

This document is important and requires your immediate attention.

If you are in any doubt as to any aspect of the proposals referred to in this document or as to the action you should take, you should seek your own advice from a stockbroker, solicitor, accountant, or other professional adviser.

If you have sold or otherwise transferred all of your shares in Consort Medical plc, please pass this document together with the accompanying documents to the purchaser or transferee, or to the person who arranged the sale or transfer so they can pass these documents to the person who now holds the shares.

Notice of the 2009 Annual General Meeting of Consort Medical plc to be held at Suite D, Breakspear Park, Breakspear Way, Hemel Hempstead, Hertfordshire HP2 4UL on Wednesday 16 September 2009 at 2.00pm, is set out at the end of this circular.

Whether or not you propose to attend the Annual General Meeting, please complete and submit a proxy form in accordance with the instructions printed on the enclosed form. The proxy form must be received not less than 48 hours before the time of the holding of the Annual General Meeting.

Directors:

Chris Banks
Paul Boughton
Jim Dick
Peter Fellner
Jonathan Glenn
William Jenkins
George Kennedy CBE
Toby Woolrych

Registered Office:

Breakspear Park
Breakspear Way
Hemel Hempstead
Hertfordshire
HP2 4UL

14 August 2009

Notice of Annual General Meeting

Dear Shareholder,

I am pleased to be writing to you with details of our 2009 Annual General Meeting ("annual general meeting") which we are holding at Suite D, Breakspear Park, Breakspear Way, Hemel Hempstead, Hertfordshire, HP2 4UL at 2.00pm on Wednesday 16 September 2009. The formal notice of the annual general meeting is set out on pages 3 to 6 of this document.

I enclose the following documents:

1. Notice of annual general meeting; and
2. Form of Proxy

The resolutions which shareholders will be asked to consider and approve are set out on pages 3 to 4 of the enclosed Notice of annual general meeting.

Explanatory notes on the various items of Special Business to be conducted at the annual general meeting are set out on pages 5 to 6 of the Notice of annual general meeting.

Action to be taken

Whether or not you are able to attend the annual general meeting, the directors urge you to exercise your right to vote as a shareholder of the Company, and to complete and return the enclosed reply-paid Form of Proxy to Capita Registrars so as to arrive no later than 48 hours before the time of the meeting or any adjournment of the meeting.

Completion and return of the Form of Proxy will not preclude you from attending and voting in person at the annual general meeting (in substitution for your proxy vote) should you subsequently decide to do so.

If you have any issues or concerns arising from the business proposed to be conducted at the annual general meeting, please do not hesitate to write to me at the address set out below. The final proxy vote on each resolution will be available at the annual general meeting and posted on the Company's website.

The directors consider that all the resolutions to be put to the meeting are in the best interests of the Company and its shareholders as a whole. Your Board will be voting in favour of them and unanimously recommends that you do so as well.

Yours sincerely

Peter Fellner
Chairman

Notice of annual general meeting
Consort Medical plc
(the "Company")

Notice is hereby given that the 50th Annual General Meeting ("annual general meeting") of Consort Medical plc will be held at Suite D, Breakspear Park, Breakspear Way, Hemel Hempstead, Hertfordshire HP2 4UL at 2.00pm on Wednesday 16 September 2009. The business of the annual general meeting will be as follows:

Ordinary business

To consider and, if thought fit, pass the following as ordinary resolutions:

1. To receive and consider the Company's accounts for the year ended 30 April 2009 (the "Accounts") and the directors' and the auditors' reports on those Accounts and on the auditable part of the directors' remuneration report.
2. To approve the directors' remuneration report contained in the Accounts.
3. To declare a final dividend of 12.1p per ordinary share, payable on 23 October 2009 to holders of ordinary shares appearing on the Register of Members at close of business on 25 September 2009.
4. To re-elect George Kennedy CBE as a director.
5. To re-elect Peter Fellner as a director.
6. To re-elect Jim Dick as a director.
7. To elect William Jenkins as a director.
8. To elect Toby Woolrych as a director.
9. To reappoint PricewaterhouseCoopers LLP as auditors of the Company to hold office until the conclusion of next year's annual general meeting and to authorise the directors to set their remuneration.

Special business

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

10. THAT: in substitution for all pre-existing authorities to the extent unused, the directors be and they are hereby generally and unconditionally authorised in accordance with Section 80 of the Companies Act 1985 (the Act) to exercise all the powers of the Company to allot relevant securities (within the meaning of the said Section 80) up to a maximum aggregate nominal amount of £955,149.43, provided that this authority shall expire on the earlier of 15 December 2010 and the conclusion of the next annual general meeting, and save that the Company may before such expiry make offers or agreements which would or might require relevant securities to be allotted after such expiry, and the directors may allot relevant securities in pursuance of such offers or agreements as if the authority given by this resolution had not expired.

