

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION.

If you are in any doubt as to the terms or nature of the proposals or the action you should take, you are recommended to seek your own personal financial advice from your stockbroker, bank manager, solicitor, accountant or other professional adviser authorised under the Financial Services and Markets Act 2000.

IF YOU HAVE SOLD OR OTHERWISE TRANSFERRED all your Ordinary Shares in Eden Research PLC, please send this document, together with the accompanying form of proxy, as soon as possible to the purchaser or the transferee, or to the stockbroker, bank or other agent through whom the sale or transfer was effected, for transmission to the purchaser or transferee.



EDEN RESEARCH PLC

2009 ANNUAL GENERAL MEETING

ORDINARY AND SPECIAL BUSINESS

and

NOTICE OF MEETING

Notice of an Annual General Meeting of the Company to be held on 12 October 2009 at 12 noon at Four Pillars Hotel, Ducklington Lane, Witney, Oxon OX28 4TJ is set out at the end of this document. Please complete, sign and return the accompanying Form of Proxy in accordance with the instructions thereon as soon as possible and in any event so as to arrive at the Capita Registrars, The Registry, 34 Beckenham Road, Beckenham, Kent BR3 4TU by 12 pm on 10 October 2009

EDEN RESEARCH PLC

(Registered in England No 3071324)

Directors

Alex John Abrey
Kenneth Williams Brooks
Arthur Benjamin Norman Gill (Chairman)
Timothy Griffiths
Clive Newitt
Stephen Rothwell O'Brien

Registered Office

Manor Business Park
Finstock
Oxfordshire
OX7 3DG

14 September 2009

To all Shareholders

Dear Sir or Madam,

2009 ANNUAL GENERAL MEETING

This letter explains the business set out in the Notice convening the Company's Annual General Meeting for 12 October 2009 at 12 pm at Four Pillars Hotel, Ducklington Lane, Witney, Oxon OX28 4TJ which is contained on page 4 of this document.

Ordinary Business at the AGM

Resolution 1 – The Directors are required by law to present to the meeting the report of the Directors and the audited accounts of the Company for the year ended 31 December 2008.

Resolution 2 – The Company is required to appoint auditors at each general meeting at which audited accounts are presented. These resolutions propose the re-appointment of Baker Tilly UK Audit LLP, and follow standard practice in giving authority to the Directors to fix their remuneration.

Special Business at the AGM

Resolution 3 – Authority to allot shares

Resolution 3 gives the Directors authority to allot up to 43,686,726 Ordinary Shares in the Company, representing the balance of the unissued share capital of the Company.

Resolution 4 – Disapplication of pre-emption rights

Resolution 4 empowers the Directors to allot equity shares for cash, without first offering them to existing shareholders in proportion to their holdings, in connection with a rights issue or open offer. This is restricted to the issue of 43,686,726 shares up to a maximum nominal value of £436,867.26. This authority will expire at the conclusion of next year's Annual General Meeting.

Action to be Taken

Shareholders will find enclosed a Form of Proxy for use at the Annual General Meeting. Whether or not you intend to be present at the meeting, you are requested to complete and return the Form of Proxy in accordance with the instructions thereon so as to arrive as soon as possible at Capita Registrars at but in any event so that it is received not later than 12 pm on 10 October 2009. The completion and return of a Form of Proxy will not preclude you from attending and voting in person at the meeting, if you so wish.

Recommendation

Your Directors are of the opinion that the proposals set out in the Notice of Annual General Meeting are in the best interests of both the Company and its shareholders as a whole. Accordingly, they strongly recommend you to vote in favour of the resolutions.

