

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 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 2009 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 5 to 8 of this document in which the Board unanimously recommends that you vote in favour of all the Resolutions to be proposed at the 2009 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 5 October 2009, is set out at the end of this document. A Form of Proxy for use at the 2009 AGM is enclosed with this document. To be valid, a Form of Proxy must be received by post by the Company's Registrar at The Pavilions, Bridgwater Road, Bristol BS99 6ZY, or if voting by electronic proxy, the Electronic Proxy Instruction must have been completed and transmitted via the Company's Registrars' website at www.eproxyappointment.com, in each case as soon as possible and in any event not later than 12 noon on 3 October 2009. If you hold shares in CREST, you may appoint another person, or two or more persons, in respect of different shares held by you, as a proxy or proxies by completing and transmitting a CREST Proxy Instruction to Computershare Investor Services PLC (CREST participant ID 3RA50) so that it is received by no later than 12 noon on 3 October 2009. The return of a completed Form of Proxy or the transmission of an Electronic Proxy Form or a CREST Proxy Instruction will not prevent you from attending the 2009 AGM and speaking and voting in person if you wish to do so.

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Expected Timetable of Principal Events

(Note 1)

Expected time/date (2009) (Note 1)

Record date for the final dividend on the Ordinary Shares (Note 2)	5.00pm on 21 August
Latest time and date for receipt of Forms of Proxy or the transmission of an Electronic Proxy Instruction or a CREST Proxy Instruction (Note 3)	12 noon on 3 October
Annual General Meeting	12 noon on 5 October
Final dividend paid (Note 2)	7 October

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 2009 Annual General Meeting.
- 3 A Form of Proxy must be received by the Company's Registrars at Computershare Investor Services PLC, The Pavilions, Bridgwater Road, Bristol BS99 6ZY by this date. Similarly, if voting by electronic means, an Electronic Proxy Instruction must have been transmitted via the Company's Registrars website at www.eproxyappointment.com by this time and date. If you hold shares in CREST, you may appoint another person, or two or more persons in respect of different shares held by you as a proxy or proxies by transmitting a CREST Proxy Instruction to the Company's Registrar (CREST participant ID 3RA50) by this time and date.

Definitions

Act	the Companies Act 2006
AGM Notice	the notice of the 2009 Annual General Meeting set out on pages 12 to 16 inclusive of this document
Annual General Meeting or AGM	the annual general meeting of the Company convened by the AGM Notice or any adjournment thereof
Board or Directors	the board of directors of the Company
Company	PZ Cussons Plc, incorporated in England and Wales under company number 19457
Company's Registrar	Computershare Investor Services PLC
CREST	a relevant system (as defined in the CREST Regulations) in respect of which Euroclear UK & Ireland Limited is the operator (as defined in the CREST Regulations)
CREST Proxy Instruction	a proxy appointment or a proxy instruction made or effected by Shareholders using the CREST voting service via the appropriate CREST message to appoint one or more proxies to attend and/or speak and/or vote in their place at the Annual General Meeting
CREST Regulations	Uncertificated Securities Regulations 2001 (SI 2001/3755), as amended
Current Articles	the existing articles of association of the Company in force as at the date of this document
Current Memorandum	the existing memorandum of association of the Company in force as at the date of this document
Electronic Proxy Instruction	the Form of Proxy accompanying this document for use by Shareholders to appoint one or more proxies to attend and/or speak and/or vote in their place at the Annual General Meeting to be lodged electronically via the Company's Registrars' website at www.eproxyappointment.com in accordance with the instructions set out therein
Executive Director	an Executive Director of the Company
Form of Proxy	the Form of Proxy accompanying this document for use by Shareholders to appoint one or more proxies to attend and/or speak and/or vote in their place at the Annual General Meeting to be returned by post or by hand to the Company's Registrar in accordance with the instructions set out therein
FSMA	The Financial Services and Markets Act 2000, as amended
London Stock Exchange	London Stock Exchange plc
New Articles	the articles of association proposed to be adopted by the Company in substitution for the Current Articles pursuant to Resolution 13
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, the PZ Cussons Deferred Annual Share Bonus Scheme and the PZ Cussons Performance Share Plan
Resolutions	the resolutions to be proposed at the AGM as set out in the AGM Notice and Resolution shall be interpreted accordingly
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

25 August 2009

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

Dear Shareholder

2009 Annual General Meeting

The 2009 Annual General Meeting is to be held at **The Lowry Hotel, 50 Dearmans Place, Chapel Wharf, Manchester M3 5LH at 12 noon on Monday 5 October 2009**. The formal AGM Notice is set out on pages 12 to 16 inclusive of this document. In addition to the ordinary business set out in items numbered 1 to 8 of the AGM Notice, you will find Resolutions numbered 9 to 14. Resolutions numbered 9 to 14 will be proposed as special business at the AGM.

