

**THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION. If you are in any doubt about the contents of this document or as to what action you should take, you are recommended to seek your own personal financial advice from your stockbroker, bank manager, solicitor, accountant or other independent financial adviser authorised under the Financial Services and Markets Act 2000, as amended.**

If you sell or have sold or otherwise transferred all of your Ordinary Shares in mirada Plc you should deliver this document but not the enclosed Form of Proxy as soon as possible to the purchaser or transferee or to the stockbroker, bank or other agent through whom the sale or transfer was effected for onward transmission to the purchaser or transferee.

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## **MIRADA PLC**

*(Incorporated in England and Wales under the Companies Act 1985 with registered number 03609752)*

### **Proposed amendments to the articles of association and memorandum of association of the Company**

#### **Proposed Capital Reorganisation**

#### **Proposed Capital Cancellation**

#### **Notice of General Meeting**

#### **Notice of Extraordinary General Meeting of A Deferred Shareholders**

**and**

#### **Notice of Extraordinary General Meeting of Deferred Shareholders**

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A letter from the Chief Executive Officer of mirada Plc is set out in Part I of this document. This document does not constitute an offer of securities and accordingly is not a prospectus, neither does it constitute an admission document drawn up in accordance with the AIM Rules. Seymour Pierce Limited, which is authorised and regulated in the United Kingdom by the Financial Service Authority, is acting as nominated adviser for mirada Plc and for no one else in connection with the proposals described in this document.

Notice of a General Meeting of mirada Plc to be held at the offices of Bishopsgate Communications Ltd at 3rd Floor, 3 London Wall Buildings, London Wall, London EC2M 5SY on 12 January 2011 at 12.05 p.m. is set out at the end of this document. Whether or not you intend to be present at the GM you are urged to complete and return the enclosed Form of Proxy in accordance with the instructions printed thereon so as to arrive as soon as possible and in any event not later than 12.05 p.m. on 10 January 2011 (or 48 hours before any adjournment of the GM).

Notice of an Extraordinary General Meeting of the holders of A Deferred Shares to be held at the offices of Bishopsgate Communications Ltd at 3rd Floor, 3 London Wall Buildings, London Wall, London EC2M 5SY on 12 January 2011 at 12.10 p.m. (or as soon thereafter as the GM convened for 12.05 p.m. on the same day and at the same place shall have been concluded) is set out at the end of this document. Whether or not you intend to be present at the A Deferred Shareholders EGM you are urged to complete and return the enclosed A Deferred Shareholders Form of Proxy in accordance with the instructions printed thereon so as to arrive as soon as possible and in any event not later than 12.10 p.m. on 10 January 2011 (or 48 hours before any adjournment of the A Deferred Shareholders EGM).

Notice of an Extraordinary General Meeting of the holders of Deferred Shares to be held at the offices of Bishopsgate Communications Ltd at 3rd Floor, 3 London Wall Buildings, London Wall, London EC2M 5SY on 12 January 2011 at 12.15 p.m. (or as soon thereafter as the A Deferred Shareholders EGM convened for 12.10 p.m. on the same day and at the same place shall have been concluded) is set out at the end of this document. Whether or not you intend to be present at the Deferred Shareholders EGM you are urged to complete and return the enclosed Deferred Shareholders Form of Proxy in accordance with the instructions printed thereon so as to arrive as soon as possible and in any event not later than 12.15 p.m. on 10 January 2011 (or 48 hours before any adjournment of the Deferred Shareholders EGM).

