

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

2005 ANNUAL GENERAL MEETING

ORDINARY AND SPECIAL BUSINESS

and

NOTICE OF MEETING

Notice of an Annual General Meeting of the Company to be held on Tuesday, 4 October 2005 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 noon on 2 October 2005.

EDEN RESEARCH PLC

(Registered in England No 3071324)

Directors

Craig Herron
Antony Brian Baldry
Kenneth Williams Brooks
David Alford Collins
Timothy Griffiths

Registered Office

Unit 3, Manor Farm Barns
Witney Road
Finstock
Chipping Norton
OX7 3DG

27 July 2005

To all Shareholders

Dear Sir or Madam,

2005 ANNUAL GENERAL MEETING

This letter explains the business set out in the Notice convening the Company's Annual General Meeting for 4 October 2005 at 12 noon 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 2004.

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 Moore Stephens, 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 55,292,740 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 4,470,726 shares in respect of the Directors and Executive Share Option Schemes, and otherwise up to a maximum nominal value of £52,207.26 which represents approximately 11.68 per cent of the Company's issued share capital.

This authority will expire at the conclusion of next year's Annual General Meeting or 15 months after the passing of the resolution, whichever is the earlier.

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 the but in any event so that it is received not later than 12 noon on 2 October 2005. 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

Craig Herron
Chairman

EDEN RESEARCH PLC

NOTICE OF THE ANNUAL GENERAL MEETING

Notice is hereby given that the 2005 Annual General Meeting of the Company will be held on Tuesday 4 October at 12 noon at the Four Pillars Hotel, Ducklington Lane, Witney, Oxon OX28 4TJ for the following purposes:

Ordinary Business

Resolution 1: To receive the financial statements for the year ended 31 December 2004 together with reports of the Directors and Auditors thereon.

To consider and, if thought fit, pass the following resolution as an ordinary resolution:

Resolution 2: "THAT Moore Stephens be re-appointed auditors of the company to act as such from the date of this meeting until the conclusion of the next general meeting of the company at which the requirements of Section 241 of the Companies Act 1985 are complied with and to authorise the Directors to fix the remuneration of the auditors.

Special Business

Resolution 3: "THAT the board be unconditionally authorised for the purposes of the Companies Act 1985 Section 80 to exercise all the powers of the company to allot relevant securities up to a maximum nominal amount of £552,927.40 provided that this authority shall expire 15 months from the date of the passing of this resolution or, if earlier, the conclusion of the company's next annual general meeting, save that the company may prior to the expiry of such authority make an offer or agreement under which relevant securities would or might fall 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 by this resolution had not expired and this authority shall replace any previous authorities given under the Companies Act 1985 Section 80, which are revoked by this resolution.

To consider and, if thought fit, pass the following resolutions as special resolutions:

Resolution 4: "THAT the Directors be and are empowered pursuant to section 95 of the Act and pursuant to the authority conferred by resolution 3 above to allot equity securities (as defined in section 94(2) of the Act) for cash as if section 89(1) of the Act did not apply to such allotment provided that:

(a) this power shall be limited to:

- (i) the allotment of equity securities in connection with an invitation or offer of equity securities to holders of ordinary shares in proportion to their respective holdings of such shares or in accordance with the rights attached to such shares but subject to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements or legal or practical problems under the laws of, or the requirements of any regulatory body or any stock exchange in, any territory;
- (ii) the allotment and issue of up to 2,235,363 Ordinary Shares (representing 5% of the issued ordinary share capital of the Company) pursuant to options granted and to be granted to directors under the Directors Share Option Scheme;
- (iii) the allotment and issue of up to 2,235,363 Ordinary Shares (representing 5% of the issued ordinary share capital of the Company) pursuant to options granted and to be granted to employees under the Executive Share Option Scheme;

(iv) the allotment, otherwise than pursuant to paragraphs (i) to (iii) above, of equity securities up to an aggregate nominal amount of £52,207.26.

(b) unless previously revoked, varied or extended, this power shall expire on the earlier of the conclusion of the next Annual General Meeting of the Company and the date falling 15 months after the date of the passing of this resolution except that the Company may before the expiry of this power make an offer or agreement which would or might require equity securities to be allotted after such expiry and the Directors may allot equity securities in pursuance of such offer or agreement as if this power had not expired.”

BY ORDER OF THE BOARD

Robin Sims
Secretary
27 July 2005

REGISTERED OFFICE
Unit 3 Manor Farm Barns
Witney Road
Finstock
Chipping Norton
OX7 3DG

Notes:

- 1 Any member of the Company who is entitled to attend and vote at the meeting may appoint one or more proxies to attend and, on a poll, vote instead of him. A proxy need not be a member of the Company.
- 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 notarially 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 The Company, pursuant to Regulation 41 of the Uncertificated Securities Regulations 2001, specifies that members registered in the register of members of the Company as at 5 p.m. on 2 October 2005 should be entitled to attend and vote, whether in person or by proxy, at the Annual General Meeting, in respect of the number of Ordinary Shares registered in their name at that time. Changes to entries in the register of members after 5 p.m. on 2 October 2005 shall be disregarded in determining the rights of any person to attend and vote at the Annual General Meeting.
- 4 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.
- 5 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.
- 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.

Documents on Display:

The following documents are available for inspection during normal business hours at the Company's registered office up to the date of the Annual General Meeting and will be available for inspection at the meeting:

- 1 The Register of Directors' (and their families') Interests in the share capital of the Company.
- 2 A copy of the Memorandum and Articles of Association.

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EDEN RESEARCH PLC
Form of Proxy

I/We _____

(Block Capitals, please)

a member/members of the above-named Company, hereby appoint the chairman of the meeting or _____

of _____

as my/our proxy to vote for me/us on my/our behalf at the annual general meeting of the Company to be held on 4 October 2005, and at any adjournment thereof.

Signature _____

Dated _____

2005

Please indicate with an X in the spaces below how you wish your votes to be cast.

		For	Against
Resolution 1	Adopt the Accounts		
Resolution 2	Re-appoint Auditors		
Resolution 3	Directors' Authority to Allot		
Resolution 4	Waive pre-emption rights		

NOTES

- 1** A member may appoint a proxy of his own choice. If such an appointment is made, delete the words 'the chairman of the meeting' and insert the name of the person appointed proxy in the space provided.
- 2** If the appointor is a corporation, this form must be under its common seal or under the hand of some officer or attorney duly authorised in that behalf.
- 3** In the case of joint holders, the signature of any one holder will be sufficient, but the names of all the joint holders should be stated.
- 4** If this form is returned without any indication as to how the person appointed proxy shall vote, he will exercise his discretion as to how he votes or whether he abstains from voting.
- 5** To be valid, this form must be completed and deposited at the Capita Registrars, The Registry, 34 Beckenham Road, Beckenham, Kent, BR3 4TU not less than 48 hours before the time fixed for holding the meeting or adjourned meeting.



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BUSINESS REPLY SERVICE
LICENCE NO. MB 122



CAPITA REGISTRAR (PROXIES)
PO BOX 25
BECKENHAM
KENT BR3 4BR

First fold

Third fold and tuck in