This circular provides you with a detailed explanation of Resolutions 9 to 14 and explains the action which you should take.

Resolution 9 – Authority to allot relevant securities

This ordinary resolution seeks to renew the general authority previously given to the Directors to allot relevant securities. The authority would apply to give the Directors the authority to allot shares and to grant rights to subscribe for or to convert any security into shares in the Company, up to a maximum nominal amount of £1,412,750 representing a maximum number of 141,275,040 Ordinary Shares which represents approximately 33 per cent. of the Company's issued ordinary share capital as at 21 August 2009 being the latest practicable date prior to publication of this document. 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 2010. The Directors have no present intention of exercising this authority. The Company holds no treasury shares as at 21 August 2009, being the latest practicable date prior to publication of this document.

Resolution 10 – 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 560 of the Act) – which includes any Ordinary Shares. Therefore, if Resolution 10 is passed at the AGM, the 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 2010 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 of the Company as at 21 August 2009, being the latest date prior to publication of this document.

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.

Again, the Directors have no present intention of exercising this power but believe that 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 11 – 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 (as amended) 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 Ordinary 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 42,872,496 representing 10 per cent. of the Company's issued ordinary share capital as at 21 August 2009. 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 2010. The minimum price which 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. If the authority were to be exercised, the Directors expect 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 21 August 2009, options over or rights to subscribe for a total of 6,617,327 Ordinary Shares were outstanding and not exercised. That number of Ordinary Shares represents 1.54 per cent. of the Company's issued ordinary share capital as at 21 August 2009. It would represent 1.71 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.

Resolution 12 – Notice of general meetings

This special resolution is proposed in order to address an issue arising as a consequence of the implementation of the Shareholder Rights Directive (2007/36/EC) by the Companies (Shareholder's Rights) Regulations 2009 (**Regulations**) on 3 August 2009. The Regulations will increase the notice period for general meetings of the Company to 21 days. The Company is currently able to call general meetings (other than an annual general meeting) on 14 clear days' notice and the Directors believe that the Company should preserve this ability. In order to be able to do so following the implementation of the Regulations, Shareholders must have approved the calling of meetings on 14 days' notice. This resolution therefore seeks such approval and, if granted, approval would be effective until the Company's next annual general meeting and the Directors intend to seek the renewal of this approval at future annual general meetings.

Resolution 13 – Amendment to the Current Memorandum and the adoption of New Articles of Association

Resolution 13 will be proposed in order to make amendments to the Current Memorandum and to adopt the New Articles – in each case to take account of changes in applicable company law brought about principally by the Act. The Act is being implemented in phases with some provisions being brought into force on 1 October 2009.

The Appendix on page 9 explains the changes proposed to be made to the Current Memorandum and summarises the principal differences between the Current Articles and the New Articles.

Other changes to the Current Articles, which are of a minor, technical or clarifying nature and also some more minor changes which merely reflect changes made by the Act or conform the language of the New Articles with that used in the model articles for public companies produced by the Department for Business, Enterprise and Regulatory Reform, have not been summarised or noted in the Appendix.

Resolution 14 – Political donations

It has always been the Company's policy that it does not make political donations. This remains the Company's policy.

Part 14 of the Act imposes restrictions on companies making political donations to any political party or other political organisation or to any independent election candidate unless they have been authorised to make donations at a general meeting. Whilst the Company has no intention of making such political donations, the Act includes broad and ambiguous definitions of the terms "political donation" and "political expenditure" which may apply to some normal business activities which would not generally be considered to be political in nature.