## DEFINITIONS

"Act"	the Companies Act 2006;
"A Deferred Shareholders Form of Proxy"	the form of proxy for use by A Deferred Shareholders in connection with the A Deferred Shareholders EGM;
"A Deferred Shareholders"	the holders of A Deferred Shares;
"A Deferred Shareholders EGM"	the extraordinary general meeting of A Deferred Shareholders convened for 12.10 p.m. on 12 January 2011 (or as soon thereafter as the GM shall have been concluded) or any reconvened meeting following any adjournment thereof, notice of which is set out at the end of this document;
"A Deferred Shares"	deferred shares of 0.1p each in the capital of the Company in issue at the date of this document;
"AIM"	the AIM market of the London Stock Exchange plc;
"AIM Rules"	the rules applicable to companies whose securities are traded on AIM published by the London Stock Exchange plc;
"Articles"	the articles of association of the Company;
"B Deferred Shares"	deferred shares of 1p each in the capital of the Company arising from the completion of the Capital Reorganisation;
"Capital Cancellation"	the cancellation of the 8,210,178,477 issued A Deferred Shares and the cancellation of the 690,822,639 issued Deferred Shares together with the cancellation of the 1,960,743,015 B Deferred Shares which are to be created as a result of the Capital Reorganisation;
"Capital Reorganisation"	the capital reorganisation of the Company as detailed in paragraph 2 of Part I of this document pursuant to which the issued and unissued Ordinary Shares will be subdivided into the New Ordinary Shares and the B Deferred Shares;
"CREST"	the relevant system (as defined in the Regulations) in respect of which Euroclear UK & Ireland Limited is the Operator (as defined in the Regulations);
"Company"	mirada Plc;
"Deferred Shareholders Form of Proxy"	the form of proxy for use by Deferred Shareholders in connection with the Deferred Shareholders EGM;
"Deferred Shareholders"	the holders of Deferred Shares;
"Deferred Shareholders EGM"	the extraordinary general meeting of Deferred Shareholders convened for 12.15 p.m. on 12 January 2011 (or as soon thereafter as the A Deferred Shareholders EGM shall have been concluded), notice of which is set out at the end of this document;
"Deferred Shares"	deferred shares of 1p each in the capital of the Company in issue at the date of this document;
"Form of Proxy"	the form of proxy for use by Shareholders in connection with the GM;
"GM" or "General Meeting"	the general meeting of the Company convened for 12.05 p.m. on 12 January 2011, or any reconvened meeting following any adjournment thereof, notice of which is set out in the Notice of GM;

"New Ordinary Shares"	ordinary shares of 1p each in the capital of the Company arising from the completion of the Capital Reorganisation;
"Notice of GM"	the notice of the GM which is set out at the end of this document;
"Notice of A Deferred Shareholders EGM"	the notice of the A Deferred Shareholders EGM set out at the end of this document;
"Notice of Deferred Shareholders EGM"	the notice of the Deferred Shareholders EGM set out at the end of this document;
"Options"	options over Ordinary Shares;
"Ordinary Shares"	ordinary shares of £1 each in the capital of the Company;
"Regulations"	The Uncertified Securities Regulations 2001 (SI 2001 No. 3755);
"Resolutions"	the ordinary and special resolutions which are set out in the Notice of GM;
"Shareholders"	holders of Ordinary Shares;
"Warrants"	warrants to subscribe Ordinary Shares.

## **PART I**

### **Letter from the Chief Executive Officer**

#### **MIRADA PLC**

*(Incorporated in England and Wales under the Companies Act 1985 with registered number 03609752)*

*Directors:*

José Luis Vazquez - Chief Executive Officer  
Rafael Martín Sanz - Non Executive Director  
Javier Casanveua - Non Executive Director  
Francisco Javier Herrero - Non Executive Director  
Carlos Vizcayno - Non Executive Director  
Francis Coles - Non Executive Director  
Richard Alden - Non Executive Director

*Registered Office:*

Bentima House  
Lower Ground Floor  
168-172 Old Street  
London EC1V 9BP

8 December 2010

*To Shareholders, A Deferred Shareholders and Deferred Shareholders and, for information purposes only, to the holders of Options and Warrants*

Dear Shareholder,

#### **Proposed amendments to the articles of association and memorandum of association of the Company**

##### **Proposed Capital Reorganisation**

##### **Proposed Capital Cancellation**

##### **Notice of General Meeting**

##### **Notice of Extraordinary General Meeting of A Deferred Shareholders**

**and**

##### **Notice of Extraordinary General Meeting of Deferred Shareholders**

#### **1. GENERAL MEETING**

By way of Notice of GM, your Board is seeking authority to undertake the Capital Reorganisation and Capital Cancellation in order to strengthen the Company's balance sheet, to remove the statement of the authorised share capital of the Company as contained in both the Articles and the Company's memorandum of association and for certain consequential amendments to be made to the Articles. The purpose of this letter is to outline the reasons for seeking such authority and to explain why the Board considers the Resolutions to be in the best interests of the Company and Shareholders as a whole and why it recommends that you vote in favour of the Resolutions at the GM.

