
Liberty International PLC

(Registered in England No 3685527)



Notice of meeting

This document is important and requires your immediate attention.

If you are in any doubt as to the action you should take, it is recommended that you seek your own personal financial advice immediately from your stockbroker, bank manager, solicitor, accountant or other independent financial adviser who, in the case of shareholders registered on the United Kingdom section of the share register, is authorised under the Financial Services and Markets Act 2000.

If you have sold or transferred all of your ordinary shares in Liberty International PLC, please forward this document to the purchaser or transferee, or to the bank, stockbroker or other agent through or to whom the sale or transfer was effected for delivery to the purchaser or transferee.

Directors:

Sir Robert Finch, Chairman
D.A. Fischel, Chief Executive

J.G. Abel

R.W.T. Buchanan

D.P.H. Burgess MBE

R.M. Cable

K.E. Chaldecott

G.J. Gordon (alternate: R.M. Gordon)

I.D. Hawksworth

I.J. Henderson CBE

L. James CBE

M. Rapp

R. Rowley

N. Sachdev

A.C. Smith

Registered Office:

40 Broadway
London SW1H 0BT

17 March 2008

Liberty International PLC Annual General Meeting

To the holders of ordinary shares and, for information only, to the holders of options under the company's share option schemes and to the Trustee of the 3.95 per cent convertible bonds due 2010.

Dear Shareholder

Annual General Meeting – Friday 18 April 2008

Introduction

The Notice convening the 2008 Annual General Meeting is set out on pages 4 to 6 of this document. For information on how to vote at the Annual General Meeting please refer to "Action to be taken" on page 3.

The Annual Report for the company's accounting year ended 31 December 2007 contains information relevant to this meeting. Shareholders who have elected to receive information from the company in hard copy have received this document with the 2007 Annual Report, whilst shareholders receiving information electronically will be viewing it on Liberty International's website which also carries the 2007 Annual Report.

Ordinary Business

Resolutions numbered 1 to 10 refer to items of ordinary business: to receive the accounts and the reports of the Directors and the Auditors for 2007, to declare a final dividend, to re-elect certain Directors and to reappoint the Auditors.

Re-election of Directors

We are pleased to propose the re-election as Directors of Kay Chaldecott, Ian Henderson and Rob Rowley, as well as myself, as Directors who are due to retire in accordance with the company's Articles of Association. Richard Cable and Lesley James, who are also due to retire this year, have decided not to seek re-election; Richard to concentrate on his new development role for the entire group, and Lesley has reached the end of her three year term. We thank each of them for their valuable contribution as Directors.

In accordance with the Combined Code on Corporate Governance issued by the Financial Reporting Council,

Robin Buchanan, Graeme Gordon and Michael Rapp offer themselves for annual re-election having each served on the Board for more than nine years.

Following a recent formal performance review of all Directors, I am pleased to confirm that the Board considers that each Director offering himself or herself for re-election continues to make a valuable contribution to the Board's deliberations and continues to demonstrate commitment. The remaining Directors therefore unanimously recommend that all Directors standing be re-elected. Brief biographies of those Directors who are seeking re-election are set out on page 7 of this Notice of Annual General Meeting.

Reappointment of Auditors

The Board, on the recommendation of the Audit Committee, recommends the reappointment of PricewaterhouseCoopers LLP as Auditors to hold office until the next general meeting of the company at which accounts are presented.

Special Business

There are 8 resolutions, numbered 11 to 18, which will be considered as special business at the Annual General Meeting. Further information relating to each of these resolutions is set out below:

Resolution 11 (ordinary resolution) Approval of the Directors' remuneration report

Shareholders are invited to approve the Directors' remuneration report, which is included in the Annual Report and provides details of the group's remuneration policy for Directors and Senior Executives. In accordance with company law, the vote on this resolution is advisory and no Director's remuneration is conditional upon the passing of this resolution.