The Board therefore considers that, as a purely precautionary measure, it would be prudent to obtain the approval of Shareholders to make donations to political parties, political organisations and independent election candidates and to incur political expenditure up to the specified limit. The Directors intend to seek renewal of this approval at future annual general meetings but wish to emphasise that the proposed resolution is a precautionary measure for the above reason and that they have no intention of entering into any party political activities.

Proxies

Whether or not you intend to be present at the AGM:

- unless you hold your shares in CREST you are requested to either (i) complete and return the Form of Proxy or (ii) complete and transmit an Electronic Proxy Instruction, in each case in accordance with the instructions printed on the Form of Proxy or, if relevant, any instructions set out on the Company's Registrars' website at www.eproxyappointment.com.
- if you hold your shares in CREST, you are requested to complete and transmit a CREST Proxy Instruction and transmit it to Computershare Investor Services PLC (CREST participant ID 3RA50) in accordance with the CREST Manual.

The Form of Proxy should be received (or if voting by electronic means, an Electronic Proxy Instruction should be transmitted) and a CREST Proxy Instruction should be transmitted, in each case, 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 or completion and transmission of an Electronic Proxy Instruction or a CREST Proxy Instruction will not prevent you from attending and speaking and voting in person at the AGM, should you wish to do so.

Recommendation

The Board considers that Resolutions 9 to 14 (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 their own beneficial holdings of Ordinary Shares.

Yours faithfully

Anthony Green
Chairman

Appendix

Explanatory notes of changes to the current memorandum and principal differences between the current articles and the new articles

1 Amendments to the Current Memorandum

The provisions relating to the constitution of the Company and regulating the operations of the Company as at the date hereof are set out in the Current Memorandum and the Current Articles. The Current Memorandum contains, among other things, the objects clause which sets out the scope of the activities that the Company is authorised to undertake. This is drafted to give authority for a wide scope of activities.

The Act significantly reduces the constitutional significance of a company's memorandum. The Act provides that a memorandum will record only the names of subscribers and the number of shares each subscriber has agreed to take in the company. Under the Act, the objects clause and all other provisions which are currently contained in a company's memorandum, for existing companies at 1 October 2009, will be deemed to be contained in the company's articles of association – but the company can remove these provisions by special resolution.

Further, the Act states that unless a company's articles provide otherwise, a company's objects are unrestricted. This provision of the Act therefore abolishes the need for companies to have objects clauses.

For these reasons, the Company is proposing to remove its objects clause together with all other provisions of the Current Memorandum which, by virtue of the Act, are to be treated as forming part of the Company's articles of association as of 1 October 2009. Resolution 13 confirms the removal of these provisions for the Company. As the effect of this resolution will be to remove the statement in the Current Memorandum regarding limited liability, the New Articles also contain an express statement regarding the limited liability of the shareholders.

2 Articles which duplicate statutory provisions

Provisions in the Current Articles which replicate provisions contained in the Act will, in the main, be removed in the New Articles. This is in line with the approach advocated by the Government – to the effect that statutory provisions should not be duplicated in a company's constitution.

3 Authorised share capital and unissued shares

The Act abolishes the requirement for a company to have an authorised share capital and the New Articles reflect this. Directors will still be limited as to the number of shares they can at any time allot because allotment authority continues to be required from a company's shareholders under the Act, save in respect of certain employee share schemes.

4 Redeemable shares

At present, if a company wishes to issue redeemable shares, it must include in its articles the terms and manner of redemption. The Act enables directors to determine such matters instead, provided they are so authorised by the articles. The New Articles therefore contain such an authorisation. The Company has no plans to issue redeemable shares but, if it did so, the Directors would need shareholders' authority to issue new shares in the usual way.

5 Authority to purchase own shares, consolidate and sub-divide shares, and reduce share capital

Under the law currently in force, a company requires specific enabling provisions in its articles to purchase its own shares, to consolidate or sub-divide its shares and to reduce its share capital or other undistributable reserves as well as shareholder authority to undertake the relevant action. The Current Articles include these enabling provisions. Under the Act, a company will only require shareholder authority to do any of these things and it will no longer be necessary for articles to contain enabling provisions. Accordingly, the relevant enabling provisions have been removed in the New Articles.

6 Use of seals

A company currently requires authority in its articles to have an official seal for use abroad. After 1 October 2009, such authority will no longer be required. Accordingly, the relevant authorisation has been removed in the New Articles.