Currently, the nominal value of the Company's Ordinary Shares is more than their market value. If the Capital Reorganisation is approved at the GM, this will have the effect of reducing the nominal ordinary share capital of the Company to 1p per New Ordinary Share thereby bringing the nominal value of the New Ordinary Shares below their current market value. In order to maintain the same number of fully participating Ordinary Shares after the Capital Reorganisation as there were before such reorganisation, each Ordinary Share will be subdivided into one New Ordinary Share (fully participating) and ninety-nine B Deferred Shares (with limited rights). It is proposed as part of the Capital Cancellation that the B Deferred Shares be cancelled following their issue. Further details of the Capital Reorganisation are set out at paragraph 2 below. Accordingly, set out at the end of this document is the Notice of GM convening the GM to be held at the offices of Bishopsgate Communications Ltd at 3rd Floor, 3 London Wall Buildings, London Wall, London EC2M 5SY at 12.05 p.m. on 12 January 2011.

In addition the Company, in undertaking the Capital Cancellation, is also seeking authority of Shareholders to cancel the issued A Deferred Shares and both the issued and unissued Deferred Shares. The Company is therefore convening both the A Deferred Shareholders EGM and the Deferred Shareholders EGM for the purposes of seeking the approval of both the A Deferred Shareholders and the Deferred Shareholders respectively for the cancellation of both the A Deferred Shares and the Deferred Shares.

Accordingly, set out at the end of this document is the Notice of A Deferred Shareholders EGM convening the A Deferred Shareholders EGM to be held at the offices of Bishopsgate Communications Ltd at 3rd Floor, 3 London Wall Buildings, London Wall, London EC2M 5SY at 12.10 p.m. on 12 January 2011 (or as soon thereafter as the GM convened for 12.05 p.m. on the same day and at the same place shall have been concluded) and the Notice of Deferred Shareholders EGM convening the Deferred Shareholders EGM to be held at the offices of Bishopsgate Communications Ltd at 3rd Floor, 3 London Wall Buildings, London Wall, London EC2M 5SY at 12.15 p.m. on 12 January 2011 (or as soon thereafter as the A Deferred Shareholders EGM shall have been concluded).

## **2. CAPITAL REORGANISATION**

Your Board is proposing to undertake a reorganisation of the capital structure of the Company. Currently the Company has one class of ordinary shares, the Ordinary Shares, and two existing classes of deferred shares (each with limited rights) being the A Deferred Shares and the Deferred Shares. The number of Ordinary Shares currently in issue is 19,805,405.

It is proposed that each issued Ordinary Share be subdivided into one New Ordinary Share and ninety-nine B Deferred Shares. The B Deferred Shares will have no rights to vote, only limited rights to participate in dividends and only limited deferred rights on any return of capital (whether on a liquidation or otherwise). The rights of the B Deferred Shares are set out in full in Resolution 2 of the Notice of GM. It is proposed, as part of the Capital Cancellation, that the 1,960,743,015 B Deferred Shares arising on the Capital Reorganisation be cancelled. Further details as regards the Capital Cancellation are set out below.

The rights attaching to the New Ordinary Shares will be identical in all respects to those of the Ordinary Shares.

All Warrants and Options which have been granted and issued by the Company will be adjusted in the same manner as the Ordinary Shares.

