


UBERIOR INVESTMENTS PLC

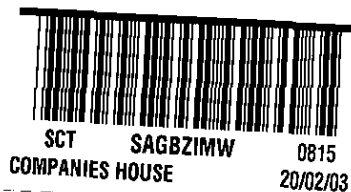
NOTICE is hereby given that the Annual General Meeting of the Company will be held at New Uberior House, 11 Earl Grey Street, Edinburgh on 24th February, 2003 at 10.00 am for the following purposes:

1. To receive the report of the Directors and the Audited Accounts for the 12 months ended 31st December, 2002.
2. To declare a final dividend of £3,000,000.
3. To re-elect the Auditors and authorise the Directors to fix their remuneration.
4. To transact any other ordinary business of the Company.

By Order of the Board


.....
Secretary
New Uberior House,
11 Earl Grey Street,
Edinburgh,
EH3 9BN.

Dated 12th February, 2003.



Consent to Short Notice

To The Directors of Uberior Investments PLC ("the Company")
 New Uberior House
 11 Earl Grey Street
 Edinburgh
 EH3 9BN

We, the undersigned, being all the members entitled to attend and vote at General Meetings of the Company, hereby consent to the Annual General Meeting being held on 24th February, 2003 notwithstanding that the meeting is called by shorter notice than that specified in Section 369 of the Companies Act 1985 and hereby agree that copies of the documents required to be sent in accordance with Section 238(1) of the Companies Act 1985 shall be deemed to have been duly sent notwithstanding that they are sent less than 21 days before the date of the said meeting.

Dated 19 February, 2003.

.....


For and on behalf of The Governor and Company of the Bank of Scotland.

.....

For and on behalf of Bank of Scotland Edinburgh Nominees Limited.

Consent to Short Notice

To The Directors of Uberior Investments PLC ("the Company")
New Uberior House
11 Earl Grey Street
Edinburgh
EH3 9BN

We, the undersigned, being all the members entitled to attend and vote at General Meetings of the Company, hereby consent to the Annual General Meeting being held on 24th February, 2003 notwithstanding that the meeting is called by shorter notice than that specified in Section 369 of the Companies Act 1985 and hereby agree that copies of the documents required to be sent in accordance with Section 238(1) of the Companies Act 1985 shall be deemed to have been duly sent notwithstanding that they are sent less than 21 days before the date of the said meeting.

Dated 19 February, 2003.

.....
For and on behalf of The Governor and Company of the Bank of Scotland.

.....
Lynne O'Black Secretary

For and on behalf of Bank of Scotland Edinburgh Nominees Limited.

FORM OF PROXY

ANNUAL GENERAL MEETING

We, Bank of Scotland Edinburgh Nominees Limited, being a member of Uberior Investments PLC hereby appoint Hugh C McMillan, whom failing the Chairman of the Meeting, as our Proxy to vote for us on our behalf at the Annual General Meeting of the Company to be held on 24th February 2003, and at any adjournment thereof. The Proxy will vote as follows:

Resolution:

	<u>For</u>	<u>Against</u>
1 To receive and adopt the Report of the Directors and the Audited Accounts for the 12 months ended 31 st December, 2002.	<input checked="" type="checkbox"/>	<input type="checkbox"/>
2 To declare a final dividend of £3,000,000.	<input checked="" type="checkbox"/>	<input type="checkbox"/>
3 To re-appoint the Auditors and authorise the Directors to fix their remuneration.	<input checked="" type="checkbox"/>	<input type="checkbox"/>
4 To transact any other ordinary business of the Company.	<input checked="" type="checkbox"/>	<input type="checkbox"/>

Signed *Lyocenne O'Beach*
Secretary

Dated 19 February, 2003.

Note: To be valid, this formal proxy must be deposited at the Registered Office of the Company not less than 48 hours before the time for holding the meeting.

FORM OF PROXY
ANNUAL GENERAL MEETING

We, The Governor and Company of the Bank of Scotland, being a member of Ueberall Investments PLC hereby appoint Hugh C McMillan failing whom the Chairman of the Meeting, as our Proxy to vote for us on our behalf at the Annual General Meeting of the Company to be held on 24th February 2003, and at any adjournment thereof. The Proxy will vote as follows:

Resolution:

	<u>For</u>	<u>Against</u>
1 To receive and adopt the Report of the Directors and the Audited Accounts for the 12 months ended 31 st December, 2002.	<input type="checkbox"/>	<input type="checkbox"/>
2 To declare a final dividend of £3,000,000.	<input type="checkbox"/>	<input type="checkbox"/>
3 To re-appoint the Auditors and authorise the Directors to fix their remuneration.	<input type="checkbox"/>	<input type="checkbox"/>
4 To transact any other ordinary business of the Company.	<input type="checkbox"/>	<input type="checkbox"/>

Signed
Secretary

Dated19..... February, 2002.

Note: To be valid, this formal proxy must be deposited at the Registered Office of the Company not less than 48 hours before the time for holding the meeting.