Yours sincerely

Sir Ben Gill
Chairman

EDEN RESEARCH PLC

NOTICE OF THE ANNUAL GENERAL MEETING

Notice is hereby given that the 2009 Annual General Meeting of the Company will be held on 12 October 2009 at 12 pm at the Four Pillars Hotel, Ducklington Lane, Witney, Oxon OX28 4TJ for the following purposes:

Ordinary Business

Resolution 1: **Report and accounts**

Ordinary Resolution: To receive the report of the directors and the accounts for the year ended 31 December 2008

Resolution 2: **Reappointment of auditors**

Ordinary Resolution: To reappoint Baker Tilly UK Audit LLP as auditors from the conclusion of this meeting until the conclusion of the next general meeting before which accounts are laid and to authorise the directors to fix the auditors' remuneration

Special Business

Resolution 3: **Directors' authority to allot shares (Section 551)**

Resolution:

A. THAT the board be and it is hereby generally and unconditionally authorised to exercise all powers of the company to allot relevant securities (within the meaning of section 551 of the Companies Act 2006) up to an aggregate nominal amount of £436,867.26 provided that this authority shall expire on 31 December 2010 save that the company may before such expiry and the board may allot relevant securities in pursuance of such an offer or agreement as if the authority conferred hereby had not expired,

and further

B. THAT the board be and it is hereby and unconditionally authorised to exercise all powers of the company to allot equity securities (within the meaning of section 560 of the said Act) in connection with a rights issue in favour of ordinary shareholders where the equity securities respectively attributable to the interests of all shareholders are proportionate (as nearly as may be) to the respective numbers of ordinary shares held by them up to an aggregate nominal amount of £436,867.26 provided that this authority shall expire on the date of the next annual general meeting of the company after the passing of this resolution save that the company may before such expiry make an offer or agreement which would or might require relevant securities to be allotted after such expiry and the board may allot relevant securities in pursuance of such an offer or agreement as if the authority conferred hereby had not expired.

Resolution 4: **Disapplication of pre-emption rights**

Special Resolution:

Subject to the passing of the previous resolution to authorise the board pursuant to section 570 of the Companies Act 2006 to allot equity securities (within the meaning of section 560 of the said Act) for cash pursuant to the authority conferred by the previous resolution as if sub-section (1) of section 561 of the said Act did not apply to any such allotment provided that this power shall be limited:

- (i) To the allotment of equity securities in connection with a rights issue in favour of ordinary shareholders where the equity securities respectively attributable to the interests of all Ordinary shareholders are proportionate (as nearly as may be) to the respective numbers of Ordinary shares held by them and,
- (ii) To the allotment (otherwise pursuant to sub-paragraph (i) above) of equity securities up to an aggregate nominal value of £436,867.26

And shall expire on the date of the next annual general meeting of the company after the passing of this resolution save that the company may before such expiry make an offer or agreement which would or might require equity securities to be allotted after such expiry and the board may allot equity securities in pursuance of such an offer or agreement as if the power conferred had not expired

BY ORDER OF THE BOARD

Robin Sims

Secretary

Dated: 14 September 2009

**Registered Office
Manor Business Park
Finstock
Oxfordshire
OX7 3DG**

EDEN RESEARCH PLC

ANNUAL GENERAL MEETING

To be held at midday on Monday 12th October 2009 at the Four Pillars Hotel, Ducklington Lane, Witney, Oxon OX28 4TJ

Before completing this form of proxy, please read the Explanatory Notes overleaf.

FORM OF PROXY

EDEN RESEARCH PLC (“the “Company”)
ANNUAL GENERAL MEETING

I/We.....
being a member of the Company hereby appoint the Chairman of the meeting or the following person (see note 1)

As my/our proxy to exercise all or any of my/our rights to attend, speak and vote in respect of all or (if less than all)

Ordinary shares (see note 1) of my/our entitlement on my/our behalf at the Annual General Meeting of the Company to be held at midday on Monday 12th October 2009 at the Four Pillars Hotel, Ducklington Lane, Witney, Oxon OX28 4TJ and at any adjournment thereof.

I/We have indicated with an ‘X’ how I/We wish my/our votes to be cast in respect of the resolutions which are set out in the Notice of Annual General Meeting. In the absence of instructions, the person appointed proxy may vote or withhold his/her vote as he/she thinks fit on the resolutions and, unless otherwise instructed, may also vote or withhold his/her vote as he/she thinks it on any other matter (including amendments to the resolutions) which may properly come before the meeting and at any adjournment thereof.

