

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION. If you are in any doubt as to the action you should take, you are recommended to seek your own financial advice immediately from your stockbroker, solicitor, accountant or other professional adviser duly authorised under the Financial Services and Markets Act 2000 if you are resident in the United Kingdom or, if not, from another appropriately authorised independent financial adviser.

If you have sold or transferred your ordinary shares in PZ Cussons Plc, please send this document and the accompanying Form of Proxy as soon as possible to the purchaser or transferee of those shares 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, such documents should not be forwarded or transmitted into any jurisdiction in which such an act would constitute a violation of the relevant laws of jurisdiction.

PZ CUSSONS PLC

(incorporated in England and Wales under company number 19457)

Notice of the 2007 Annual General Meeting including items of special business

This document should be read in full. Your attention is drawn to the letter from the Chairman of PZ Cussons Plc set out on pages 3 to 4 of this document in which the Board unanimously recommends that you vote in favour of the resolutions to be proposed as special business at the 2007 Annual General Meeting referred to below.

Notice of the Annual General Meeting of PZ Cussons Plc to be held at The Lowry Hotel, 50 Dearmans Place, Chapel Wharf, Manchester M3 5LH at 12 noon on Monday 24 September 2007 is set out at the end of this document. A Form of Proxy for use at the 2007 AGM is enclosed with this document. To be valid, a Form of Proxy must be received by post at the Company's registrars, Computershare Investor Services PLC, PO Box 1075, Bristol BS13 8FB as soon as possible and in any event not later than 12 noon on 22 September 2007. If you hold shares in CREST, you may appoint a proxy by completing and transmitting a CREST proxy instruction to Computershare (CREST participant ID 3RA50) so that it is received by no later than 12 noon on 22 September 2007. The return of a completed Form of Proxy or CREST proxy instruction will not prevent you from attending the 2007 Annual General Meeting and voting in person if you wish to do so.

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EXPECTED TIMETABLE OF PRINCIPAL EVENTS

(Note 1)

Expected time/date (2007)

(Note 1)

Record date for the final dividend on the Ordinary Shares (Note 2)	5.00pm on 24 August
Latest time and date for receipt of Forms of Proxy	Noon on 22 September
Annual General Meeting	Noon on 24 September
Final dividend paid on Ordinary Shares (Note 2)	26 September

Notes:

- 1 If any of the times and dates in the expected timetable should change, the revised times and/or dates will be notified to Shareholders by an announcement on a Regulatory Information Service. All references to times in this document are to London times.
- 2 Subject to the final dividend being declared at the 2007 Annual General Meeting.

DEFINITIONS

Act	the Companies Act 1985 (as amended)
AGM Notice	the notice of the Annual General Meeting set out on pages 5 to 6 of this document
Annual General Meeting or AGM	the annual general meeting of the Company convened by the AGM Notice and any adjournment thereof
Board or Directors	the board of Directors of the Company
Computershare	Computershare Investor Services PLC
Company	PZ Cussons Plc, incorporated in England and Wales under company number 19457
CREST	a relevant system (as defined in the CREST Regulations) in respect of which CRESTCo Limited is the operator (as defined in the CREST Regulations)
CREST Regulations	Uncertificated Securities Regulations 2001 (SI 2001/3755), as amended
Form of Proxy	the Form of Proxy accompanying this document for use by Shareholders to appoint a proxy to attend and vote in their place at the Annual General Meeting
FSMA	The Financial Services and Markets Act 2000, as amended
London Stock Exchange	London Stock Exchange plc
Official List	the Official List of the UKLA maintained pursuant to Part VI of FSMA
Ordinary Shares	ordinary shares of 1p each in the capital of the Company
PZ Cussons Share Schemes	the PZ Cussons Executive Share Option Scheme and the PZ Cussons Deferred Annual Share Bonus Scheme
Resolutions	the resolutions to be proposed at the AGM as set out in the AGM Notice
Shareholder	a holder of Ordinary Shares
UKLA or UK Listing Authority	the Financial Services Authority, acting in its capacity as the competent authority for the purposes of Part VI of FSMA

LETTER FROM THE CHAIRMAN



PZ Cussons Plc
PZ Cussons House
Bird Hall Lane
Stockport
Cheshire
SK3 0XN

23 August 2007

To the Shareholders and, for information only, to participants in the PZ Cussons Share Schemes

