

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt as to what action you should take, you are recommended to seek your own financial advice from your stockbroker, bank manager, solicitor, accountant or other independent financial adviser authorised under the Financial Services and Markets Act 2000 immediately.

If you have sold or transferred all your ordinary shares in Artisan (UK) plc, please send this document and the accompanying form of proxy at once to the purchaser or transferee, or to the stockbroker, bank or other agent through whom the sale or transfer was effected, for onward transmission to the purchaser or transferee.

ARTISAN (UK) PLC

(Registered in England and Wales, Company number 3630998)

Directors:

Michael Winston Stevens, *Non-executive Chairman*
Christopher Paul Musselle, *Chief Executive*
John Alfred Jones, *Executive Director*
Michael John Eyres, *Executive Director*
Norman Stanley Saunders, *Non-executive Director*
John Hemingway, *Non-executive Director*

Registered Office:

Mace House
Sovereign Court
Ermine Business Park
Huntingdon
PE29 6XU

26 September 2007

To the holders of Ordinary Shares and, for information only, the holders of share options

Dear Shareholder

At the end of this letter is notice of the ninth Annual General Meeting of your Company, which will be held at the offices of Brewin Dolphin Securities Limited at 12 Smithfield Street, London EC1A 9BD on Tuesday, 6 November 2007 at 11 am.

The first six resolutions on the agenda for the meeting are the ordinary business of an Annual General Meeting of the Company. This includes the renewal of the Directors' power to allot equity securities in the Company: Resolution 6 would renew the power which shareholders gave to the Directors at the last Annual General Meeting, on 5 September 2006.

The Board is particularly pleased that the business of the AGM includes approval of the payment of a dividend by the Company. If approved by shareholders, the final dividend of 1.5p per ordinary share, when added to the interim dividend paid by the Company, will amount to a total dividend of 2.7p per share for the period ended 30 June 2007.

The last resolution on the agenda for the AGM, Resolution 7, is special business, and the purpose of this letter is to explain to you the reasons why Resolution 7 is proposed, and to give you the Directors' recommendation to shareholders in relation to that resolution.

Resolution 7: Alteration of the Company's Articles of Association

Resolution 7, which will be proposed as a special resolution, is largely prompted by a number of changes in company law brought about by the Companies Act 2006, which is being brought into force in stages. The Board believes that it is important for the Company's Articles of Association to be kept up-to-date.

The wording of Article 7 is necessarily somewhat technical, but I will endeavour in this letter to explain the material changes in the Company's Articles which the Board proposes. The other alterations proposed in Resolution 7 are generally either to incorporate changes in company law made by the new legislation, or to amend cross-references in the Articles to statutory provisions so as to accord with the Companies Act 2006.

The material changes which the Board proposes, and the reasons for them, are as follows:

Website communications: Articles 34.1 and 34.2

Parliament believes that companies generally should move from paper to electronic communication with their shareholders. For shareholders generally, it is hoped that this move will lead to an improvement in the level and quality of communication from their companies, and for the companies themselves there will, obviously, be significant savings in the administrative costs of distributing paper copies of their annual reports and accounts, and other documents. Equally importantly, there will be benefits for the environment in avoiding the unnecessary production and distribution of paper copies of documents.

Until now, distribution of hard copies has been the general rule, with electronic distribution requiring positive action by shareholders. Under the Companies Act 2006, on the other hand, a company can choose to communicate with its shareholders primarily through its website – although any shareholder will remain entitled to a hard copy of any document on request.

The Directors are pleased that this Company has a growing number of shareholders who make active use of the Company's website, and intends to move to increased use of the website as a channel of communication with shareholders, in line with the Government's intentions. The Board has not yet decided on a date for implementation of this change, and the Company will write to all shareholders again, when a decision on implementation is made.

When we write to you again in this connection, please be assured that, if you wish to continue to receive notices of meetings, annual accounts and other documents from the Company in hard copy form, by post, you will be able to choose to do so. Shareholders who express a preference for electronic communication, however, or who do not express a preference for hard copies, will, when the changes are implemented, be able to access all documents distributed by the Company on the Company website. Shareholders who have not opted for hard copies will be sent a brief letter or email whenever important documents are published on the website, giving full details of the website address, where to find the relevant documents on our website, and how to access them.

In the meantime, the amendments proposed to Articles 34.1 and 34.2 will enable us to take advantage of the new legal provisions, when the Board decides to do so. Where there are joint holders of shares, it is the normal practice for documents to be sent to the first named holder on the Register. The amendment proposed to Article 34.5 will enable agreement to be sought from that first named holder as to how communications should be delivered by the Company in the future.