Resolutions 12 and 13 Directors' authority to allot equity securities and disapplication of pre-emption rights

Under the Companies Act 1985 (the "Act") the Directors of a company may only allot unissued shares if authorised to do so by the shareholders in general meeting.

Resolution 12 (ordinary resolution) empowers the Directors for the purposes of Section 80 of the Act to allot the unissued share capital of the company for a period to expire at the conclusion of the 2009 Annual General Meeting of the company or 18 July 2009 if earlier. The authority will provide the Directors with authority to allot 90,518,168 ordinary shares equal to £45,259,084 in nominal amount, being 25 per cent of the existing issued share capital (excluding treasury shares) of the company as at 7 March 2008. The authority requested is less than that customarily sought, being 25 per cent instead of the 33.3 per cent contained in UK institutional shareholder guidance, in order to take account of the views of some of our South African institutional shareholders while still providing the company with flexibility to react to opportunities which may arise. In addition to this authority, as at 7 March 2008, 700,000 treasury shares (0.2 per cent of the existing issued share capital) are held by the company which may, at the discretion of the Directors, be resold for cash, transferred in connection with an employee share scheme, or cancelled.

Resolution 13 (special resolution) empowers the Directors to allot equity securities for cash otherwise than on a pro rata basis to the company's shareholders, as if Section 89 of the Act did not apply. Section 89 of the Act requires that a company issuing shares for cash must first offer them to existing shareholders. Resolution 13 disapplies that requirement as far as rights issues are concerned and, other than for rights issues, up to an aggregate nominal amount of £9,069,316.50 (18,138,633 ordinary shares) representing, as at 7 March 2008, 5 per cent of the existing issued share capital (including treasury shares) of the company.

The Directors have no present intention to issue further shares other than under the share option schemes operated by the company or on conversion of the company's convertible bonds.

Resolution 14 (special resolution) Purchase of own shares

A special resolution is proposed to grant the company authority to purchase its own ordinary shares in the market.

The Directors will seek authority, to expire at the Annual General Meeting in 2009 or, if earlier, on 18 July 2009, for the company to purchase its own ordinary shares in the market up to a total of 36,207,267 ordinary shares having an aggregate nominal value of £18,103,633.50, being 10 per cent of the existing issued ordinary share capital (excluding treasury shares). The maximum price which may be paid on any exercise of such authority per ordinary share is 105 per cent of the average of the middle market quotations as derived from the London Stock Exchange Daily Official List for the company's ordinary shares for the five business days immediately preceding the date of any purchase, and the minimum price is 50p.

As required to be stated under the UKLA Listing Rules, as at 7 March 2008, there were options outstanding to subscribe for 705,021 ordinary shares (of which 522,201 shares are held, as at 7 March 2008, in the company's Employee Share Ownership Plan). In addition, there were £111.3 million of 3.95 per cent convertible bonds which, if fully converted, would result in the issue of 13,910,625 ordinary shares. If the outstanding options and the bonds were fully exercised or converted, they would represent 4.04 per cent of the existing 362,072,673 issued ordinary shares (excluding treasury shares) of the company.

If the buyback authority were exercised in full, that percentage would be 4.49 per cent of the reduced share capital of 325,865,406 shares.

The Directors consider it desirable and in the company's interests for shareholders to grant to the company authority to exercise this power, within certain limits, to enable the company to purchase its own ordinary shares. This authority would only be exercised as and when conditions are favourable, with a view to enhancing net asset value per share.

Any shares purchased would be held as treasury shares which may, at the discretion of the Directors, be resold for cash, transferred in connection with an employee share scheme, or cancelled.

Resolutions 15 and 16 (ordinary resolutions) share option schemes

Resolutions 15 and 16 amend the company's Executive Share Option Scheme, a scheme approved by HM Revenue & Customs (the "Approved Scheme"), and the company's Incentive Share Option Scheme (the "Non-Approved Scheme" and together the "Schemes"). Both Schemes were adopted in March 1999 with a 10 year duration and are due to expire in March 2009. Shareholders are asked to approve the extension of both Schemes to 18 April 2018, being the tenth anniversary of the date of the 2008 Annual General Meeting.

