

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION. If you are in any doubt about the contents of this document or the action you should take, you should seek your own financial advice immediately from your stockbroker or other independent financial adviser duly authorised under the Financial Services and Markets Act 2000. The whole of the text of this document should be read.

If you have sold or otherwise transferred all your ordinary shares of 5p each (“**Ordinary Shares**”) in Wogen Plc (the “**Company**”), you should hand this document, together with the accompanying form of proxy 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. However, this document should not be distributed, forwarded or transmitted in or into the United States, Australia, Canada, Japan or the Republic of South Africa or into any other jurisdiction where it would be unlawful.

The Directors, whose names appear on page 1 of this document, accept responsibility for the information contained in this document. To the best of the knowledge and belief of the Directors, having taken all reasonable care to ensure that such is the case, the information contained in this document is in accordance with the facts and contains no omission likely to affect the import of such information.

WOGEN PLC

NOTICE OF GENERAL MEETING

PROPOSED AMENDMENTS TO ARTICLES OF ASSOCIATION

Your attention is drawn to the letter from the Chairman of the Company which is set out on page 1 of this document and which recommends that you vote in favour of the resolution to be proposed at the General Meeting.

Notice of the General Meeting to be held at 4 The Sanctuary, Westminster, London SW1P 3JS, United Kingdom at 11.00 a.m. on 17 September 2008 is set out at the end of this document.

A form of proxy for use at the General Meeting is enclosed. Whether or not you intend to be present at the General Meeting, it is important that you complete and return the form of proxy as soon as possible and in any event so as to be received by the Company’s registrars, Capita Registrars, The Registry, 34 Beckenham Road, Beckenham, Kent BR3 4TU no later than 11.00 a.m. on 15 September 2008. Completion and return of the form of proxy will not preclude members from attending the General Meeting and voting in person should they subsequently wish to do so.

CONTENTS

	<i>Page</i>
Letter from the Chairman of the Company	1
Appendix: Summary of proposed amendments to the Articles of Association	2
Notice of General Meeting	3

WOGEN PLC

(registered in England and Wales with registered no. 1069389)

Directors:

Michael Hutchinson (*Non-executive Chairman*)
Colin Williams (*Deputy Chairman*)
Allan Kerr (*Chief Executive Officer*)
Peter Watkins (*Development Director*)
Neil Poulter (*Finance Director*)
Douglas Hunter (*Director*)
Norman Ting (*Director*)
Damian Brousse (*Director*)
Tony Shearer (*Non-executive Director*)

Registered Office:

4 The Sanctuary
Westminster
London
SW1P 3JS

Web: www.wogen.com

15 August 2008

To the holders of ordinary shares of 5p each in the Company (“Shareholders”) and, for information only, holders of options under the Company’s share option plan

Dear Shareholder

PROPOSED AMENDMENTS TO ARTICLES OF ASSOCIATION

I am writing to give you details of a resolution to be proposed at a General Meeting (the “**General Meeting**”) to be held at 11.00 a.m. on 17 September 2008 at 4 The Sanctuary, Westminster, London SW1P 3JS, United Kingdom and which is set out in the notice of General Meeting on page 3 of this document.

This resolution will be proposed as a special resolution to make amendments to the Company’s articles of association to reflect changes in company law as a result of the enactment of the Companies Act 2006. A summary of the proposed amendments is set out in the Appendix of this document and a copy of the articles of association incorporating the proposed amendments will be available for inspection at the registered office of the Company during normal business hours on any weekday (Saturdays, Sundays and public holidays excepted) from the date of this document until the close of the General Meeting, and at the place of the General Meeting for at least 15 minutes prior to and during the meeting.

Your Directors are unanimously in favour of the resolution to be proposed at this General Meeting, which they consider to be in the best interests of the Shareholders of the Company as a whole. Accordingly, your Directors unanimously recommend Shareholders to vote in favour of the resolution at the General Meeting, as they intend to do in respect of their own beneficial shareholdings of, in aggregate, 27,002,221 ordinary shares (representing 60.13 per cent. of the current issued ordinary share capital of the Company).

