



Lamprell Notice of AGM

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION.

IF YOU ARE IN ANY DOUBT AS TO THE ACTION YOU SHOULD TAKE, YOU SHOULD CONSULT IMMEDIATELY YOUR STOCKBROKER, BANK MANAGER, SOLICITOR, ACCOUNTANT OR OTHER INDEPENDENT FINANCIAL ADVISER AUTHORISED UNDER THE FINANCIAL SERVICES AND MARKETS ACT 2000.

IF YOU HAVE SOLD OR OTHERWISE TRANSFERRED ALL YOUR SHARES IN THE COMPANY, PLEASE SEND THIS DOCUMENT AND THE ACCOMPANYING DOCUMENTS 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.

Notice of Annual General Meeting

Notice is hereby given that the Annual General Meeting ("AGM") of Lamprell plc (the "Company") will be held at Suite 102, City Tower 2, Sheikh Zayed Road, Dubai, United Arab Emirates on Monday, the 7th of June 2010 at 12:00 noon (UAE time) for the following purposes:

Ordinary Business

To consider and, if thought fit, to pass the following resolutions which will be proposed as ordinary resolutions:

1. To receive the accounts of the Company for the year ended 31 December 2009 and the report of the directors and auditors thereon.
2. To approve the directors' remuneration report for the year ended 31 December 2009 included in the Annual Report and Accounts for 2009.
3. To declare a final dividend of US\$ 0.038 per ordinary share recommended by the directors.
4. To re-appoint Richard Raynaut as a director of the Company.
5. To re-appoint PricewaterhouseCoopers, Isle of Man as the Company's auditors until the conclusion of the next general meeting of the Company at which accounts are laid.
6. To authorise the directors to fix the auditors' remuneration.

Special Business

To consider and, if thought fit, to pass the following resolutions, of which resolution 7 will be proposed as ordinary resolution and resolutions 8 to 10 as special resolutions:

7. That the directors be generally and unconditionally authorised pursuant to Article 5.1 of the Company's Articles of Association, and in substitution for any existing power to allot equity securities, to exercise all the powers of the Company to allot equity securities up to an aggregate nominal amount of £3,000,000 such authority to expire on the earlier of the next AGM of the Company and the date which is 15 months after the date of the resolution (unless previously restated, varied or extended by the Company in a general meeting), save that the Company may, at any time prior to the expiry of such authority, make an offer or agreement which would or might require equity securities to be allotted after the expiry of such authority and the directors may allot equity securities in pursuance of such an offer or agreement as if such authority had not expired.
8. That conditional upon the passing of resolution 7 above, to empower the directors, pursuant to the Company's Articles of Association, and in substitution for any existing power to allot equity securities, to allot equity securities of the Company for cash pursuant to the authority sought pursuant to resolution 7 for a period until the earlier of the next AGM of the Company and the date which is 15 months after the date of this resolution as if Article 5.2 of the Company's Articles of Association did not apply to such allotment, but limiting such power to (i) the allotment of equity securities on the basis permitted under Article 5.3 of the Company's Articles of Association; (ii) the allotment of equity securities in connection with a Rights Issue and (iii) otherwise than in connection with a Rights Issue, up to an aggregate nominal amount of £500,000 save that the Company may, at any time prior to the expiry of such authority, make an offer or agreement which would or might require equity securities to be allotted after the expiry of such authority and the directors may allot equity securities in pursuance of such an offer or agreement as if such authority had not expired.

