bylaws. If a quorum is not present or represented at any meeting of the stockholders, the stockholders entitled to vote thereat, present in person or represented by proxy, shall have the power to adjourn the meeting from time to time until a quorum is present or represented, without notice other than announcement at the meeting of the time and place, if any, to which the meeting has been adjourned and the means of remote communications, if any, by which stockholders and proxyholders may be deemed to be present in person and vote at such adjourned meeting. At any such adjourned meeting at which a quorum is present or represented, the corporation may transact any business which might have been transacted at the original meeting. If the adjournment is for more than thirty days, or if after the adjournment a new record date is fixed for the adjourned meeting, a notice of the adjourned meeting shall be given to each stockholder of record entitled to vote at the meeting.”

By order of the Board

Keith Bigsby
Company Secretary

Dated: 8 May 2010

Notes:

1. Attendance and Voting

The Company specifies that only those stockholders registered in the register of members of the Company as at 6.00 p.m. on 10 May 2010 (or, if the meeting is adjourned, stockholders on the register of members not later than 48 hours before the time fixed for the adjourned meeting) shall be entitled to attend or vote at the above meeting in respect of the number of shares registered in their name at that time. Changes to entries on the register after 6.00 p.m on 10 May 2010 shall be disregarded in determining the rights of any person to attend and vote at the Special Meeting.

2. Proxies

- (a) Any member entitled to attend and vote at the Special Meeting is entitled to appoint one or more proxies (who need not be a member of the Company) to attend and, on a poll, vote instead of the member. Completion and return of a form of proxy will not preclude a member from attending and voting at the meeting in person, should he/she subsequently decide to do so.
- (b) In order to be valid, any form of proxy, power of attorney or other authority under which it is signed, or notarially certified office copy of such power or authority, must reach the Company's Registrars, Proxy Department, Computershare Investor Services (Jersey) Limited, Queensway House, Hilgrove Street, St Helier Jersey JE1 1ES, not less than 48 hours before the time of the Special Meeting or of any adjournment of the Special Meeting.
- (c) In the case of joint holders, where more than one of the joint holders purports to appoint a proxy, only the appointment submitted by the most senior holder will be accepted. Seniority is determined by the order in which the names of the joint holders appear on the Company's register of stockholders in respect of the joint holding.
- (d) Copies of the letters of appointment of each of the Directors, and the register of Directors' interest in shares of the Company will be available for inspection at the registered office of the Company during usual business hours on any weekday (Saturdays, Sundays and public holidays excepted) from the date of this notice until the date of the Special Meeting and at the place of the Special Meeting from at least 15 minutes prior to and until the conclusion of the Special Meeting.

3. Defined Terms

Terms defined in the Circular shall have the same meaning in this Notice of Special Meeting unless the context otherwise requires.