The New Articles also provide an alternative option for the execution of documents (other than share certificates). Under the New Articles, when the seal is affixed to a document, it may be signed by one authorised person in the presence of a witness, whereas previously the requirement was for signature by either a director and the secretary or two directors or such other person or persons as the Directors may approve.

7 Share warrants to bearer

An article will be inserted allowing the Company to issue "share warrants to bearer" (bearer shares), and to provide for the future payment of dividends on them, as permitted by the Act. The Directors currently have no plans to issue such warrants.

8 Chairman's casting vote

Provisions in articles of association giving the chairman a casting vote at shareholders' meetings became ineffective from 1 October 2007, but companies with a casting vote provision in their articles of association on that date were, broadly, allowed to keep it. However, the EU Shareholders Rights Directive (**Directive**) requires that all shareholders be treated equally and therefore the Companies (Shareholders' Rights) Regulations 2009, which implemented the Directive in UK law, removes this saving provision for UK traded companies, such that the casting vote provision in the Company's articles is now redundant. Accordingly, the relevant provision has been excluded from the New Articles.

9 Suspension of registration of share transfers

The Current Articles permit the Directors to suspend the registration of transfers. Under the Act, share transfers must be registered as soon as practicable. The power in the Current Articles to suspend the registration of transfers is inconsistent with this requirement. Accordingly, this power has been excluded from the New Articles.

10 Vacation of office by directors

The Current Articles specify the circumstances in which a director must vacate office. The New Articles update these provisions to reflect the approach taken on mental and physical incapacity in the model articles for public companies produced by the Department for Business, Enterprise and Regulatory Reform.

11 CREST

The New Articles contain a number of provisions designed to maximise the Company's ability to use electronic systems for dealing in shares through CREST.

12 Electronic and web communications

Provisions of the Act which came into force in January 2007 enable companies to communicate with members by electronic means or via a website. The New Articles will allow the Company to communicate with Shareholders by electronic means and will also permit the Company to take advantage of the new provisions relating to website communications.

The Company believes that there are potential advantages to electronic and/or website communication, including significant environmental benefits and cost savings. However, it should be noted that the proposed amendments are permissive only and that, before the Company can formally communicate with a Shareholder by electronic means and/or by means of website communication, the relevant shareholder must be asked individually by the Company to agree that the Company may send or supply documents or information to that Shareholder by electronic means and/or by means of a website.

The New Articles also contain provisions concerning electronic communications as to make them more consistent with the "company communication provisions" in the Act.

13 General

Generally, the opportunity has been taken to include clearer language in the New Articles and, in some areas, to conform the language of the New Articles with that used in the model articles for public companies produced by the Department for Business, Enterprise and Regulatory Reform.

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, 5 October 2009 at 12 noon for the purposes set out below.

Ordinary business

- 1 To receive the audited financial statements for the year ended 31 May 2009 and the reports of the directors and the auditor thereon.
- 2 To approve the report on directors' remuneration for the year ended 31 May 2009.
- 3 To declare a final dividend for the year ended 31 May 2009 of 4.085p per ordinary share of 1p each in the Company.
- 4 To re-elect A J Green (a director who is retiring by rotation under the Company's Articles of Association) as a director of the Company.
- 5 To re-elect C G Davis (a director who is retiring by rotation under the Company's Articles of Association) as a director of the Company.
- 6 To re-elect B H Leigh (a director who is retiring by rotation under the Company's Articles of Association) as a director of the Company.
- 7 To re-appoint PricewaterhouseCoopers LLP as the auditor of the Company.
- 8 To authorise the Directors to fix the remuneration of the auditor.

Special business

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

- 9 As an ordinary resolution:
That:
 - (a) the Directors be generally and unconditionally authorised in accordance with section 551 of the Companies Act 2006 to exercise all the powers of the Company:
 - (i) to allot shares in the Company; and
 - (ii) to grant rights to subscribe for or to convert any security into shares in the Company,

up to a maximum aggregate nominal amount of £1,412,750;
 - (b) this authority shall expire, unless it is (prior to its expiry) duly revoked or varied or renewed, at 11.59pm on 4 January 2011, or if earlier, at the conclusion of the annual general meeting of the Company to be held in 2010, provided that the Company may, before such expiry, make an offer or agreement which would or might require shares to be allotted, or rights to be granted after such expiry and, notwithstanding such expiry, the Directors may allot shares, or grant rights to subscribe for or to convert any security into shares, in pursuance of such an offer or agreement as if the authority conferred hereby had not expired.