For the purpose of this resolution:

- (i) "Rights Issue" means an offer of equity securities open for acceptance for a period fixed by the directors, to the holders on the register of members of the Company on a record date fixed by the directors for the holders of ordinary shares in the Company, in proportion to their respective holdings (for which purpose holdings in certificated and uncertificated form may be treated as separate holdings) but subject to such exclusions or other arrangements that the directors may deem necessary or expedient in relation to fractional entitlements or legal or practical problems under the laws or the requirements of any recognised regulatory body or any stock exchange in any territory.
 - (ii) Words and expressions defined in or for the purposes of the Company's Articles of Association bear the same meaning.
9. That the Company be authorised to make market purchases of its ordinary shares subject to the following conditions:
 - (a) the maximum number of ordinary shares authorised to be purchased is 20,000,000;
 - (b) the minimum price (exclusive of expenses) which may be paid for an ordinary share is £0.05 (being the nominal value of an ordinary share);
 - (c) the maximum price (exclusive of expenses) which may be paid for each ordinary share is the higher of:
 - (i) an amount equal to 105 per cent. of the average of the Company's ordinary share price as derived from the London Stock Exchange Daily Official List for the five business days immediately preceding the day on which the ordinary share is contracted to be purchased, and
 - (ii) an amount equal to the higher of the price of the last independent trade of an ordinary share and the highest current independent bid for an ordinary share as derived from the London Stock Exchange Daily Official List;
 - (d) this authority shall expire on the earlier of the close of the next AGM of the Company and the date which is 15 months after the date of the resolution; and
 - (e) a contract to purchase shares under this authority may be made prior to the expiry of this authority, and concluded in whole or in part after the expiry of this authority.
10. That the Articles of Association produced to the meeting and initialled by the Chairman of the Meeting for the purpose of identification be adopted as the new Articles of Association of the Company in substitution for, and to the exclusion of, the existing Articles of Association.

Recommendation

The directors of the Company (the "Directors" or the "Board") consider that all the resolutions to be put to the Annual General Meeting are in the best interests of the Company and its shareholders as a whole. The Directors unanimously recommend shareholders to vote in favour of the resolutions as they intend to do in respect of their own shareholdings.

By order of the Board

Ravindra Dabir
Company Secretary
24 April 2010

Registered office:
Lamprell plc
15-19 Athol Street, Douglas,
Isle of Man, IM1 1LB

Notes

Resolutions decided on a show of hands

1. All resolutions at the meeting will be decided on a show of hands unless a poll is being demanded. A poll may be demanded by the Chairman of the meeting, by at least five members present in person or by proxy having the right to vote at the meeting, a member or members present in person or by proxy representing not less than one-tenth of the voting rights of all members having the right to vote at the meeting, or a member or members present in person or by proxy holding shares conferring a right to vote at the meeting being shares on which an aggregate sum has been paid up equal to not less than one-tenth of the total sum paid up on all shares conferring that right.

Documents enclosed

2. This notice of meeting is being sent to all members (shareholders). You will find a proxy form enclosed with this notice.

Entitlement to attend and vote

3. The Company specifies that only those members entered in the register of members of the Company at 12:00 noon (UK time) on 5 June 2010, or, if this meeting is adjourned, in the register of members 48 hours before the time of any adjourned meeting, shall be entitled to attend and vote at the meeting in respect of the number of ordinary shares registered in their name at that time. Changes to the entries in the register of members after 12:00 noon (UK time) on 5 June 2010 or, if this meeting is adjourned, in the register of members 48 hours before the time of any adjourned meeting, shall be disregarded in determining the rights of any person to attend or vote at the meeting.

Proxies

- Registered members (shareholders) who are unable to attend the meeting may appoint one or more proxies (who need not be a member of the Company) by completing the proxy form enclosed in this pack and returning it to the Company's registered office, 15-19 Athol Street, Isle of Man, IM1 1LB, not later than 12:00 noon (UK time) on 5 June 2010.

IMPORTANT: In any case your proxy form must be received by the Company no later than 12:00 noon (UK time) on 5 June 2010.

Further details for the appointment of proxies are given in the notes to the proxy form enclosed with this pack.