Dear Shareholder

2007 Annual General Meeting

The 2007 Annual General Meeting is to be held at **The Lowry Hotel, 50 Dearmans Place, Chapel Wharf, Manchester M3 5LH** at 12 noon on Monday 24 September 2007. The formal AGM Notice is set out on pages 5 to 6 of this document. In addition to the ordinary business set out in items numbered 1 to 9 of the AGM Notice, you will find resolutions numbered 10 to 12. Resolutions numbered 10 to 12 will be proposed as special business at the meeting in order to renew authorities and powers relating to the Company's share capital approved at the 2006 AGM (including an authority for the Company to purchase its own shares).

This circular provides you with a detailed explanation of Resolutions 10 to 12 and explains the action you should take.

Resolution 10 – Authority to allot relevant securities

This resolution seeks to renew, in line with the guidances of the investor protection committees representing United Kingdom institutional investors (the "IPC Guidelines"), the general authority previously given to the Directors to allot relevant securities. The authority would therefore apply to give the Directors the authority to allot relevant securities of a maximum nominal amount of £1,412,750 representing a maximum number of 141,275,000 Ordinary Shares which represents approximately 33 per cent. of the Company's issued ordinary share capital as at 23 August 2007. This authority would expire 15 months after the passing of the resolution or, if earlier, at the conclusion of the annual general meeting of the Company held in 2008. The Directors have no present intention of exercising this authority.

Resolution 11 – Disapplication of statutory pre-emption rights

This special resolution would give the Directors limited power to allot equity securities (such as ordinary shares) for cash, or sell its own shares out of treasury for cash, without first offering them to existing shareholders under the statutory pre-emption rights. The power relates to "equity securities" (as defined in Section 94 of the Act) - which includes any ordinary shares of the Company. Therefore, if Resolution 11 is passed at the AGM, the power would be and remain in force and would be limited to:

- allotments being made for a rights issue or similar offering of equity securities to shareholders; and
- the allotment of equity securities for cash or the sale of shares out of treasury for cash up to a maximum nominal amount of £214,362 representing a maximum number of 21,436,200 Ordinary Shares which represents approximately 5 per cent. of the issued ordinary share capital as at 23 August 2007.

Treasury shares may be sold for cash, transferred for the purposes of employee share schemes, or cancelled. The Company does not currently hold any of its own shares as treasury shares.

This power would expire 15 months after the passing of the resolution or, if earlier, at the conclusion of the annual general meeting of the Company held in 2008. Again, the Directors have no present intention of exercising this power but believe it is in the interests of shareholders for the Directors to continue to have this flexibility, in those limited circumstances, to allot shares for cash or sell treasury shares for cash. The Directors intend to seek renewal of this power at future annual general meetings.

Resolution 12 – Purchase of own shares

This special resolution, if passed, would authorise the Company to make market purchases of its own Ordinary Shares. The Directors have no present intention of exercising this authority but, again, would wish to have the flexibility to do so in the future. Purchases of own shares would only be made through the London Stock Exchange. This should not be taken to imply that Ordinary Shares will be purchased at any particular price or indeed at all. Any shares purchased would be cancelled or held in treasury. The Companies (Acquisition of Own Shares) (Treasury Shares) Regulations 2003 permit the Company to purchase its own shares and, rather than cancel those shares, hold them as treasury shares, in which case they would carry no voting rights and no entitlement to any dividend for as long as they are held as treasury shares. If shares were repurchased and cancelled, then the number of shares in issue would thereby be reduced.

The Directors will only exercise the authority to make purchases of shares granted by this resolution if they believe that to do so would result in an improvement in earnings per share and is in the best interests of Shareholders generally. The maximum number of Ordinary Shares which may be purchased is 42,872,450 representing 10 per cent. of the Company's issued ordinary share capital as at 23 August 2007. The authority would, again, expire 15 months after the date of the resolution or, if earlier, at the conclusion of the annual general meeting of the Company held in 2008. The minimum price that could be paid for an Ordinary Share would be 1p and the maximum price would be equal to 105 per cent. of the average middle market quotation for an Ordinary Share as derived from the London Stock Exchange Daily Official List for the five business days immediately preceding the day on which the share is contracted to be purchased, in each case excluding expenses. The Directors expect, if the authority were to be exercised, the consideration for such purchases would be defrayed by utilising the distributable reserves of the Company. The Directors intend to seek renewal of this authority at future annual general meetings.