The effect of the Capital Reorganisation will mean that the New Ordinary Shares will have a nominal value of 1p each and the total number of New Ordinary Shares held by Shareholders will be 19,805,405. The total number of B Deferred Shares created by the Capital Reorganisation will be 1,960,743,015. No application will be made for the B Deferred Shares to be admitted to AIM or on any other recognised investment exchange, no certificates in respect of the B Deferred Shares will be sent to Shareholders and the B Deferred Shares will be cancelled as part of the Capital Cancellation.

Authority for the Capital Reorganisation will be sought by the proposal of Resolution 1 at the GM.

Existing share certificates for Ordinary Shares will remain valid following the Capital Reorganisation.

## **3. CAPITAL CANCELLATION**

As at 31 March 2010, the Company had an accumulated deficit on its audited profit and loss account of £33,809,000 and accordingly was, and currently remains, unable to pay dividends. The deficit on the profit and loss account also prevents the Company from being able to purchase its own shares. If no action is taken, the Company will only be in a position to pay dividends or to purchase its own shares after the deficit on its profit and loss account has been eliminated by profits in excess of the deficit.

The Act allows a company to reduce its share capital unless it is prohibited from doing so by its articles. The Company is not restricted from reducing its share capital by the Articles. A company, having obtained the approval of its shareholders to a reduction of its share capital by the passing of a special resolution at a general meeting, would then be able to effect such reduction once it has been confirmed by the High

Court and registered at Companies House. Accordingly, subject to the approval of the Shareholders at the GM and the approval of the High Court, it is intended to implement the Capital Cancellation.

The Capital Cancellation will comprise:

- (a) the cancellation of the 8,210,178,477 A Deferred Shares, which will result in a reduction of capital of £8,210,178.47;
- (b) the cancellation of the 690,822,639 Deferred Shares, which will result in a reduction of capital of £6,908,226.39; and
- (c) the cancellation of the 1,960,743,015 B Deferred Shares which will have been created as a result of the Capital Reorganisation, which will result in a reduction of capital of £19,607,430.15,

which will result in the creation of a new reserve of £34,725,835.01 against which the Company expects to then credit its profit and loss account, subject to any undertakings given to the High Court for the purpose of protecting the Company's creditors at the date of the Capital Cancellation.

Prior to approving the proposed Capital Cancellation, the High Court will need to be satisfied that the interests of the Company's creditors are not adversely affected. The Company will put into place such form of creditor protection as the High Court shall require. Authority for the Capital Cancellation will be sought by the proposal of Resolutions 4 to 7 at the GM. The Directors reserve the right to abandon or to discontinue any application to the High Court if they believe that the terms required to obtain confirmation are unsatisfactory to the Company. Once the Capital Cancellation has been completed and any undertakings given to the High Court have also been satisfied, the Company, once it has an accumulated surplus on its profit and loss account, would then be in a position to pay dividends thereafter.

The Capital Cancellation does not affect the voting or dividend rights of Shareholders.

The Company also wishes to cancel the unissued deferred shares of 1p each in the capital of the Company. The Directors will propose Resolution 7 at the GM, which is an ordinary resolution, to cancel the 209,177,361 unissued deferred shares of 1p each in the capital of the Company.

#### **4. AUTHORISED SHARE CAPITAL**

Resolution 2, to be proposed at the General Meeting, which will be proposed as a special resolution, will be to amend the Articles to remove the statement of the authorised share capital of the Company and any related references thereto within the Articles. The Act abolishes the requirement for a company to have an authorised share capital and these amendments will reflect this. The Directors will still be limited as to the number of shares they can at any time issue because allotment authority continues to be required under the Act, save in respect of employee share schemes. Resolution 3, to be proposed at the General Meeting, which will be proposed as an ordinary resolution, will be to amend the Company's memorandum of association, being deemed to form part of the Articles, to delete the statement of the authorised share capital of the Company contained in paragraph 6 thereof.

#### **5. ACTION TO BE TAKEN BY SHAREHOLDERS, A DEFERRED SHAREHOLDERS AND DEFERRED SHAREHOLDERS**

Shareholders will find enclosed with this document the Form of Proxy for use at the GM. The Form of Proxy should be completed and returned in accordance with the instructions printed thereon so as to arrive at the Company's Registrars at PXS, 34 Beckenham Road, Beckenham, Kent BR3 4TU as soon as possible and in any event not later than 12.05 p.m. on 10 January 2011. Completion and return of the Form of Proxy will not prevent Shareholders from attending and voting at the GM should they so wish.