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

11. THAT: subject to the passing of resolution 10 set out in this Notice of annual general meeting of which this resolution is a part and in substitution for all pre-existing authorities to the extent unused, the directors be and they are hereby empowered, pursuant to Section 95 of the Companies Act 1985 (the "Act"), to allot equity securities (within the meaning of Section 94 of the Act) pursuant to the authority given in accordance with Section 80 of the Act conferred by ordinary resolution 10 set out in the Notice of annual general meeting of which this resolution is a part, and/or to allot equity securities where such allotment constitutes an allotment of equity securities by virtue of Section 94(3A) of the Act, for cash as if Section 89(1) of the Act did not apply to any such allotment, provided that this power shall be limited to the allotment of equity securities:
 - (i) in connection with an offer of securities, open for acceptance for a period fixed by the directors, by way of rights, or other pre-emptive offer, to holders of ordinary shares and other persons entitled to participate in such offer in proportion (as nearly as may be) to their respective holdings (or, as appropriate, to the number of shares which such other persons are deemed to hold) on a record date fixed by the directors subject only to such exclusions or other arrangements as the directors may deem necessary or expedient to deal with legal or practical problems under the laws of any territory or the requirements of any regulatory body or any stock exchange in any territory or in connection with fractional entitlements or any other matter whatever; and;

- (ii) pursuant to the terms of any share scheme for employees approved by members in general meeting; and
- (iii) (otherwise than pursuant to sub-paragraphs (i) and (ii) above) up to an aggregate nominal amount of £144,719.61,

and shall expire on the earlier of 15 December 2010 and the conclusion of the next annual general meeting, save that the Company may before such expiry make offers or agreements which would or might require equity securities to be allotted after the expiry of this power, and the directors may allot equity securities in pursuance of such offers or agreements as if the power had not expired.

12. THAT: pursuant to Article 46 of the Company's Articles of Association, the Company be and is hereby generally and unconditionally authorised for the purposes of Section 166 of the Companies Act 1985 (the Act) to make one or more market purchases (within the meaning of Section 163(3) of the Act) of ordinary shares of 10p each in the capital of the Company provided that:

- (i) the Company does not purchase under this authority more than 2,894,392 ordinary shares;
- (ii) the Company does not pay for each such ordinary share less than the nominal amount of such ordinary share at the time of purchase; and
- (iii) the Company does not pay for each such ordinary share more than 105% of the average closing mid-market prices of the ordinary shares as derived from the London Stock Exchange Daily Official List for the five business days immediately preceding the date on which the Company agrees to buy the share concerned.

This authority will continue for the period ending on the earlier of 15 December 2010 and the conclusion of the next annual general meeting, save that if the Company has agreed, before this authority expires, to purchase ordinary shares where the purchase will or may be executed after this authority expires (either wholly or in part), the Company may complete such purchase as if this authority had not expired.

13. THAT: as permitted by section 307A of the Companies Act 2006 any general meeting of the Company (other than an annual general meeting of the Company) shall be called by notice of at least 14 days in accordance with the provisions of the Articles of Association of the Company provided that the authority of this Resolution shall expire on the conclusion of the annual general meeting to be held in 2010.

By order of the Board
Robert Allnutt
Company Secretary
14 August 2009

Registered Office:
Consort Medical plc
Breakspear Park
Hemel Hempstead
Hertfordshire
HP2 4UL
Registered No. 00406711

Documents available for inspection

Copies of the following documents will be available for inspection at the Registered Office of the Company during normal business hours on any weekday (Saturdays and public holidays excepted) from the date of this Notice until 16 September 2009, and at Eversheds, 1 Wood Street London, EC2V 7WS during normal business hours on any weekday (Saturdays and public holidays excepted) from the date of this Notice until the conclusion of the annual general meeting:

1. All directors' service contracts (other than contracts expiring or determinable within one year by the Company without payment of compensation);
2. Non-executive directors' letters of appointment; and
3. The register of interests of directors (and their families) in shares of the Company.