Please indicate with an ‘X’ here if this proxy appointment is one of, multiple appointments being made*

*For the appointment of more than one proxy, please refer to note 2.

RESOLUTION

Please mark ‘X’ to indicate how you wish to vote.

Ordinary Resolution	For	Against	Withheld
1. Receive reports and financial statements			
2. Re appoint Baker Tilly UK Audit LLP			
Special Resolutions			
3. Authority to allot shares			
4. Waive pre-emption rights			

Signature

Date:



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NOTES: MEMBERS' RIGHT TO APPOINT A PROXY

1. A member entitled to attend and vote at the meeting is entitled to appoint one or more proxies to attend and vote on his or her behalf. A proxy need not also be a member. A member may appoint more than one proxy in relation to the meeting provided that each proxy is appointed to exercise the rights to a different share or shares held by the member.
2. To be effective, a form of proxy must be lodged, duly completed and signed, together with the power of attorney or other authority (if any) under which it is signed, or a notorially certified copy of such power or authority, at the offices of the Registrars, Capita Registrars, The Registry, 34 Beckenham Road, Beckenham, Kent BR3 4TU not less than 48 hours before the time fixed for the meeting or any adjournment thereof. A form of proxy is enclosed with this notice.
3. In the case of a corporation, a form of proxy must be executed under its common seal or signed on its behalf by a duly authorised attorney or duly authorised officer of the corporation.
4. In the case of joint holders, the vote of the senior who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the votes of the other registered holder(s) and, for this purpose, seniority will be determined by the order in which the names stand in the register of members in respect of the joint holding.
5. CREST
CREST members who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service may do so for the General Meeting and any adjournment(s) of the meeting by using the procedures described in the CREST Manual. CREST Personal Members or other CREST sponsored members and those CREST members who have appointed a voting service provider(s) should refer to their CREST sponsor or voting service provider(s), who will be able to take the appropriate action on their behalf.
In order for a proxy appointment or instruction made using the CREST electronic proxy appointment service to be valid, the appropriate CREST message (a "CREST Proxy Instruction") must be properly authenticated in accordance with Euroclear UK & Ireland Limited's specifications and must contain the information required for such instructions, as described in the CREST Manual. The message, regardless of whether it constitutes the appointment of a proxy or an amendment to the instruction given by a previously appointed proxy must, in order to be valid, be transmitted so as to be received by the Company's agent (ID RA10) by no later than 48 hours before the meeting. For this purpose, the time of receipt will be taken to be the time (as determined by the timestamp applied to the message by the CREST Applications Host) from which the Company's agent is able to retrieve the message by enquiry to CREST in the manner prescribed by CREST. After this time, no change of instructions to proxies appointed through CREST can be made.
CREST members and, where applicable, their CREST sponsors or CREST electronic proxy appointment service providers should note that Euroclear UK & Ireland Limited does not make available special procedures in CREST for any particular messages. Normal system timings and limitations will therefore apply in relation to the input of CREST Proxy Instructions. It is the responsibility of the CREST member concerned to take (or, if the CREST member is a CREST personal member or sponsored member or has appointed a voting service provider(s), to procure that his CREST sponsor or voting provider(s) take(s)) such action as is necessary to ensure that a message is transmitted by means of the CREST system by any particular time. In this connection, CREST members and, where applicable, their CREST sponsors or voting service providers are referred, in particular, to those sections of the CREST Manual concerning practical limitations of the CREST system and timings. The Company may treat as invalid a CREST Proxy Instruction in the circumstances set out in Regulation 35(5)(a) of the Uncertificated Securities Regulations 2001 (as amended).
6. Appointment of a proxy will not preclude a member from attending the meeting and voting in person at the meeting if they so wish.
7. Shares in issue at 14 September 2009
As at 14 September (being the last practicable date prior to the printing of this notice) the issued share capital of the company conferring the right to vote at the meeting consisted of 56,313,274 shares. Therefore the number of voting rights in the company as at that date was 56,313,274.