All the other proposed amendments reflect changes in best practice or in the law since the Schemes were last amended in 2004. The main changes are as follows:

- Overall scheme limits will be simplified in accordance with changes to the guidelines published by institutional investors.
- Also in conformity with institutional guidelines, the individual participation limit under the Non-approved Scheme will be changed from a ten year limit to an annual limit of 200 per cent (or in exceptional circumstances 400 per cent) of salary.
- Restrictions on the grant of options to persons nearing retirement will be removed to avoid breaching new age discrimination laws.

Awards of options under the Schemes are subject to a performance condition, which is set by the Remuneration Committee from time to time. The existing performance condition requires smoothed earnings growth equal to or greater than 5 per cent per annum, (or, if greater in any year, 120 per cent of the percentage increase in the Retail Price Index) over a minimum three year comparison period. "Smoothed" earnings excludes exceptional profits and trading profits above a certain level.

Copies of the rules of both Schemes, marked up to show the proposed amendments, will be available for inspection from today's date at the registered office of the company during normal business hours on any weekday (Saturdays, Sundays and public holidays excepted) up to the date of the Annual General Meeting and also at the place of the Annual General Meeting at least 15 minutes prior to and during the meeting.

Resolution 17 (special resolution) Revised Articles of Association, with immediate effect

The Companies Act 2006, which is making a number of significant changes to English company law, is being implemented in phases. Certain changes took effect from 1 October 2007. The Directors believe it is in the best interests of the company to take immediate advantage of some of these new provisions by amending the Articles of Association as set out in this resolution (the "Revised Articles") with effect from the conclusion of this meeting. These amendments update the company's current Articles of Association (the "Current Articles") to take account of changes in English company law in relation to Directors' indemnities and loans to fund expenditure.

The Companies Act 2006 has in some areas widened the scope of the powers of a company to indemnify Directors and to fund expenditure incurred in connection with certain actions against Directors. In particular, a company that is a trustee of an occupational pension scheme can now indemnify a Director against liability incurred in connection with the company's activities as trustee of the scheme. In addition, the existing exemption allowing a company to provide money for the purpose of funding a Director's defence in court proceedings now expressly covers regulatory proceedings and applies to associated companies.

Resolution 18 (special resolution) Amendment of the Revised Articles of Association, to have effect from 1 October 2008

As noted above, the Companies Act 2006 is being implemented in phases with the final phase coming into force on

1 October 2009. It is proposed to make further amendments to the Revised Articles with effect from 1 October 2008 as described below, to cater for changes being introduced by the Companies Act 2006 on that date relating to Directors' conflicts of interest.

The Companies Act 2006 sets out Directors' general duties. The provisions largely codify the existing law, but with some changes. Under the Companies Act 2006, from 1 October 2008 a Director must avoid a situation where he has, or can have, a direct or indirect interest that conflicts, or possibly may conflict with the company's interests. The requirement is very broad and could apply, for example, if a Director becomes a Director of another company or a trustee of another organisation. The Companies Act 2006 allows Directors of public companies to authorise conflicts and potential conflicts where the Articles of Association contain a provision to this effect. The Companies Act 2006 also allows the Articles of Association to contain other provisions for dealing with Directors' conflicts of interest to avoid a breach of duty. The amended Revised Articles give the Directors authority to approve such situations and to include other provisions to allow conflicts of interest to be dealt with in a similar way to the current position.

There are safeguards which will apply when Directors decide whether to authorise a conflict or potential conflict. First, only independent Directors (i.e. those who have no interest in the matter being considered) will be able to take the relevant decision, and secondly, in taking the decision the Directors must act in a way they consider, in good faith, will be most likely to promote the company's success. The Directors will be able to impose limits or conditions when giving authorisation if they think this is appropriate.