Undelivered notices: Article 34.10

Each year a number of copies of our report and accounts, sent out by post to shareholders' addresses, are returned to the Company undelivered, in cases where (for example) the shareholder has moved home, and has not given us or the Company's registrars their new home address. At the moment, the Company has no alternative but to continue sending communications to a shareholder at the last address we have for him – though this can become a source of irritation to the new occupier at that address. Resolution 7 also proposes, accordingly, to introduce a provision to the Company's Articles (Article 34.10) which will enable us to stop sending communications to a shareholder's old address, if two consecutive mailings are sent there and undelivered, until the shareholder provides us with his new address.

Uncashed dividend cheques: Article 30.9

On a similar theme, Resolution 7 proposes also to amend Article 30.9 to allow the Company to decline to issue replacement dividend cheque for £5 or less, when such cheques are left uncashed for more than 12 months. As shareholders will appreciate, the issue of duplicate cheques for small amounts is a disproportionate expense for the Company.

Information rights: new Article 39

The Board is conscious that many investors in its shares hold their shares through nominee accounts. In these cases, of course, the Company must send notices of meetings, our report and accounts and other documents for shareholders to the registered shareholder – the nominee. The directors appreciate that, on occasions, there can be delays in nominees passing on these communications to the "real" owner of the shares – and, indeed the information may not be passed on at all.

The Companies Act 2006 has addressed this problem in relation to companies listed on the Official List by making provision for nominee shareholders to nominate someone else – expected to be the “real” holder of the share – to be sent notices of meetings, accounts and other communications from the Company. Artisan (UK) plc is not listed on the Official List, so these provisions of the Companies Act do not apply to it. The Directors believe, however, that nomination for such “information rights” could be a real benefit for many of our investors, who hold their shares in the Company through nominees.

The Board proposes, accordingly, that the Company should voluntarily adopt provisions equivalent to those applicable to fully listed companies, enabling nominee shareholders to nominate their beneficiaries to enjoy such information rights. This is the purpose of new Article 39 proposed, by resolution 7, to be included in the Company’s Articles.

Action to be taken

Shareholders are requested to complete and return the enclosed form of proxy for use at the Annual General Meeting, in accordance with the instructions printed on the form, so as to arrive at the Company’s Registrars, Capita Registrars, Proxies, Beckenham, Kent BR3 4TU as soon as possible, and in any event no later than 11 am on 4 November 2007. Completion and return of the form of proxy will not prevent you from attending the Annual General Meeting and voting in person, if you wish to do so.

Directors’ recommendations

The Directors are of the opinion that the proposals to alter the Company’s Articles of Association made in Resolution 7 set out in the Notice of Annual General Meeting are in the best interests of the Company and its shareholders as a whole. Accordingly, your Directors unanimously recommend that shareholders vote in favour of Resolution 7 at the Annual General Meeting, as they intend to do so in respect of the shares in which they are beneficially interested, totalling 2,448,558 ordinary shares, representing approximately 29.81% of the issued ordinary share capital of the Company.

The Directors also urge all shareholders to vote in respect of Resolutions 1–6 set out in the Notice of the Annual General Meeting, but, as these resolutions are the ordinary and routine business of the Annual General Meeting, they are matters for shareholders to decide on, and it is inappropriate for your Directors to make any recommendations in respect of those particular resolutions.

Yours faithfully

MICHAEL STEVENS
Chairman

ARTISAN (UK) PLC

(Registered in England and Wales, Company Number 3630998)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the ninth Annual General Meeting of Artisan (UK) plc ("the Company") will be held at the offices of Brewin Dolphin Securities Limited, 12 Smithfield Street, London EC1A 9BD on Tuesday, 6 November 2007 at 11 am for the purpose of considering and, if thought fit, passing the following resolutions which will be proposed, in the case of Resolutions 1 to 5 inclusive, as ordinary resolutions and, in the case of Resolutions 6 and 7, as special resolutions:

1. That the report of the directors and the audited accounts of the Company for the 15 months ended 30 June 2007 be received
2. That, on the recommendation of the directors, a final dividend of 1.5p per ordinary share be declared
3. That Michael Winston Stevens be re-elected as a director of the Company
4. That Michael John Eyres be re-elected as a director of the Company
5. That BDO Stoy Hayward LLP be re-appointed auditors of the Company, and that the directors be authorised to determine the auditors' remuneration
6. That the directors be and are hereby empowered, pursuant to Section 95(1) of the Companies Act 1985, to allot equity securities (as defined in Section 94(2) of that Act) as if Section 89(1) of that Act did not apply to such allotment, provided that –
 - (a) this power shall be limited to the allotment of equity securities up to an aggregate nominal amount of £500,000; and
 - (b) this authority shall expire (unless previously renewed, varied or revoked by the Company in general meeting) at the conclusion of the next Annual General Meeting of the Company after the passing of this resolution or (if earlier) on 5 February 2009, but so that the directors shall be empowered to allot equity securities after such expiry in pursuance of an offer or agreement entered into prior to such expiry
7. That the Articles of Association of the Company be altered as follows:
 - (a) by deleting the definitions of "the Act", "address", "electronic communication" and "Statutes" in Article 1.2, and substituting for them the following definitions:

"**address**" includes, in relation to electronic communications, any number or address used for the purposes of sending or receiving documents or information by electronic means;"

"**electronic communication**" means a communication sent or supplied in electronic form;"

"**electronic form**" in relation to a communication means a communication which is sent initially and received at its destination by means of electronic equipment for the processing or storage of data and entirely transmitted, conveyed and received by wire, by radio, by optical means or by other electro-magnetic means;"

"**Statutes**" means the Companies Act 2006, the Companies (Audit, Investigations and Community Enterprise) Act 2004, the Companies Act 1985 and all other statutes, orders listing rules, regulations and other subordinate legislation for the time being in force concerning companies so far as they apply to the Company;

and by inserting in Article 1.2 the following new definition:

"**working day**" means a day which is not a Saturday or Sunday, Christmas Day, Good Friday or any day which is a bank holiday in England and Wales";
 - (b) by deleting Article 1.3(i) and substituting for it the following:

- “(i) Unless the context (or this or the preceding Article) otherwise require, words or expressions used in these Articles bear the same meanings as in the Companies Act 1985.”;
- (c) by deleting Article 4.3 (*dimensions of share certificates*);
- (d) by deleting the first sentence of Article 11.1 and substituting the following sentence for it:
“An annual general meeting shall be called by not fewer than 21 days’ notice in writing, and any other general meeting by not fewer than 14 days’ notice in writing.”;
- (e) by deleting Article 11.3 (a) and substituting for it the following:
“11.3 Every notice calling a general meeting shall:
- (a) specify the place and the day and hour of the meeting, and contain a reasonably prominent statement that a member entitled to attend and vote is entitled to appoint another person as his proxy to attend and to speak and vote instead of him at the meeting, and that a proxy need not be a member of the Company.”;
- (f) by deleting Article 13.1 and substituting for it the following:
“13.1 Subject to any special rights or restrictions as to voting attached by or in accordance with these Articles to any shares or class of shares, on a show of hands every member who is present in person or by proxy shall have one vote and on a poll every member who is present in person or by proxy shall have one vote for every share of which he is the holder.”;
- (g) by deleting the references to “Section 202 of the Act” in Article 14.1 and substituting for them references to “Section 793 of the Companies Act 2006”;
- (h) by inserting in Article 15.4 after the words “in either case no fewer than 48 hours before the time appointed for the holding of the meeting or adjourned meeting”, the following:
“(no account being taken in calculating such 48 hours of any part of a day which is not a working day)”;
- (i) by deleting the first sentence (“The appointment of a proxy shall be deemed to include the right to demand or join in demanding a poll but shall not confer any further right to speak at the meeting, except with the permission of the chairman of the meeting.”) from Article 15.5;
- (j) by deleting the reference to “Section 346 of the Act” from Article 19.6 and substituting for it a reference to “Section 252 of the Companies Act 2006”;
- (k) by deleting the reference to “part VI of the Act” in Article 19.7(c) and substituting for it reference to “Chapter 9 of Part 10 of the Companies Act 2006”;
- (l) by deleting Article 30.9 and substituting for it the following provision:

“Unclaimed dividends

30.9 The payment by the Board of any unclaimed dividend or other moneys payable on or in respect of a share into a separate account shall not constitute the Company a trustee in respect of such unclaimed dividend or other moneys. Any dividend unclaimed or left uncashed –

- (a) in the case of a sum not exceeding £5, after a period of 12 months; or
(b) in any other case, after a period of 12 years

from the date the dividend became due for payment shall be forfeited and shall revert to the Company.”;

- (m) by deleting Articles 34.1 and 34.2 and substituting for them the following Articles:
“34.1 Any notice or other document of any kind (other than a share certificate), whether or not a notice or document required to be given or supplied by the Company under the Statutes, may be served on or given to any member by the Company either –
- (a) personally; or
(b) by sending it through the post in a pre-paid envelope addressed to such member at his registered address or (if he has no registered address within the United Kingdom) to the address, if any, within the United Kingdom supplied by him to the Company as his

address at which notices or other documents may be sent to him, or by leaving it at that address; or

- (c) by giving it using electronic communications to a member who has agreed (generally or specifically) that notices or other documents may be sent or given to him by such means (and has not revoked that agreement) to an address for the time being notified to the Company by that member; or
- (d) subject to the provisions of the Statutes, by making it available on a website, provided that the following requirements are satisfied –
 - (i) that the member has agreed (generally or specifically) that notices or other documents may be given or supplied to him in that manner or is taken to have so agreed in accordance with the Statutes, and such agreement has not been revoked;
 - (ii) that the member is sent a notification of the presence of the notice or other document on a website, the address of that website, the place on that website where it may be accessed, and how it may be accessed;
 - (iii) that in the case of a notice of meeting, such notification to the member states that it concerns a notice of a Company meeting, specifies the place, time and date of the meeting, and states whether it will be an Annual General Meeting or an Extraordinary General Meeting; and
 - (iv) that the notice or other document continues to be available on that website throughout the period specified by any applicable provision of the Statutes or, if no such period is specified, throughout the period of 28 days beginning with the date on which notification of its availability is sent to the member, save that if the notice or other document is made available for part only of that period then failure to make it available throughout the period shall be disregarded where such failure is wholly attributable to circumstances which it would not be reasonable to have expected the Company to prevent or avoid.