Yours faithfully

Michael Hutchinson
Chairman

APPENDIX

SUMMARY OF PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

The principal amendments proposed to be made to the Company's existing articles of association are as follows:-

1. Notices of General Meetings

It is proposed that article 51 of the existing articles of association be amended. The requirement to give 21 days' notice in respect of a General Meeting of shareholders at which it is proposed to pass a special resolution is to be altered to 14 days'. This is to accord with the relevant provisions of the new Companies Act 2006, which came into force on 1 October 2007. The requirement to give 21 days' notice in respect of an Annual General Meeting is to be retained. In addition, the notice requirements regarding special notice have been clarified so as to be in line with current company law requirements (28 days' notice).

2. Voting of Proxies

Article 74 is to be amended to reflect the position under section 284 of the Companies Act 2006 that on a vote on a resolution by way of a show of hands, every proxy present will now have a vote.

3. Register of Directors Interests

Previous Article 142.2 is to be deleted following the abolition of section 325 of the Companies Act 1985 (with effect from 6 April 2007) and of the requirement on the Company to maintain a register of Directors' interests in shares or debentures of the Company or of any subsidiary of the Company.

4. Conflicts of interest

It is proposed to include a new article 100.4 to enable the Board to authorise a Director to have a direct or indirect interest that conflicts, or may possibly conflict with the Company's interests (for example if a Director becomes a director of another company or a trustee of another organisation). The article provides that (i) only Directors who have no interest in the matter being considered will be able to take the relevant decision; (ii) in taking the decision, the Board must act in a way it considers, in good faith, will be most likely to promote the Company's success; and (iii) the Board may impose limits or conditions when giving authorisation if it thinks this is appropriate. It is the Board's intention to report annually on the Company's procedures for ensuring that the Board's powers to authorise conflicts are operated effectively.

This article will take effect when the relevant provisions of the Companies Act 2006 come into force (currently expected to be 1 October 2008).

In addition, the opportunity is being taken to make minor amendments to the Company's articles of association to update statutory references and to correct typographical errors.

WOGEN PLC

(registered in England and Wales with registered no: 1069389)

NOTICE OF GENERAL MEETING

NOTICE IS HEREBY GIVEN that the GENERAL MEETING of Wogen plc will be held at 4 The Sanctuary, Westminster, London SW1P 3JS, United Kingdom on 17 September 2008 at 11.00 a.m. at which the following resolution will be proposed as a special resolution:

That the Articles of Association produced to the meeting and initialled by the chairman of the meeting for the purpose of identification be adopted as the Articles of Association of the Company in substitution for, and to the exclusion of, the existing Articles of Association.

Registered Office:

4 The Sanctuary
Westminster
London
SW1P 3JS
United Kingdom

By Order of the Board

Jeremy Gorman
Company Secretary

15 August 2008

Notes:

1. Any member of the Company entitled to attend and vote at this General Meeting may appoint one or more proxies to attend and, on a poll, to vote in his stead. The proxy need not be a member of the Company.
2. Members may appoint more than one proxy provided each proxy is appointed to exercise rights attached to different shares. Members may not appoint more than one proxy to exercise rights attached to any one share. Please contact the Company's Registrars, Capita Registrars, on +44(0)871 664 0300 (calls cost 10p per minute plus network charge) if you require further clarification.
3. For the convenience of members who may be unable to attend the General Meeting, a form of proxy is enclosed which should be completed and returned to the Company's Registrars, Capita Registrars, The Registry, 34 Beckenham Road, Beckenham, Kent BR3 4TU not less than 48 hours before the time fixed for the General Meeting. The fact that members may have completed forms of proxy will not prevent them from attending and voting at the General Meeting in person should they afterwards decide to do so.
4. Only those members who have been entered on the Company's register of members by 6.00 p.m. on 15 September 2008 shall be entitled to attend and vote at the General Meeting and only in respect of the number of ordinary shares in the Company registered in their name at that time. Changes to entries on the Company's register of members after 6.00 p.m. on 15 September 2008 will be disregarded in determining the rights of any person to attend or vote at the General Meeting. If the General Meeting is adjourned, entitlements to attend and vote will be determined by reference to the register of members of the Company 48 hours before the time of the adjourned meeting.
5. In the case of joint holders any one holder may sign the form of proxy. 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 any other joint holders and for this purpose seniority will be determined by the order in which the names stand in the register of members.
6. If the Chairman, as a result of any proxy appointments, is given discretion as to how the votes the subject of those proxies are cast and the voting rights in respect of those discretionary proxies, when added to the interests in the Company's securities already held by the Chairman, result in the Chairman holding such number of voting rights that he has a notifiable obligation under the Disclosure and Transparency Rules, the Chairman will make the necessary notifications to the Company and the Financial Services Authority. As a result, any member holding 3% or more of the voting rights in the Company who grants the Chairman a discretionary proxy in respect of some or all of those voting rights and so would otherwise have a notification obligation under the Disclosure and Transparency Rules, need not make a separate notification to the Company and the Financial Services Authority.
7. As at 6.00 p.m. on 15 August 2008 the Company's issued share capital comprised 44,905,000 ordinary shares of 5p each. Each ordinary share carries the right to one vote at a general meeting of the Company and therefore, the total number of voting rights in the Company as at 6.00 p.m. on 15 August 2008 is 44,905,000.
8. Copies of the articles of association of the Company with the proposed amendments will be available for inspection at the registered office of the Company during normal business hours on any weekday (Saturdays, Sundays and public holidays excepted) from the date of this document until the close of the General Meeting, and at the place of the General Meeting for at least 15 minutes prior to and during the General Meeting.

FORM OF PROXY

Wogen plc

Form of Proxy for use at the General Meeting (the "Meeting") of the holders of Ordinary Shares of Wogen plc to be held on 17 September 2008 at 11.00 a.m.

I/We
 (FULL NAME IN BLOCK CAPITALS)

being (a) registered holder(s) of ordinary shares of 5p ("Ordinary Shares") in the capital of the Company, hereby appoint the duly appointed Chairman of the Meeting or (see Note 1)

..... as my/our proxy to attend and vote for me/us and on my/our behalf at the General Meeting of the Company to be held at 4 The Sanctuary, Westminster, London SW1P 3JS on 17 September 2008 at 11.00 a.m. and at any adjournment thereof. In the event of a poll being directed or demanded, I/we desire my/our vote(s) to be cast as shown below on the Resolution set out in the Notice of General Meeting.

Please tick 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 below.

Please indicate with a tick in the appropriate spaces provide below how you wish your votes on the Resolution to be cast.

If you sign this Form of Proxy and return it without any specific direction as to how you wish your votes to be cast, the proxy may vote as he thinks fit or abstain from voting in respect of the Resolution and also on any other business (including amendments to the Resolution) which may properly come before the meeting.

No	Type of resolution	Resolution	For	Against	Withheld	Discretionary
1.	Special Resolution	To adopt new Articles of Association				

Signed this day of 2008

Signature..... Address

Name

Notes:

1. A member entitled to attend and vote at the Meeting is also entitled to appoint one or more proxies to exercise all or any of your rights to attend, speak and vote at the Meeting on your behalf. If a proxy other than the Chairman is desired, strike out "the duly appointed Chairman of the Meeting or" and insert the name or names preferred and initial the alteration. If you sign and return this Form of Proxy with no name inserted in the box, the Chairman of the Meeting will be deemed to be your proxy. If the proxy is being appointed in relation to less than your full voting entitlement, please enter in the space next to the proxy holder's name the number of shares in relation to which they are authorised to act as your proxy. If left blank your proxy will be deemed to be authorised in respect of your full voting entitlement. A proxy need not be a shareholder of the Company.
2. You are entitled to appoint more than one proxy provided that each proxy is appointed to exercise rights attached to a different share or shares held by you. You may not appoint more than one proxy to exercise rights attached to any one share. To appoint more than one proxy, (an) additional Proxy Form(s) may be obtained by contacting the Registrars helpline on +44(0)871 664 0300 (calls cost 10p per minute plus network charge) or you may photocopy this form. Please indicate in the space next to the proxy holder's name the number of shares in relation to which they are authorised to act as your proxy. Please also indicate by ticking the box provided, if the proxy instruction is one of multiple instructions being given. All forms must be signed and should be returned together in the same envelope.
3. To be valid this Form of Proxy (and the power of attorney or other authority, if any under which it is signed or a notarially certified or office copy thereof) must reach Capita Registrars, Proxy Department, The Registry, 34 Beckenham Road, Beckenham, Kent BR3 4BR at least 48 hours before the appointed time of the Meeting or any adjournment thereof.
4. Your proxy can vote for you on a poll. Your proxy can, depending on your shareholding, demand (or join in demanding) a poll on the resolution proposed.
5. In the case of a corporation, this Form of Proxy must be executed under its common seal or signed on its behalf by an officer or attorney duly authorised, stating their capacity (e.g. director, secretary). In the case of an individual, this Form of Proxy must be signed by the appointor or his or her attorney duly authorised.
6. In the case of joint holders, any one holder may sign this Form of Proxy. 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 any other joint holders and for this purpose seniority will be determined by the order in which the names stand in the Register of Members.
7. Completion and return of this form of Proxy will not preclude shareholders from attending and voting in person if they decide to do so.
8. Any alterations made to this Form of Proxy must be initialled.
9. Shareholders must be entered on the Company's register of members at 6.00 p.m. on 15 September 2008 to be entitled to attend and vote at the Meeting. Such Shareholders may only cast votes in respect of Ordinary Shares held at that time. Changes to entries on the register of members after that time shall be disregarded in determining the rights of any person to attend and vote at the Meeting.
10. If you wish your proxy to cast all of your votes for or against a resolution you should insert an "X" in the appropriate box. If you wish your proxy to cast only certain votes for and certain votes against, insert the relevant number of shares in the appropriate box. In the absence of instructions, your proxy may vote or abstain from voting as he or she thinks fit on the specified resolutions and, unless instructed otherwise, may also vote or abstain from voting as he or she thinks fit on any other business (including on a motion to amend a resolution, to propose a new resolution or to adjourn the Meeting) which may properly come before the Meeting.
11. The "Vote Withheld" option is provided to enable you to instruct your proxy to abstain from voting on a particular resolution. A "Vote Withheld" is not a vote in law and will not be counted in the calculation of the proportion of the votes "For" or "Against" a resolution. The "Discretionary" option is provided to enable you to give discretion to your proxy to vote or abstain from voting on a particular resolution as he or she thinks fit.
12. If the Chairman, as a result of any proxy appointments, is given discretion as to how the votes the subject of those proxies are cast and the voting rights in respect of those discretionary proxies, when added to the interests in the Company's securities already held by the Chairman, result in the Chairman holding such number of voting rights that he has a notifiable obligation under the Disclosure and Transparency Rules, the Chairman will make the necessary notifications to the Company and the Financial Services Authority. As a result, any member holding 3% or more of the voting rights in the Company who grants the Chairman a discretionary proxy in respect of some or all of those voting rights and so would otherwise have a notification obligation under the Disclosure and Transparency Rules, need not make a separate notification to the Company and the Financial Services Authority.



3rd Fold and tuck in

BUSINESS REPLY SERVICE
Licence No. MB122



**Capita Registrars
Proxy Department
PO Box 25
The Registry
34 Beckenham Road
Beckenham
Kent BR3 4BR**

1st Fold

2nd Fold