From 1 October 2008, it is also proposed that the amended Revised Articles should contain provisions relating to confidential information, attendance at Board meetings and availability of Board papers to protect a Director being in breach of duty if a conflict of interest or potential conflict of interest arises.

These provisions will only apply where the position giving rise to the potential conflict has previously been authorised by the Directors.

Documents available for inspection

A copy of the Articles of Association of the company showing the amendments proposed above will be available for inspection at the registered office of the company at 40 Broadway, London SW1H 0BT during normal business hours on any weekday (Saturdays, Sundays and public holidays excepted) up to the date of the Annual General Meeting.

The Articles of Association as amended may also be inspected at the place of the Annual General Meeting at least 15 minutes prior to, and during, the meeting.

Action to be taken

Whether or not shareholders propose to attend the Annual General Meeting, it is important that they complete, sign and return a form of proxy or vote electronically as set out below. The completion and return of a form of proxy either in hard copy or electronically will not prevent you from attending and voting at the Annual General Meeting in person if you wish.

To be valid, the form of proxy must be lodged with the company's registrars by not later than 11.00 a.m. (London time) on 16 April 2008.

A form of proxy for voting at the Annual General Meeting is included with this document for hard copy recipients and is available for download from the Liberty International website (www.liberty-international.co.uk) for other shareholders.

Shareholders registered on the United Kingdom section of the register should return the form of proxy to the reply-paid address shown on the form of proxy or as instructed on the downloaded proxy or, for personal delivery, to Capita Registrars at The Registry, 34 Beckenham Road, Beckenham, Kent BR3 4TU, or, alternatively may give their instructions electronically via the registrar's website: www.capitaregistrars.com/shareholders If their shares are held in CREST,

they may if preferred give instructions electronically via CREST as detailed in the notes to the Notice of Annual General Meeting on page 6.

Shareholders registered on the South African section of the register should return the form of proxy to the reply-paid address shown on the form of proxy or as instructed on the downloaded proxy or, for personal delivery, to Computershare Investor Services (Pty) Ltd, 70 Marshall Street, Johannesburg, 2001, South Africa, unless the shares are held through a Central Securities Depository Participant (CSDP) or broker, in which case the proxy voting instruction is to be provided to the CSDP or broker (as applicable) in sufficient time to permit the CSDP or broker to advise the registrar no later than 48 hours before the meeting.

Recommendation

The Directors consider the above proposals to be in the best interests of the company and its shareholders as a whole and unanimously recommend that shareholders vote in favour of all the resolutions, as the Directors intend to do in respect of their own shareholdings (beneficial or otherwise), totalling approximately 2.3 million shares.

Yours faithfully



Sir Robert Finch
Chairman

Notice of meeting

Notice is hereby given that the Annual General Meeting of Liberty International PLC will be held at One Whitehall Place, Westminster, London SW1A 2HD, United Kingdom on 18 April 2008 at 11.00 a.m. (London time) for the following purposes:

Ordinary Business

- 1 To receive the accounts and the reports of the Directors and the Auditors for the year ended 31 December 2007.
- 2 To declare a final dividend for the year ended 31 December 2007 of 17.6p per ordinary share.
- 3 To re-elect Sir Robert Finch as a Director (Chairman).
- 4 To re-elect Mrs K.E. Chaldecott as a Director (executive).
- 5 To re-elect Mr I.J. Henderson as a Director (non-executive).
- 6 To re-elect Mr R. Rowley as a Director (non-executive).
- 7 To re-elect Mr R.W.T. Buchanan as a Director (non-executive, nine years' service).
- 8 To re-elect Mr G.J. Gordon as a Director (non-executive, more than nine years' service).
- 9 To re-elect Mr M. Rapp as a Director (non-executive, more than nine years' service).
- 10 To reappoint PricewaterhouseCoopers LLP as Auditors of the company to hold office until the conclusion of the next general meeting at which accounts are laid before the company and to authorise the Audit Committee of the Board to determine their remuneration.