A Deferred Shareholders will find enclosed with this document the A Deferred Shareholders Form of Proxy for use at the A Deferred Shareholders EGM. The A Deferred Shareholders Form of Proxy should be completed and returned in accordance with the instructions printed thereon so as to arrive at the Company's Registrars at PXS, 34 Beckenham Road, Beckenham, Kent BR3 4TU as soon as possible and in any event not later than 12.10 p.m. on 10 January 2011. Completion and return of the A Deferred

Shareholders Form of Proxy will not prevent A Deferred Shareholders from attending and voting at the A Deferred Shareholders EGM should they so wish.

Deferred Shareholders will find enclosed with this document the Deferred Shareholders Form of Proxy for use at the Deferred Shareholders EGM. The Deferred Shareholders Form of Proxy should be completed and returned in accordance with the instructions printed thereon so as to arrive at the Company's Registrars at PXS, 34 Beckenham Road, Beckenham, Kent BR3 4TU as soon as possible and in any event not later than 12.15 p.m. on 10 January 2011. Completion and return of the Deferred Shareholders Form of Proxy will not prevent Deferred Shareholders from attending and voting at the Deferred Shareholders EGM should they so wish.

## 6. **RECOMMENDATION**

The Directors of the Company believe that the proposals set out in this document are in the best interests of the Company and Shareholders and recommend you to vote in favour of the resolutions as they intend to do in respect of their aggregate holding of 5,979,501 Ordinary Shares representing approximately 30 per cent of the current issued ordinary share capital of the Company.

Yours faithfully

José Luis Vasquez  
Chief Executive Officer

# Notice of General Meeting

## mirada plc

*(Incorporated in England and Wales under the Companies Act 1985 with registered number 03609752)*

NOTICE IS HEREBY GIVEN that a general meeting of the Company will be held on 12 January 2011 at 12.05 p.m. at the offices of Bishopsgate Communications Ltd at 3rd Floor, 3 London Wall Buildings, London Wall, London EC2M 5SY for the purpose of considering and, if thought fit, passing the following resolutions, which will be proposed as an ordinary resolution as to Resolutions 1, 3 and 7 and special resolutions as to Resolutions 2 and 4 to 6:

### ORDINARY RESOLUTION

1. THAT each issued and unissued ordinary share of £1 each in the capital of the Company registered in the name of a shareholder at 5.00 p.m. on 10 January 2011 (or such other time and/or date as the directors of the Company may determine) shall be subdivided into one new ordinary share of 1p in the capital of the Company and ninety-nine B deferred shares of 1p each in the capital of the Company (having the rights and being subject to the restrictions set out in Resolution 2 below).

### SPECIAL RESOLUTION

2. THAT, subject to the passing of Resolution 1 above, the Articles (as defined in the circular of the Company dated 8 December 2010 of which this notice of general meeting formed part ("the Circular")) be and are hereby amended as follows:

2.1 by deleting the heading "AUTHORISED SHARE CAPITAL" at Article 4, and replacing it with "B DEFERRED SHARES";

2.2 by deleting Article 4.1 in its entirety;

2.3 by the addition of new Article 4.3 as follows:

"4.3 The B Deferred Shares shall have and enjoy the following rights and be subject to the following restrictions:

4.3.1 As regards income:

The B Deferred Shares shall confer upon the holders thereof as a class the right to receive 0.1p for each £999,999 of such dividends and other distributions as shall be resolved to be distributed out of the profits of the Company available for distribution the same to be distributed amongst the holders of the B Deferred Shares in proportion to the amounts paid up or credited as paid up thereon.