Directors' remuneration report 2009 – (Resolution 2)

- It is recommended that quoted companies put the directors' remuneration report to a vote of shareholders. Subject to certain parameters on remuneration as set out in the Company's Articles of Association, the vote is advisory and the directors' entitlement to remuneration is not conditional on the resolution being passed. The full directors' remuneration report is set out in the Annual Report and Accounts for 2009, and a copy of which is available on the Company's website at www.lamprell.com.

Declaration of final dividend – (Resolution 3)

- Subject to the declaration of the final dividend at the meeting, the dividend will be paid on 16 June 2010 to shareholders on the register at the close of business on 14 May 2010. The dividend will be paid in Pounds Sterling (at 2.55 pence per ordinary share) unless shareholders have notified the Company (on the basis described in the Company's Articles of Association) that they wish to receive the dividend in US Dollars.

Re-appointment of directors retiring by rotation – (Resolution 4)

- Resolution 4 proposes the re-appointment of Richard Raynaut who is retiring in accordance with the Company's Articles of Association and has offered himself for re-appointment. Under the Company's Articles of Association, one third or the number nearest to one third of the directors are required to retire by rotation at each AGM. Those who retire must include any director who at the start of the AGM has been in office for three years or more since his last appointment. Under this formula, two directors are required to retire at this year's AGM, namely: Richard Raynaut and Peter Whitbread.

Richard Raynaut was re-appointed as a director of the Company at the Annual General Meeting of the Company held on 11 June 2007, he retires at the end of this meeting and resolution 4 proposes his re-appointment as required by the Company's Articles of Association. Richard Raynaut's biographical details are set out on page 33 of the Annual Report and Accounts 2009.

The Board considers that, as evidenced by his biographical details, Richard Raynaut brings to the Board a high level of experience, skills and knowledge necessary to constitute an efficient Board.

In relation to the re-election of Richard Raynaut as non-executive director, the Chairman of the Company, Jonathan Silver, confirms that, following formal performance evaluation, his performance continues to be effective and he continues to demonstrate commitment to his role as non-executive director, including commitment of the necessary time for Board and Committee meetings and other duties.

The re-appointment of Richard Raynaut shall take effect at the conclusion of the AGM.

Peter Whitbread retires at the end of this AGM and has decided to retire from the Company at that time and not offer himself for re-appointment.

Re-appointment of auditors – (Resolution 5)

- The auditors of the Company must be re-appointed at each general meeting at which accounts are laid. Resolution 5 proposes the re-appointment of the Company's existing auditors, PricewaterhouseCoopers, Isle of Man, until the conclusion of the next general meeting of the Company at which accounts are laid.

Auditors' remuneration – (Resolution 6)

- Resolution 6 gives authority to the directors to determine the auditors' remuneration.

Further explanatory notes of the resolutions relating to special business:

Authority to allot shares – (Resolution 7)

- Resolution 7 will, if passed, authorise the directors to allot the Company's unissued shares up to a maximum nominal amount of £3,000,000. This amount represents approximately 30 per cent. of the Company's current issued ordinary share capital (excluding treasury shares). This authority will expire on the earlier of the conclusion of the annual general meeting of the Company next year and the date which is 15 months after the date of resolution 7. Pursuant to revised guidelines issued by the Association of British Insurers, the amount of the equity securities which can be allotted has been increased to the lesser of (i) the authorised unissued ordinary share capital; and (ii) two-thirds of the Company's issued ordinary share capital. However, the Board considers it adequate merely to seek authority for allotments of a lesser proportion of the Company's issued ordinary share capital as the Board has no present intention to exercise this authority.

As at the date of the AGM Notice the Company does not hold any treasury shares (as defined under the UK Companies Act 2006).

Disapplication of pre-emption rights – (Resolution 8)

11. Resolution 8, which will be proposed as a special resolution, will, if passed, provide the directors with the authority to issue equity securities of the Company for cash to persons other than existing shareholders. Other than in connection with existing exemptions contained in the Company's Articles of Association or in connection with a rights, scrip dividend, or other similar issue, the authority contained in this resolution will be limited to an aggregate nominal value of £500,000 which represents approximately 5 per cent. of the current issued ordinary share capital of the Company (including treasury shares). This authority will expire at the earlier of the conclusion of the annual general meeting of the Company next year and the date which is 15 months after the date of resolution 8. The directors have no present intention of exercising this authority.