Notes

1. A member entitled to attend and vote is entitled to appoint one or more proxies to attend and, on a poll, to vote instead of him. A proxy need not be a member of the Company. Members wishing to vote by proxy should use the form of proxy enclosed. The instrument appointing a proxy should be deposited with the Company's registrars, Capita Registrars, The Registry, 34 Beckenham Road, Beckenham, Kent BR3 4TU, not less than 48 hours before the time of the meeting. Completion of the form of proxy does not preclude a member from attending and voting at the meeting if they so wish.
 2. The Company, pursuant to Regulation 41 of the Uncertificated Securities Regulations 2001, specifies that only shareholders registered in the register of members of the Company as at close of business on 14 September 2009 shall be entitled to attend and vote, whether in person or by proxy, at the annual general meeting in respect of the number of shares registered in their name at that time. Changes to entries in the register of members after that time shall be disregarded in determining the rights of any person to attend or vote at the annual general meeting.
 3. CREST members who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service may do so by using the procedures described in the CREST Manual. CREST Personal Members or other CREST sponsored members, and those CREST members who have appointed a 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.
 4. In order for a proxy appointment or instruction made using the CREST service to be valid, the appropriate CREST message (a 'CREST Proxy Instruction') must be properly authenticated in accordance with Euroclear UK & Ireland Limited's specifications, and must contain the information required for such instruction, as described in the CREST Manual. The message, regardless of whether it constitutes the appointment of a proxy or is 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 2.00pm on 14 September 2009. 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 Application Host) from which the issuer'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 proxies appointed through CREST should be communicated to the appointee through other means.
 5. CREST members and, where applicable, their CREST sponsors, or voting service providers should note that Euroclear UK & Ireland Limited does not make available special procedures in CREST for any particular message. 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, 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 system providers are referred, in particular, to those sections of the CREST Manual concerning practical limitations of the CREST system and timings.
 6. Any member attending the general meeting is entitled pursuant to Section 319A of the Companies Act 2006 to ask any question relating to the business being dealt with at the meeting. The Company will answer any such questions unless (i) to do so would interfere unduly with the preparation for the meeting or involve the disclosure of confidential information; or (ii) the answer has already been given on a website in the form of an answer to a question; or (iii) it is undesirable in the interests of the Company or the good order of the meeting that the question be answered.
 7. From the date of this notice and for the following two years the following information will be available on the Company's website and can be accessed at www.consortmedical.com
 - (i) the matters set out in this notice of meeting;
 - (ii) the total numbers of shares in the Company and shares of each class, in respect of which members are entitled to exercise voting rights at the meeting; and
 - (iii) the totals of the voting rights that members are entitled to exercise at the meeting in respect of the shares of each class.
- Any members' statements, members' resolutions and members' matters of business received by the Company after the date of this notice will be added to the information already available on the website as soon as reasonably practicable and will also be made available for the following two years.
8. A form to be used for appointing a proxy or proxies for this meeting to vote on your behalf has been included in this mailing.
 9. In order to attend and vote at this meeting you must comply with the procedures set out in notes 1 to 13 of this Notice by the dates specified in those notes.

10. If you are a person who has been nominated under Section 146 of the Companies Act 2006 to enjoy information rights (a 'Nominated Person'):
- You may have a right under an agreement between you and the member of the Company who has nominated you to have information rights (the 'Relevant Member') to be appointed or to have someone else appointed as a proxy for the annual general meeting.
 - If you either do not have such a right or if you have such a right but do not wish to exercise it, you may have a right under an agreement between you and the Relevant Member to give instructions to the Relevant Member as to the exercise of voting rights.
 - Your main point of contact in terms of your investment in the Company remains the Relevant Member (or, perhaps, your custodian or broker) and you should continue to contact them (and not the Company) regarding any changes or queries relating to your personal details and your interest in the Company (including any administrative matters). The only exception to this is where the Company expressly requests a response from you.
11. By attending the annual general meeting, members agree to receive any communication at the annual general meeting.
12. Particulars of transactions of directors and of their family interests in ordinary shares of the Company and its subsidiaries will be available for inspection at the Company's registered office during normal business hours from Mondays to Fridays from the date of this notice until (and including) the date of the annual general meeting and at the place of the annual general meeting for fifteen minutes prior to and during the annual general meeting.
13. Copies of directors' service contracts and letters of appointments with the Company and its subsidiaries will be available for inspection at the Company's registered office during normal business hours from Mondays to Fridays from the date of this notice until (and including) the date of the annual general meeting and at the place of the annual general meeting for fifteen minutes prior to and during the annual general meeting.

Notes on Resolutions

Resolution 1 — Annual Report and Accounts

Shareholders will be asked to receive the Annual Report and Accounts for the year ended 30 April 2009 (the “Accounts”). This is a legal requirement after the directors have approved the Accounts and the directors’ report and the Auditors have prepared their report.

Resolution 2 — Remuneration Report

Listed companies are required to prepare a directors’ remuneration report and put a resolution to approve the report to the shareholders at the annual general meeting. Shareholders will be asked to approve the Remuneration Report of the Board as set out on pages 26 to 30 of the Accounts.

Resolution 3 — Final Dividend

A final ordinary dividend of 12.1p has been recommended by the Board as detailed on page 22 of the Accounts and will be payable to all members on the register at the close of business on 25 September 2009. The payment date will be 23 October 2009.