4.3.2 As regards capital:

In the event of the winding up of the Company or other return of capital of the B Deferred Shares shall confer upon the holders thereof as a class the right to receive 0.1p for each £999,999 of the assets of the Company available for distribution amongst the members the same to be distributed amongst the holders of the B Deferred Shares in proportion to the amounts paid up or credited as paid up thereon.

4.3.3 As regards voting:

The B Deferred Shares shall not at any time confer on the holders thereof any right to attend or vote at any General Meeting of the Company or to receive notices thereof."

- 2.4 by deleting the words “unissued shares at the date of adoption of these Articles and” on lines two and three of Article 5;
- 2.5 by deleting Article 11.1 in its entirety;
- 2.6 by deleting the words “unissued or” on line six of Article 11.4;
- 2.7 by deleting the words “provided that the necessary unissued shares are available” on line one of Article 12.1.2;
- 2.8 by deleting the word “issued” on line eight of Article 15;
- 2.9 by deleting the two occurrences of the word “issued” that appear on line one of Article 18.2;
- 2.10 by deleting the words “unissued shares and” on line three of Article 142.1;
- 2.11 by deleting the word “unissued” on line thirteen of Article 142.1.8 and replacing it with the word “new”;
- 2.12 by deleting the word “unissued” on line four of Article 142.1.10;
- 2.13 by deleting the word “unissued” on line seven of Article 144.2 and replacing it with the word “new”;
- 2.14 by deleting the word “unissued” on line four of Article 144.2.1 and replacing it with the word “new”.

#### **ORDINARY RESOLUTION**

3. THAT, subject to the passing of Resolutions 1 and 2 above, the Company’s memorandum of association, being deemed to form part of the Articles, be amended by deleting paragraph 6 and all corresponding footnotes.

#### **SPECIAL RESOLUTIONS**

4. THAT, subject to the passing of Resolutions 1 to 3 above, all of the issued A deferred shares of 0.1p each in the capital of the Company be and are hereby cancelled.
5. THAT, subject to the passing of Resolutions 1 to 4 above, all of the issued deferred shares of 1p each in the capital of the Company be and are hereby cancelled.
6. THAT, subject to the passing of Resolutions 1 to 5 above, all of the issued B deferred shares of 1p each in the capital of the Company be and are hereby cancelled.

#### **ORDINARY RESOLUTION**

7. THAT the 209,177,361 unissued deferred shares of 1p each in the capital of the Company be and are hereby cancelled and extinguished.

*Registered office:*  
Bentima House  
Lower Ground Floor  
168-172 Old Street  
London EC1V 9BP

*By order of the Board*  
Graham Duncan  
Company Secretary

Dated: 8 December 2010

Notes:

1. **A Shareholder entitled to attend and vote at the above meeting is entitled to appoint a proxy or proxies to attend speak and vote, instead of him. A proxy need not be a Shareholder.**
2. A Form of Proxy is enclosed for your use if desired. The instrument appointing a proxy must reach the Company's Registrars, Capita Registrars Limited not less than 48 hours before the time of holding of the GM.
3. Pursuant to Regulation 41 of the Uncertificated Securities Regulations 2001, the Company specifies that only those Shareholders of the Company on the register at 6.00 p.m. on 10 January 2011 shall be entitled to attend or vote at the GM in respect of the number of Ordinary Shares registered in their name at the time. Changes to the register of members after that time will be disregarded in determining the rights of any person to attend or vote at the meeting.
4. 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 in the Company's register of members in respect of the joint holding (the first-named being the most senior).
5. You may appoint more than one proxy provided each proxy is appointed to exercise rights attached to different shares. You may not appoint more than one proxy to exercise rights attached to any one share. To appoint more than one proxy, you should contact Capita Registrars Limited.
6. In the case of a member which is a company, the proxy form must be executed under its common seal or signed on its behalf by an officer of the company or an attorney for the Company. Any power of attorney or any other authority under which the proxy form is signed (or a duly certified copy of such power or authority) must be included with the Form of Proxy.
7. Except as provided above, members who have general queries about the meeting should telephone Capita Registrars Limited on 0871 664 0300 from within the UK or on + 44 20 8639 3399 if calling from outside the UK. Calls to the 0871 664 0300 number cost 10 pence per minute from a BT landline. Other network providers' costs may vary. Lines are open 9.00 am to 5.00 pm (London time) Monday to Friday (except UK public holidays). Calls to the helpline from outside the UK will be charged at the applicable international rate. Different charges may apply to calls from mobile telephones and calls may be recorded and randomly monitored for security and training purposes. The helpline cannot provide advice on the merits of the reorganisation nor give any financial, legal or tax advice (no other methods of communication will be accepted). You may not use any electronic address provided either in this notice of general meeting; or any related documents (including the proxy form), to communicate with the Company for any purposes other than those expressly stated.