As at 23 August 2007, options over a total of 6,864,539 Ordinary Shares were outstanding and not exercised. That number of Ordinary Shares represents 1.60 per cent. of the Company's issued ordinary share capital as at 23 August 2007. It would represent 1.78 per cent. of the issued ordinary share capital if the authority to purchase the Company's own shares had been exercised in full at that date.

Action to be taken

The AGM Notice is on pages 5 to 6 of this document. Accompanying this circular you will find a Form of Proxy for use in relation to the AGM. **Whether or not you intend to be present at the AGM, you are requested to complete the Form of Proxy and return it in accordance with the instructions printed on it so that it is received as soon as possible and in any event not later than 48 hours before the time appointed for the AGM.** Completion and return of the Form of Proxy will not prevent you from attending the AGM and voting in person should you wish to do so.

Recommendation

The Board considers that Resolutions 10 to 12 inclusive set out in the AGM Notice are in the best interests of the Company and the Shareholders as a whole and unanimously recommends Shareholders to vote in favour of those resolutions as each of the Directors intends to in respect of his own beneficial holding of Ordinary Shares.

Yours faithfully



Anthony Green
Chairman

PZ CUSSONS PLC
Notice of Annual General Meeting

Notice is hereby given that the annual general meeting of the members of PZ Cussons Plc will be held at The Lowry Hotel, 50 Dearmans Place, Chapel Wharf, Manchester M3 5LH on Monday, 24 September 2007 at 12 noon for the purposes set out below.

Ordinary business

- 1 To receive the audited financial statements for the year ended 31 May 2007 and the reports of the directors and the auditor thereon.
- 2 To approve the report on directors' remuneration.
- 3 To declare a final dividend for the year ended 31 May 2007 of 3.27p per ordinary share of 1p each in the Company.
- 4 To elect J A Arnold (a director who was appointed by the Board in January 2007) as a director of the Company.
- 5 To re-elect A J Green (a director who is retiring by rotation under the Articles of Association) as a director of the Company.
- 6 To re-elect A G Calder (a director who is retiring by rotation under the Articles of Association) as a director of the Company.
- 7 To re-elect D W Lewis (a director who is retiring by rotation under the Articles of Association) as a director of the Company.
- 8 To re-appoint Deloitte & Touche LLP as the auditor of the Company.
- 9 To authorise the directors to fix the remuneration of the auditor.

As special business of the meeting to consider and, if thought fit, to pass the following resolutions which will be proposed as ordinary or special resolutions as indicated below.

- 10 As an ordinary resolution:

That the directors be and they are hereby generally and unconditionally authorised in accordance with section 80 of the Companies Act 1985 ("Act") to exercise all the powers of the Company to allot relevant securities (as defined by section 80(2) of the Act) up to an aggregate nominal amount of £1,412,750. This authority shall expire, unless it is (prior to its expiry) duly revoked or varied or renewed, on the earlier of 23 December 2008 and the conclusion of the annual general meeting of the Company to be held in 2008 provided 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 directors may allot relevant securities in pursuance of such an offer or agreement as if the authority conferred hereby had not expired.

- 11 As a special resolution:

That the directors be and they are hereby empowered pursuant to section 95(1) of the Companies Act 1985 ("Act") to allot equity securities (as defined in section 94(2) and 94(3A) of the Act) pursuant to the authority given to them for the purposes of section 80 of the Act by resolution 10 set out in the Notice of Annual General Meeting of the Company included in the circular to the shareholders of the Company dated 23 August 2007 (of which this resolution 11 forms a part) as if section 89(1) of the Act did not apply to any such allotment. This authority shall expire, unless it is (prior to its expiry) duly revoked or varied or renewed, on the earlier of 23 December 2008 and the conclusion of the annual general meeting of the Company to be held in 2008 and shall be limited:

- (a) to the allotment of equity securities in connection with a rights issue or other issue in favour of holders of ordinary shares where the equity securities respectively attributable to the interests of all holders of ordinary shares are proportionate (as nearly as practicable) to the respective numbers of ordinary shares held or deemed to be held by them, subject only to such exclusions or other arrangements as the directors may deem necessary or expedient to deal with fractional entitlements, legal or practical problems arising in any overseas territory, the requirements of any regulatory body or stock exchange or any other matter; and
- (b) to the allotment (other than pursuant to sub-paragraph (a) above) of equity securities for cash up to an aggregate nominal value of £214,362.