Special Business

To consider and, if thought appropriate, pass the following resolutions:

As an Ordinary Resolution:

- 11 THAT the Directors' Remuneration Report for the year ended 31 December 2007 be approved.

As an Ordinary Resolution:

- 12 THAT the authority to allot relevant securities under Section 80 of the Companies Act 1985 by Article 12.2 of the Company's Articles of Association be renewed for the period ending at the conclusion of the Annual General Meeting of the company to be held in 2009 or on 18 July 2009 whichever is earlier, and for such period the Section 80 amount shall be £45,259,084.

As a Special Resolution:

- 13 THAT subject to the passing of Resolution 12 above the power to disapply the pre-emption provisions of Section 89 of the Companies Act 1985 and to allot equity securities in connection with a rights issue conferred on the Directors by Article 12.3 of the company's Articles of Association be renewed for the period ending at the conclusion of the Annual General Meeting of the company to be held in 2009 or on 18 July 2009 whichever is earlier, and for such period the Section 89 amount shall be £9,069,316.50.

As a Special Resolution:

- 14 THAT the company is hereby unconditionally and generally authorised for the purpose of Section 166 of the Companies Act 1985 to make market purchases (as defined in Section 163 of that Act) of ordinary shares of 50p each in the capital of the company provided that:
 - (i) the maximum number of shares which may be purchased is 36,207,267;
 - (ii) the minimum price which may be paid for each share is 50p;
 - (iii) the maximum price which may be paid for a share is an amount equal to 105 per cent of the average of the middle market quotations for the company's ordinary shares as derived from the London Stock Exchange Daily Official List for the five business days immediately preceding the day on which such share is contracted to be purchased; and
 - (iv) this authority shall expire at the conclusion of the Annual General Meeting of the company to be held in 2009 or, if earlier, 18 July 2009 (except in relation to the purchase of shares the contract for which was concluded before the expiry of such authority and which might be executed wholly or partly after such expiry) unless such authority is renewed prior to such time.

As an Ordinary Resolution:

15 THAT the amended rules of the Liberty International PLC Executive Share Option Scheme 1999 (the “Approved Scheme”) including the deferral of the final date on which options may be granted under the Approved Scheme to 18 April 2018, as shown in a copy of the rules produced to the meeting and marked “A” for the purpose of identification and initialled by the Chairman, are hereby approved and that the Directors are hereby authorised to do whatever may be necessary or expedient to carry the amended Approved Scheme into effect including making such changes as may be necessary to secure the approval of HM Revenue & Customs under Schedule 4 to the Income Tax (Earnings and Pensions) Act 2003.

As an Ordinary Resolution:

16 THAT the amended rules of the Liberty International PLC Incentive Share Option Scheme 1999 (the “Non-Approved Scheme”) including the deferral of the final date on which options may be granted under the Non-Approved Scheme to 18 April 2018, as shown in a copy of the rules produced to the meeting and marked “B” for the purpose of identification and initialled by the Chairman, are hereby approved and that the Directors are hereby authorised to do whatever may be necessary and expedient to carry the amended Non-Approved Scheme into effect.

As a Special Resolution:

17 THAT the Revised Articles of Association of the company, to have effect from the conclusion of the meeting, as shown in a copy of the Articles of Association produced to the meeting and marked “C” for the purpose of identification and initialled by the Chairman, be and are hereby approved.

As a Special Resolution:

18 THAT the amendments to the Revised Articles of Association of the company to have effect from 00.01am on 1 October 2008, as shown in a copy of the Revised Articles of Association produced to the meeting and marked “D” for the purpose of identification and initialled by the Chairman, be and are hereby approved.