**NOTICE OF EXTRAORDINARY GENERAL MEETING OF THE HOLDERS OF A DEFERRED SHARES  
OF 0.1 PENCE EACH IN THE CAPITAL OF MIRADA PLC**

**MIRADA PLC**

*(Incorporated in England and Wales under the Companies Act 1985 with registered number 03609752)*

NOTICE IS HEREBY GIVEN that an extraordinary general meeting of the holders of A deferred shares of 0.1 pence each in the capital of mirada Plc (“the Company”) will be held on 12 January 2011 at 12.10 p.m. (or so soon thereafter as the General Meeting of the Company convened for that place at 12.05 p.m. on the same date has concluded) at the offices of Bishopsgate Communications Ltd at 3rd Floor, 3 London Wall Buildings, London Wall, London EC2M 5SY for the purpose of considering and, if thought fit, passing the following resolution, which will be proposed as an extraordinary resolution:

**EXTRAORDINARY RESOLUTION**

THAT the holders of the A deferred shares of 0.1 pence each in the capital of the Company approve the cancellation and extinguishment of the A deferred shares of 0.1 pence each in the capital of the Company and consent to any variation, modification or abrogation of the rights attaching to those shares therein involved.

*Registered office*  
Bentima House  
Lower Ground Floor  
168-172 Old Street  
London EC1V 9BP

*By order of the Board*  
Graham Duncan  
Company Secretary

Dated: 8 December 2010

Notes:

- An A Deferred Shareholder entitled to attend and vote at the above meeting is entitled to appoint a proxy or proxies to attend speak and vote, instead of him. A proxy need not be an A Deferred Shareholder.**
- An A Deferred Shareholders Form of Proxy is enclosed for your use if desired. The instrument appointing a proxy must reach the Company’s Registrars, Capita Registrars Limited not less than 48 hours before the time of holding of the A Deferred Shareholders EGM.
- Pursuant to Regulation 41 of the Uncertificated Securities Regulations 2001, the Company specifies that only those A Deferred Shareholders of the Company on the register at 6.00 p.m. on 10 January 2011 shall be entitled to attend or vote at the A Deferred Shareholders EGM in respect of the number of A Deferred Shares registered in their name at the time. Changes to the register of members after that time will be disregarded in determining the rights of any person to attend or vote at the meeting.
- 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 in the Company’s register of members in respect of the joint holding (the first-named being the most senior).
- You may appoint more than one proxy provided each proxy is appointed to exercise rights attached to different shares. You may not appoint more than one proxy to exercise rights attached to any one share. To appoint more than one proxy, you should contact Capita Registrars Limited.
- In the case of a member which is a company, the proxy form must be executed under its common seal or signed on its behalf by an officer of the company or an attorney for the Company. Any power of attorney or any other authority under which the proxy form is signed (or a duly certified copy of such power or authority) must be included with the A Deferred Shareholders Form of Proxy.
- Except as provided above, members who have general queries about the meeting should telephone Capita Registrars Limited on 0871 664 0300 from within the UK or on + 44 20 8639 3399 if calling from outside the UK. Calls to the 0871 664 0300 number cost 10 pence per minute from a BT landline. Other network providers’ costs may vary. Lines are open 9.00 am to 5.00 pm (London time) Monday to Friday (except UK public holidays). Calls to the helpline from outside the UK will be charged at the applicable international rate. Different charges may apply to calls from mobile telephones and calls may be recorded and randomly monitored for security and training purposes. The helpline cannot provide advice on the merits of the reorganisation nor give any financial, legal or tax advice (no other methods of communication will be accepted). You may not use any electronic address provided either in this notice of general meeting; or any related documents (including the proxy form), to communicate with the Company for any purposes other than those expressly stated.