10 As a special resolution:

That the Directors be and they are hereby empowered pursuant to section 570 of the Companies Act 2006 (Act) to allot equity securities (as defined in section 560 of the Act) pursuant to the authority given to them for the purposes of section 551 of the Act by resolution 9 set out in the Notice of Annual General Meeting of the Company included in the circular to the shareholders of the Company dated 25 August 2009 (of which this resolution 10 forms a part) as if section 561 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, at 11.59pm on 4 January 2011, or if earlier, at the conclusion of the annual general meeting of the Company to be held in 2010 and shall be limited:

- (a) to the allotment of equity securities in connection with any rights issue, open offer or other pre-emptive offer, open for acceptance for a period determined by the Directors, to the holders of ordinary shares on the register on any fixed record date in proportion to their holdings of ordinary shares in the capital of the Company (and, if applicable, to the holders of any other class of equity security in the capital of the Company in accordance with the rights attached to such class), subject to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to (i) fractions of such securities, (ii) the issue, transfer and/or holding of any securities in certificated form or in uncertificated form, (iii) the use of one or more currencies for making payments in respect of such offer, (iv) any such shares or other securities being represented by depository receipts, (v) treasury shares or (vi) any legal or practical problems arising under the laws of, or the requirements of any regulatory body or any competent authority or any stock exchange in, any territory; 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.

11 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 693(4) of the Companies Act 2006) 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 42,872,496;
- (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 five 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 at 11.59pm on 4 January 2011, or if earlier, at the conclusion of the annual general meeting of the Company to be held in 2010, 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).

12 As a special resolution:

That a general meeting other than an annual general meeting may be called on not less than 14 clear days' notice.

13 As a special resolution:

That:

(a) the Memorandum of Association of the Company be amended by deleting all the provisions of the Memorandum of Association which, by virtue of section 28 of the Companies Act 2006, are to be treated as provisions of the Company's Articles of Association; and

(b) the Articles of Association produced to the meeting and signed 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 of the Company.

14 As a special resolution:

That in accordance with section 366 of the Companies Act 2006 (**Act**) the Company and any company which is or becomes a subsidiary of the Company during the period to which this resolution relates be and they are hereby authorised:

(a) to make political donations to political parties, political organisations and/or independent election candidates; and

(b) to incur political expenditure,

provided that:

(i) the authority conferred by this resolution shall commence on the date on which it is passed and expire at 11.59pm on 4 January 2011, or if earlier, at the conclusion of the annual general meeting of the Company to be held in 2010;

(ii) the aggregate amount of such donations and expenditure shall not exceed £100,000 and the amount authorised under each of paragraphs (a) and (b) above shall also be limited to such amount; and

(iii) in this resolution the expressions "political donation", "political parties", "political organisation", "political expenditure" and "independent election candidate" have the meanings respectively set out in Part 14 of the Act.