By Order of the Board

Susan Folger

Company Secretary

17 March 2008

Notes:

1. A member entitled to attend and vote is entitled to appoint one or more proxies to attend and vote instead of him. A proxy need not be a member of the company. A form of proxy is enclosed for use by shareholders. In order to be valid, an appointment of proxy must be returned by one of the following methods:

- In hard copy form by post, by courier or by hand to the appropriate company registrar; or
- Electronically for members on the UK section of the register through the registrar’s website: www.capitaregistrars.com or by fax or email to the appropriate company registrar; or
- In the case of CREST members, by utilising the procedure set out below under the heading “FOR CREST MEMBERS ONLY”; or
- In the case of Strate members holding their shares through a CSDP or broker, by providing the proxy voting instruction to the CSDP or broker (as applicable).

To be valid, proxies must be received no later than 48 hours before the time of the Annual General Meeting or, if the meeting is adjourned, 48 hours before the time fixed for the adjourned meeting. Where shares are held by a CSDP or broker, proxy voting instructions must be provided in sufficient time to permit the CSDP or broker to advise the registrar no later than 48 hours before the time of the Annual General Meeting or any adjournment thereof. Appointment of a proxy does not preclude a shareholder from attending the Annual General Meeting and voting in person.

2. The company, pursuant to Regulation 41 of the Uncertificated Securities Regulations 2001, specifies that only those shareholders registered on the register of members of the company as at 6 p.m. on 16 April 2008 shall be entitled to attend and vote at the aforesaid Annual General Meeting in respect of the number of shares registered in their name at that time or if the meeting is adjourned 48 hours before the time fixed for the adjourned meeting (as the case may be). In each case, changes to entries on the register of members after such time shall be disregarded in determining the rights of any person to attend or vote at the meeting.
3. Copies of all letters of appointment between the company and its non-executive Directors, the rules of the company’s share option schemes as amended and the proposed amended Articles of Association are available for inspection at the registered office of the company during normal business hours, and will be available for inspection at One Whitehall Place, Westminster, London SW1A 2HD, United Kingdom at least 15 minutes prior to the commencement of, and during the continuance of, the Annual General Meeting.

4. The right to appoint a proxy does not apply to persons whose shares are held on their behalf by another person and who have been nominated to receive communications from the company in accordance with Section 146 of the Companies Act 2006 ("nominated persons"). Nominated persons may have a right under an agreement with the member who holds the shares on their behalf to be appointed (or to have someone else appointed) as a proxy. Alternatively, if nominated persons do not have such a right, or do not wish to exercise it, they may have a right under such an agreement to give instructions to the person holding the shares as to the exercise of voting rights.
5. Holders of ordinary shares are entitled to attend and vote at general meetings of the company. The total number of issued ordinary shares in the company on 7 March 2008, which is the latest practicable date before the publication of this document is 362,072,673. On a vote by show of hands every member who is present has one vote. On a poll vote every member who is present in person or by proxy has one vote for every ordinary share of which he or she is the holder.
6. Shareholders should note that it is possible that, pursuant to requests made by shareholders of the company under Section 527 of the Companies Act 2006, the company may be required to publish on a website a statement setting out any matter relating to: (i) the audit of the company's accounts (including the auditor's report and the conduct of the audit) that are to be laid before the Annual General Meeting; or (ii) any circumstance connected with an auditor of the company ceasing to hold office since the previous meeting at which annual accounts and reports were laid in accordance with Section 437 of the Companies Act 2006. The company may not require the shareholders requesting any such website publication to pay its expenses in complying with Sections 527 or 528 of the Companies Act 2006. Where the company is required to place a statement on a website under Section 527 of the Companies Act 2006, it must forward the statement to the company's auditor not later than the time when it makes the statement available on the website. The business which may be dealt with at the Annual General Meeting includes any statement that the company has been required under Section 527 of the Companies Act 2006 to publish on a website.
7. In order to facilitate voting by corporate representatives at the meeting, arrangements will be put in place at the meeting so that (i) if a corporate shareholder has appointed the Chairman of the meeting as its corporate representative with instructions to vote on a poll in accordance with the directions of all of the other corporate representatives for that shareholder at the meeting, then on a poll those corporate representatives will give voting directions to the Chairman and the Chairman will vote (or withhold a vote) as corporate representative in accordance with those directions; and (ii) if more than one corporate representative for the same corporate shareholder attends the meeting but the corporate shareholder has not appointed the Chairman of the meeting as its corporate representative, a designated corporate representative will be nominated, from those corporate representatives who attend, who will vote on a poll and other corporate representatives will give voting directions to that designated corporate representative. Corporate shareholders are referred to the guidance issued by the Institute of Chartered Secretaries and Administrators on proxies and corporate representatives – www.icsa.org.uk – for further details of this procedure. The guidance includes a sample form of representation letter if the Chairman is being appointed as described in (i) above.