**NOTICE OF EXTRAORDINARY GENERAL MEETING OF THE HOLDERS OF DEFERRED SHARES  
OF 1 PENCE EACH IN THE CAPITAL OF MIRADA PLC**

**MIRADA PLC**

*(Incorporated in England and Wales under the Companies Act 1985 with registered number 03609752)*

NOTICE IS HEREBY GIVEN that an extraordinary general meeting of the holders of deferred shares of 1 pence each in the capital of mirada Plc ("the Company") will be held on 12 January 2011 at 12.15 p.m. (or so soon thereafter as the A Deferred Shareholders General Meeting convened for that place at 12.10 p.m. on the same date has concluded) at the offices of Bishopsgate Communications Ltd at 3rd Floor, 3 London Wall Buildings, London Wall, London EC2M 5SY for the purpose of considering and, if thought fit, passing the following resolution, which will be proposed as an extraordinary resolution:

**EXTRAORDINARY RESOLUTION**

THAT the holders of the deferred shares of 1 pence each in the capital of the Company approve the cancellation and extinguishment of the deferred shares of 1 pence each in the capital of the Company and consent to any variation, modification or abrogation of the rights attaching to those shares therein involved.

*Registered office*  
Bentima House  
Lower Ground Floor  
168-172 Old Street  
London EC1V 9BP

*By order of the Board*  
Graham Duncan  
Company Secretary

Dated: 8 December 2010

Notes:

- A Deferred Shareholder entitled to attend and vote at the above meeting is entitled to appoint a proxy or proxies to attend speak and vote, instead of him. A proxy need not be a Deferred Shareholder.**
- A Deferred Shareholders Form of Proxy is enclosed for your use if desired. The instrument appointing a proxy must reach the Company's Registrars, Capita Registrars Limited not less than 48 hours before the time of holding of the Deferred Shareholders EGM.
- Pursuant to Regulation 41 of the Uncertificated Securities Regulations 2001, the Company specifies that only those Deferred Shareholders of the Company on the register at 6.00 p.m. on 10 January 2011 shall be entitled to attend or vote at the Deferred Shareholders EGM in respect of the number of Deferred Shares registered in their name at the time. Changes to the register of members after that time will be disregarded in determining the rights of any person to attend or vote at the meeting.
- 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 in the Company's register of members in respect of the joint holding (the first-named being the most senior).
- You may appoint more than one proxy provided each proxy is appointed to exercise rights attached to different shares. You may not appoint more than one proxy to exercise rights attached to any one share. To appoint more than one proxy, you should contact Capita Registrars Limited.
- In the case of a member which is a company, the proxy form must be executed under its common seal or signed on its behalf by an officer of the company or an attorney for the Company. Any power of attorney or any other authority under which the proxy form is signed (or a duly certified copy of such power or authority) must be included with the Deferred Shareholders Form of Proxy.
- Except as provided above, members who have general queries about the meeting should telephone Capita Registrars Limited on 0871 664 0300 from within the UK or on + 44 20 8639 3399 if calling from outside the UK. Calls to the 0871 664 0300 number cost 10 pence per minute from a BT landline. Other network providers' costs may vary. Lines are open 9.00 am to 5.00 pm (London time) Monday to Friday (except UK public holidays). Calls to the helpline from outside the UK will be charged at the applicable international rate. Different charges may apply to calls from mobile telephones and calls may be recorded and randomly monitored for security and training purposes. The helpline cannot provide advice on the merits of the reorganisation nor give any financial, legal or tax advice (no other methods of communication will be accepted). You may not use any electronic address provided either in this notice of general meeting; or any related documents (including the proxy form), to communicate with the Company for any purposes other than those expressly stated.