Authority to purchase own shares – (Resolution 9)

12. This resolution, which will be proposed as a special resolution will, if passed, give the Company authority to buy back its own ordinary shares in the market as permitted by the Companies Acts 1931-2004. The authority limits the number of ordinary shares that could be purchased to a maximum of 20,000,000 representing 10 per cent. of the issued share capital of the Company as at 24 April 2010 and sets minimum and maximum prices.

The directors have no present intention of exercising the authority to purchase the Company's ordinary shares but will keep the matter under review, taking into account the cash reserves of the Company, the Company's share price or other investment opportunities.

Any purchases of ordinary shares would be by means of market purchases through the Main Market of the London Stock Exchange.

The authority will only be valid until the conclusion of the next annual general meeting or 15 months after the date of resolution 9, whichever is earlier.

Authority for adopting new Articles of Association – (Resolution 10)

13. It is proposed in special resolution 10 to adopt new articles of association (the "New Articles") in order to update the Company's current articles of association (the "Current Articles"). With the exception of the proposed amendment to Article 137.2, the principle changes to the New Articles proposed to be adopted at the 2010 Annual General Meeting relate to:

- (a) the automatic application of the Takeover Code since the Company listed its shares on the London Stock Exchange Main List on 6 November 2008; and
- (b) updating certain provisions to conform with best practice of companies the shares of which are listed on the London Stock Exchange Main List.

The principal changes introduced in the New Articles are summarised in further detail below. Other changes, which are of a minor, technical or clarifying nature have not been noted.

14. The New Articles and a copy of the Current Articles marked to show the changes being proposed will be available for inspection at the offices of Clyde & Co LLP at 51 Eastcheap, London, EC3M 1JP and at the Company's registered office at 15-19 Athol Street, Douglas, Isle of Man, IM1 1LB from the date of this document until the close of the Annual General Meeting, and at Clyde & Co LLP, Suite 102, City Tower 2, Sheikh Zayed Road, Dubai, United Arab Emirates for at least 15 minutes before the Annual General Meeting and during the Annual General Meeting.

15. Explanatory notes of principal changes to the Company's Articles of Association:

- Notice of general meetings (Article 51)

Under the Current Articles, the Company could call an extraordinary general meeting on 14 clear days' notice. This provision has been removed in the New Articles so that the Company is required to give 21 clear days' notice for both annual general meetings and extraordinary general meetings.

- Adjournments for lack of quorum (Article 56)

The Current Articles are proposed to be amended so that general meetings adjourned for lack of quorum must be held at least 10 clear days' after the original meeting.

- Casting Vote (Article 69)

Article 69 is proposed to be removed as a result of which it will no longer be permitted for the Chairman of an annual general meeting or an extraordinary general meeting to have a casting vote in the event of an equality of votes.

- Deposit of proxy (Article 73)

Article 73 is proposed to be amended so that in calculating the time period for depositing a proxy, the 48 hour period must exclude any part of a day that is not a working day.

- The following articles have been removed as they are redundant now that the Company trades its shares on the London Stock Exchange Main List:

- Appointment of Directors by Lamprell Holdings (Article 93)
- Management of the Company (Article 106)
- Takeover Provisions (Article 170)
- Significant Shareholder Notifications (Article 171)

- Dividend Currencies (Article 137.2)

Article 137.2 is proposed to be removed as a result of which the shareholders will no longer have the right to elect to receive dividend payments in US Dollars. This Article raised practical concerns for the Board as it required the shareholders to make such election in respect of their shareholdings at least 30 days in advance of a dividend date as well as creating an exchange risk for the Company.