FOR CREST MEMBERS ONLY:

CREST members who wish to appoint a proxy or proxies by utilising the CREST electronic proxy appointment service may do so for the Annual General Meeting to be held on 18 April 2008 and any adjournment(s) thereof by utilising 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 made by means of CREST to be valid, the appropriate CREST message (a "CREST Proxy Instruction") must be properly authenticated in accordance with CRESTCo's specifications and must contain the information required for such instructions, as described in the CREST Manual. The message, regardless of whether it relates to the appointment of a proxy or to an amendment to the instruction given to a previously appointed proxy must, in order to be valid, be transmitted so as to be received by the issuer's agent (ID RA10) by the latest time(s) for receipt of proxy appointments specified in this notice of 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 any change of instructions to a proxy appointed through CREST should be communicated to it by other means. 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. CREST members and, where applicable, their CREST sponsors or voting service providers should note that CRESTCo 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 service provider(s) take(s)) such action as shall be 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.

Directors' biographies

in respect of the Directors seeking
re-election at the AGM

Sir Robert Finch **Chairman**

Appointed a non-executive Director in February 2005 and appointed Chairman in July 2005. Qualified as a solicitor in 1969 when he joined Linklaters and was elected a partner in 1974 and head of Real Estate in 1997 until he stepped down to assume a civic appointment (ending in November 2004). He was elected Alderman of the City of London in 1992, Sheriff in 1999 and served as Lord Mayor of London in 2003/04. He was appointed a Church Commissioner in 2000.

Chairman of the Nomination and Review Committee

Kay Chaldecott **Managing Director, Capital Shopping Centres**

Joined the Liberty International group in 1984, appointed a Director of Capital Shopping Centres in 2000 and appointed to the Liberty International Board in February 2005. Appointed as Managing Director of Capital Shopping Centres in October 2005.

Ian Henderson **Non-executive Director**

Appointed a non-executive Director in 2005. Formerly Chief Executive of Land Securities PLC. He has been widely involved in industry matters, including being a past President of British Property Federation. He is Chairman of Ishaan Real Estate PLC.

Member of the Remuneration Committee

Rob Rowley **Non-executive Director**

Appointed a non-executive Director in 2004. Formerly executive Deputy Chairman of Cable & Wireless plc and a non-executive Director of Prudential plc where he chaired the Audit Committee. Early career was at Reuters Group plc from 1978 to 2001, a Director from 1990 to 2001.

Member of the Audit Committee

Robin Buchanan **Non-executive Director**

Appointed a non-executive Director in 1997. Chairman of the Remuneration Committee. Dean of the London Business School and a non-executive Director of Shire plc. Formerly UK Senior Partner and Director of Bain & Company Inc., the global business consultants.

Member of the Audit Committee, the Remuneration Committee, and the Nomination and Review Committee

Graeme Gordon **Non-executive Director**

Appointed a non-executive Director in 1996. Has appointed Richard Gordon as his alternate.

Michael Rapp **Non-executive Director**

Appointed a non-executive Director in 1986. Chairman of the Investment Committee. Many years of experience both in the UK and internationally in the shopping centre and commercial property industry.

Annual General Meeting location map



One Whitehall Place,
Westminster,
London SW1A 2HD

Liberty International PLC Annual General Meeting
Friday, 18 April 2008 at 11.00 a.m.