12 As a special resolution:

That the Company be and it is hereby generally and unconditionally authorised to make market purchases (within the meaning of section 163(3) of the Companies Act 1985) of its own ordinary shares of 1p each on such terms, and in such manner as the directors may, from time to time, determine provided that:

- (a) the maximum number of ordinary shares of 1p each which may be purchased pursuant to this authority is 42,872,450;
- (b) the maximum price (exclusive of expenses) which may be paid for an ordinary share of 1p each is an amount equal to 105 per cent. of the average of the middle market quotations for such share (derived from the London Stock Exchange Daily Official List) for the 5 business days immediately preceding the date of purchase;
- (c) the minimum price which may be paid for an ordinary share of 1p each is 1p;
- (d) unless revoked, varied or renewed prior to such date, this authority shall expire on the earlier of 23 December 2008 and the conclusion of the annual general meeting of the Company to be held in 2008 provided that the Company may make a contract to purchase ordinary shares of 1p each before the expiry of this authority which will or may be executed wholly or partly after the expiry of such authority and may purchase ordinary shares of 1p each in pursuance of any such contract; and
- (e) such authorisation is in substitution for and to the exclusion of any existing authority subsisting at the date of this resolution (save to the extent that the same may already have been exercised).

Dated this 23 day of August 2007

By Order of the Board



B H Leigh
Secretary

PZ Cussons Plc
PZ Cussons House
Bird Hall Lane
Stockport
Cheshire SK3 0XN

Notes

- 1 A member of the Company entitled to attend and vote at this meeting is also entitled to appoint a proxy (whether a member or not) to attend and, on a poll, vote instead of him. A Form of Proxy is enclosed. In order to be valid, Forms of Proxy must be received at the offices of the Registrar, Computershare Investor Services PLC, not later than 48 hours before the time appointed for the AGM (i.e. by no later than 12 noon on 22 September 2007).
- 2 The Form of Proxy may be completed, signed and returned to the Registrar or submitted via the internet. If you lodge your Form of Proxy via the internet, it is not necessary also to return the paper Form of Proxy. If you would like to submit your proxy vote online, you can do so by accessing the Registrar's website **www-uk.computershare.com/proxy** and then selecting PZ Cussons Plc from the menu. You will require your unique PIN and Shareholder Reference Number which are printed on the front of the Form of Proxy to log in (the PIN will expire at the end of the voting period).
- 3 CREST members who wish to appoint a proxy or proxies by utilising the CREST electronic proxy appointment service may do so for this AGM by utilising the procedures described in the CREST Manual. 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 must be transmitted so as to be received by the issuer's agent (ID 3RA50) by the latest time(s) for receipt of proxy appointments referred to in Note 1 above. 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 issuer's agents are able to retrieve the message by enquiry to CREST in the manner prescribed by CREST.

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 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 the Regulation 35(5)(a) of the Uncertificated Securities Regulations 2001.

- 4 Pursuant to Regulation 41 of the Uncertificated Securities Regulations 2001 the Company specifies that only holders of ordinary shares of 1p each registered in the register of members of the Company as at 6.00pm on 22 September 2007 (or 6.00 pm on the date two days before any adjourned meeting) shall be entitled to attend and vote at the annual general meeting or any adjournment thereof in respect of the number of ordinary shares of 1p each registered at their name at that time. Changes to entries on the register of members after 6.00pm on 22 September 2007 (or 6.00 pm on the date two days before any adjourned meeting) shall be disregarded in determining the rights of any person to attend or vote at the meeting or any adjournment thereof.
- 5 Copies of:
 - (a) the service contracts of the executive directors and of the letters of appointment from the Company to its non-executive directors; and
 - (b) the Memorandum and Articles of Association of the Company

will be available for inspection at the registered office of the Company and at the offices of Addleshaw Goddard LLP, 150 Aldersgate Street, London EC1A 4EJ during usual business hours on any weekday from the date of this Notice of AGM until the date of the Annual General Meeting and, together with the register of directors' interests, will be available for inspection on the date and at the place of the meeting from 11.45 am until the conclusion of the meeting.