Dated this 25 day of August 2009

By Order of the Board

S P Plant
Secretary

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

Notes

1. A member of the Company who is entitled to attend, speak and vote at this meeting is also entitled to appoint another person, or two or more persons in respect of different shares held by him, as a proxy (whether a member or not) to attend, speak and vote instead of that member. A Form of Proxy is enclosed. If the proxy is being appointed in relation to less than your full voting entitlement, please enter in the box next to the holder's name the number of shares in relation to which they are authorised to act as your proxy. If no figure is inserted, your proxy will be deemed to be authorised in respect of your full voting entitlement (or, if the Form of Proxy has been issued in respect of a designated account for a shareholder, the full voting entitlement for that designated account). In order to be valid, Forms of Proxy must be received at the offices of the Company's Registrar at The Pavilions, Bridgwater Road, Bristol BS99 6ZY (together with any power of attorney or other authority under which it is signed, or a certified copy of such item), not later than 12 noon on 3 October 2009). Completing and returning a Form of Proxy will not prevent a member from attending in person, speaking and voting at the meeting should he so wish.
2. The Form of Proxy may be completed, signed and returned to the Registrar as above or, alternatively, may be submitted via the internet. If you lodge an Electronic Proxy Instruction 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 Company's Registrar's website www.eproxyappointment.com. To log in, you will require the Control Number, your unique PIN and Shareholder Reference Number which are printed on the front of the Form of Proxy. Please note the PIN will expire at the end of the voting period. To be valid, the Electronic Proxy Instruction must be completed and transmitted via the Company's Registrar's website at www.eproxyappointment.com no later than 12 noon on 3 October 2009.
3. CREST members who wish to appoint one or more proxies may do so by utilising the procedures described in "the CREST voting service" section of the CREST Manual. CREST personal members or other CREST sponsored members, and those CREST members who have appointed one or more voting service providers, 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 CREST Proxy Instruction to be valid, the appropriate CREST message must be properly authenticated in accordance with the specifications of CREST's operator, Euroclear UK & Ireland Limited (Euroclear), and must contain all the relevant information required by the CREST Manual. To be valid, regardless of whether it constitutes the appointment of a proxy or is an amendment to the instruction given to a previously appointed proxy, 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 Euroclear does not make available special procedures in the CREST system for transmitting any particular message. Normal system timings and limitations 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 a CREST sponsored member or has appointed any voting service provider, to procure that his CREST sponsor or voting service provider(s) take(s)) such action as is necessary to ensure that a message is transmitted by means of the CREST system by any particular time. CREST members and, where applicable, their CREST sponsors or voting service providers should take into account the provisions of the CREST Manual concerning timings as well as its sections on "Practical limitations of the system".

The Company may treat as invalid a CREST Proxy Instruction in the circumstances set out in the Uncertificated Securities Regulations 2001, or the CREST Manual.

4. Any person to whom this notice is sent who is currently nominated by a member of the Company to enjoy information rights under section 146 of the Act (a "nominated person") may have a right under an agreement between him and such member to be appointed, or to have someone else appointed, as a proxy for the meeting. If he has no such right or does not wish to exercise it, he may have a right under such an agreement to give instructions to the member concerned as to the exercise of voting rights. The statement in Note 1 above of the rights of a member in relation to the appointment of proxies does not apply to a nominated person. Such rights can only be exercised by the member concerned.
5. 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 3 October 2009 (or 6.00pm on the date two days before any adjourned meeting) shall be entitled to attend, speak and vote at the annual general meeting or any adjournment thereof in respect of the number of ordinary shares of 1p in the Company each registered at their name at that time. Changes to entries on the register of members after 6.00pm on 3 October 2009 (or 6.00pm on the date two days before any adjourned meeting) shall be disregarded in determining the rights of any person to attend, speak and vote at the meeting or any adjournment thereof.
6. 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 Current Memorandum, the Current Articles and the New Articles (together with a summary explaining the changes to the Current Memorandum and the principal differences between the Current Articles and the New Articles)

will be available for inspection at the registered office of the Company and at the offices of Addleshaw Goddard LLP, Milton Gate, 60 Chiswell Street, London, EC1Y 4AG during usual business hours on any weekday (Saturdays, Sundays and English public holidays excepted) from the date of this Notice 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 11.45am until the conclusion of the meeting.

- 7 As at 21 August 2009 (being the latest practicable date prior to the printing of this document) (i) the Company's issued ordinary share capital consisted of 428,724,960 ordinary shares, all carrying one vote each, and (ii) the total voting rights in the Company were 428,724,960.
- 8 Information required by Section 311A of the Companies Act 2006 (*Traded companies: publication of information in advance of general meetings*) can be located on the Company's website at www.pzcussons.com.
- 9 Pursuant to Section 319A Companies Act 2006 (*Right to ask question at meeting of traded company*), the Company must answer any question put forward by a Shareholder at the Annual General Meeting, save that the Company does not need to answer such question if:
 - (a) to do so would:
 - (i) interfere unduly with the preparation of the meeting; or
 - (ii) involve the disclosure of confidential information;
 - (b) the answer has already been given on a website in the form of an answer to a question; or
 - (c) it is undesirable in the interests of the Company or the good order of the meeting that the question be answered.
- 10 Biographical details of those directors of the Company who are standing for re-election at the AGM can be found at page 36 in the Company's Annual Report and Financial Statements 2009 which accompanies this document.