Resolutions 4 to 8 — Re-election or election of directors

Biographical details of the five directors seeking re-election and election are given on page 18 of the Accounts.

At a meeting of the Board held on 29 July 2009 the Board considered the performance and ability of the directors standing for re-election and election at the forthcoming annual general meeting. Each director concerned was considered to be an effective member of the Board and to display the requisite level of commitment. Hence, the Board recommends their re-election or election to shareholders.

Resolution 9 — Re-appointment and Remuneration of Auditors

At each meeting at which Accounts are laid before the members, the Company is required to appoint auditors to serve from the conclusion of that meeting until the conclusion of the next such meeting. Resolution 9 proposes the re-appointment of PricewaterhouseCoopers LLP as the Company’s auditors and authorises the directors to set their remuneration for the year. The remuneration will then be disclosed in the next accounts of the Company.

Resolutions 10 and 11 — Authorities to allot shares

Under the Companies Act 1985, the directors of a company may only allot unissued shares if they are authorised by the shareholders in general meeting to do so. The Company is asking for such authority in respect of its unissued shares and securities convertible into shares (relevant securities) in Resolution 10. Except as referred to below in relation to Resolution 11, the directors have no present intention of exercising the authority conferred by Resolution 10.

The aggregate nominal value of relevant securities which can be allotted under the authority in Resolution 10 is limited to £955,149.43 being equal to approximately 33% of the nominal value of the issued ordinary share capital of the Company at the date of this Notice (the Company holds no treasury shares as at the date of this notice). This consists of one-third of the issued share capital. The authority will last until the end of the earlier of 15 December 2010 and the conclusion of the next annual general meeting of the Company.

The directors have no current plans to allot shares under the authority other than in connection with the Group’s share schemes.

If equity securities are to be allotted using the authority given by Resolution 10 above, Section 89(1) of the Companies Act 1985 requires that those securities are offered first to existing shareholders in proportion to the number of ordinary shares they each hold at that time. There may be circumstances, however, when it is in the interests of the Company for the directors to be able to allot new equity securities other than by way of a strict rights issue. The directors will, therefore, seek renewal of their authority to allot shares in certain circumstances for cash in accordance with the Companies Act 1985, without the requirement to offer them first to existing shareholders.

The authority given by Resolution 11 will empower the directors to modify the position with regard to offers by way of rights so that they may apply such exclusions or other arrangements as they deem necessary or expedient in relation to fractional entitlements or legal or practical problems arising under the laws or requirements of any recognised regulatory body or any stock exchange or otherwise in any overseas territories. Resolution 11 further authorises the directors to allot equity securities pursuant to any share scheme and also, more generally, for cash in other circumstances, but limited to equity securities having a maximum aggregate nominal value of £144,716.61, being approximately 5% of the Company’s issued ordinary share capital at the date of this Notice. The authority will coincide with the Section 80 authority and so will expire at the conclusion of next year’s annual general meeting.

Resolution 12 — Share buy-back

Authority is sought to purchase up to 10% of the ordinary issued share capital of the Company, continuing the authority granted by shareholders last year. This authority will be used only if the directors consider that it would be in the best interests of the Company and its shareholders generally. Any purchases of ordinary shares made pursuant to this authority would be made by way of market purchases through the London Stock Exchange.

The proposed authority would enable the Company to purchase up to a maximum of 2,894,392 ordinary shares (being approximately 10% of the Company's issued share capital as at the date of this Notice) with a stated upper and lower limit on the price payable. The authority will expire at the conclusion of the Company's annual general meeting in 2010 unless renewed, varied or revoked at that, or any earlier, general meeting of the Company's shareholders.

Shares purchased under this authority may be held by the Company as treasury shares for possible future use rather than immediate cancellation, within the limits allowed by law. The Company is required to disclose sales and transfers of shares into and out of treasury and place a limit on the discount to market price at which shares can be sold out of treasury for cash not subject to shareholder pre-emption rights.

For information, at 30 July 2009 there were options outstanding over 1,041,428 shares representing approximately 3.6% of the issued share capital of the Company at that date. If the full authority being sought to buy back shares were to be exercised, then such number of options to subscribe for shares would represent approximately 4% of the reduced share capital.

Resolution 13 — General Meetings on 14 days notice

The Companies (Shareholders' Rights) Regulations 2009 has increased the required 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 would like to preserve this ability. In order to be able to do so after 3 August 2009, shareholders must have approved the calling of meetings on 14 days' notice. Resolution 13 seeks such approval. The approval will be effective until the Company's next annual general meeting, when it is intended that a similar resolution will be proposed. The Company will also need to meet the requirements for electronic voting under the Directive before it can call a general meeting on 14 days' notice.

Consort Medical plc
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