

# Notice of Annual General Meeting

NOTICE IS HEREBY GIVEN that the Annual General Meeting ("AGM") of Lombard Medical Technologies Plc ("the Company") will be held at 12 noon on 20 May 2010 at the offices of Berwin Leighton Paisner, Adelaide House, London Bridge, London, EC4R 9HA for the following purposes:

To consider and, if thought fit, to pass the following resolutions which will be proposed as ordinary resolutions:

- 1 To receive the Company's financial statements for the year ended 31 December 2009 together with the report of the Directors and Auditors.
- 2 To re-elect Richard Johnston as a Director who retires by rotation.
- 3 To re-elect Craig Rennie as a Director who retires by rotation.
- 4 To re-elect Michael Stevens as a Director who retires by rotation.
- 5 To re-appoint John Rush as a Director who, having been elected a Director prior to this AGM retires, and being eligible, offers himself for re-appointment.
- 6 To re-appoint Don Ricci as a Director who, having been elected a Director prior to this AGM retires, and being eligible, offers himself for re-appointment.
- 7 To approve the Lombard Medical Technologies PLC Share Option Plan (2005) (the "Plan").

The Lombard Medical Technologies PLC Share Option Plan(2005) (the "Plan") was previously adopted and approved by the Directors and its principal terms were described in paragraph 6 of Part VI: Additional Information of the Company's admission document published 7 December 2005.

The Company now has a number of employees who are US tax payers and it is in their interests and in the interests of the Company to grant those employees potentially US tax favoured options, known as incentive stock options ("ISOs") as defined under Section 422 of the US Internal Revenue Code of 1986, as amended (the "Code").

The ISO rules allow US\$100,000 worth of shares (based on fair market value at grant) under option to vest in any calendar year. Generally there is no tax at exercise of an ISO and if the employee sells the shares acquired on a date that is more than one year after exercise and two years after grant the employee pays only long term capital gains tax.

To qualify for such potentially favourable tax treatment certain provisions of the Code are required to be followed, most importantly ISOs must be granted pursuant to a written plan approved by the Company's shareholders within 12 months before or after the grant of ISOs and the Plan must include a cap on the aggregate number of shares that can be issued as ISOs pursuant to the Plan.

Thus shareholder approval to the Plan is now sought to facilitate the grant of ISOs and a cap of 326,000,000 ordinary shares (representing 15% of the current issued share capital) that may be placed under option including existing options already outstanding and ISOs has been added to the Plan rules. ISOs shall only be granted to employees of the Company or any parent or subsidiary corporation thereof within the meaning of Sections 424(e) or (f) of the Code.

- 8 To re-appoint PricewaterhouseCoopers LLP as Auditors of the Company to hold office from conclusion of the meeting to the conclusion of the next meeting at which the accounts are to be laid.
- 9 To authorise the Directors to agree the Auditors' remuneration.

By order of the Board

Rhod Jones  
Secretary

15 April 2010

Registered office:  
Lombard Medical House  
4 Trident Park  
Basil Hill Road  
Didcot  
Oxfordshire OX11 7HJ

## Notes

- 1 Only holders of ordinary shares, or their duly appointed representatives, are entitled to attend, vote and speak at the meeting. A member so entitled may appoint (a) proxy(ies), who need not be (a) member(s), to attend, speak and vote on his/her behalf. A proxy form is enclosed with this Notice. To be valid a proxy appointment must reach the office of the Company's Registrars, PXS, 34 Beckenham Road, Beckenham, Kent BR3 4TU not less than 48 hours before the time fixed for the meeting or any adjournment thereof.
- 2 The Company, specifies that only those shareholders on the register of members of the Company as at 6pm on 18 May 2010 (or, if the meeting is adjourned, shareholders on the register of members not later than 48 hours before the time fixed for the adjourned meeting) are entitled to attend and vote at the meeting in respect of the shares registered in their names at that time. Subsequent changes to the register shall be disregarded in determining the rights of any person to attend and vote at the meeting.
- 3 A member may appoint more than one proxy in relation to the meeting provided that each proxy is appointed to exercise the rights attached to a different share or shares held by him. To appoint more than one proxy, you will need to complete a separate proxy form in relation to each appointment. You may photocopy the enclosed proxy form, indicating clearly on each proxy form the name of the proxy you wish to appoint and the number of shares in relation to which the proxy is appointed. All forms must be signed and should be returned together in the same envelope. You can only appoint a proxy using the procedures set out in these notes and the notes to the proxy form.
- 4 The appointment of a proxy will not preclude a member from attending and voting in person at the meeting if he or she so wishes.
- 5 A vote withheld is not a vote in law, which means that the vote will not be counted in the calculation of votes for or against the resolution. If no voting indication is given, your proxy will vote or abstain from voting at his or her discretion. Your proxy will vote (or abstain from voting) as he or she thinks fit in relation to any other matter which is put before the meeting. The notes to the proxy form explain how to direct your proxy to vote on each resolution or withhold their vote.
- 6 In the case of joint holders, where more than one joint holder purports to appoint a proxy, only the appointment submitted by the most senior holder will be accepted. Seniority is determined by the order in which the names of the joint holders appear in the Company's register of members in respect of the joint holding (the first named being the most senior).
- 7 To appoint a proxy or to give or amend an instruction to a previously appointed proxy via the CREST system, the CREST message must be received by the issuer's agent RA10 by 12 noon on 18 May 2010. 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 agent is able to retrieve the message. After this time any change of instructions to a proxy appointed through CREST should be communicated to the proxy by other means. CREST Personal Members or other CREST sponsored members, and those CREST Members who have appointed voting service provider(s) should contact their CREST sponsor or voting service provider(s) for assistance with appointing proxies via CREST. For further information on CREST procedures, limitations and system timings please refer to the CREST Manual. We may treat as invalid a proxy appointment sent by CREST in the circumstances set out in Regulation 35(5) (a) of the Uncertificated Securities Regulations 2001. In any case your proxy form must be received by the company's registrars no later than 48 hours before the time fixed for the meeting or any adjustment thereof.
- 8 Copies of contracts of service and letters of appointment between the directors and the Company and the rules of the Plan will be available for inspection at the registered office of the Company during normal business hours until the conclusion of the AGM, and at the place of the meeting for at least 15 minutes prior to the AGM until its conclusion.