“34.2 Any notice or other document served on or given to any member by the Company –

- (a) personally, shall for all purposes be treated as having been served or given at the time of delivery;
 - (b) by post, shall be deemed to have been served or delivered 24 hours (or, where second class mail is used, 48 hours) after the time of posting, and in proving such service or delivery it shall be sufficient to prove that the envelope containing the notice or other document was properly addressed, stamped and posted;
 - (c) by electronic communications, shall be deemed to have been served or delivered on the day it is sent, and proof that the notice or other document contained in an electronic communication was sent in accordance with guidance from time to time issued by the Institute of Chartered Secretaries and Administrators for the giving of notices by electronic communication shall be conclusive evidence that the notice was given or (as the case may be) the document was delivered; and
 - (d) by making it available on a website, shall be deemed to have been served or delivered on the date on which notification of its availability on the website is deemed to have been received by the member in accordance with this Article or, if later, the date on which it is first made available on the website.”;
- (n) by deleting Article 34.5 and substituting for it the following Article:

“34.5 Any notice or other document served on or given to that one of the joint holders of a share whose name stands first in the Register in respect of the share shall be sufficient notice to all the joint holders in their capacity as such. If the first named holder has agreed (generally or specifically) that notices or other documents may be sent to or given to him using electronic communications or by making them available on a website or would be taken to have so agreed in accordance with the Statutes if he were the sole holder of the share, and such agreement has not been revoked, the agreement shall be binding on all joint holders of the shares. For the purpose of service of notices by the Company, a joint holder having no registered address in the United Kingdom and not having supplied an address in the United Kingdom for the service of notices shall be disregarded.”;

- (o) by inserting the following new Article 34.10:

“Suspension of notices to a member

34.10 If, on two consecutive occasions not less than nine months apart, notices or other documents have been sent through the post to any member at his address on the Register or his address for the service of notices but the Company becomes aware that such notice or other document has not been received by the member, such member shall not thereafter be entitled to receive notices or other documents from the Company until he has communicated with the Company and supplied in writing a new registered address or an address within the United Kingdom for the service of notices.”; and

(p) by inserting the following new Article 39:

“39. Information rights

Nomination of persons to enjoy information rights

39.1 For the purposes of this Article, “information rights” means –

- (a) the right to receive a copy of all notices and other documents which the Company sends to its members generally or to any class of its members which includes the person making the nomination; and
- (b) the rights conferred by the Statutes to require copies of the Company’s accounts and reports and to require a hard copy version of any notices or other documents sent by the Company in another form.

39.2 A member of the Company who holds shares on behalf of another person may nominate that person to enjoy information rights. Except as modified by this Article, Sections 146 to 150 of the Companies Act 2006 shall apply to any such nomination and to the exercise of the information rights conferred by such nomination, as if the Company were a company whose shares were admitted to trading on a regulated market. The provisions of this Article 39 shall not be or be construed as a provision made by these Articles enabling a member to nominate another person as entitled to enjoy or exercise all or any specified rights of the member in relation to the Company, within the meaning of Section 145 of the Companies Act 2006.

39.3 The nomination of a person to enjoy information rights shall be made by notice in writing to the Company (“a nomination notice”) –

- (a) specifying whether it relates to all the shares which a member hold or only some of them and, if only some of them, specifying the shares to which it relates;
- (b) stating the name of the person nominated to enjoy the information rights (“the nominated person”) and specifying the address of the nominated person to which copies of notices or other documents sent to him by the Company are to be sent; and
- (c) specifying the date from which the nomination is to take effect.

39.3 Unless a nomination notice specifies to the contrary, the nominated person shall be taken to have agreed that any copy notice or other document may be sent to him by the Company by making it available on a website in accordance with these Articles. The agreement or deemed agreement on the part of the nominated person to receive copy notices or other documents in this manner may be revoked by him, and does not affect his right under the Statutes to require a hard copy version of a document provided in any other form.

Termination or suspension of nomination

39.5 A nomination may be terminated at the request of either the member or the nominated person.

39.6 A nomination shall cease to have effect on the occurrence, in relation to either member or the nominated person, of any of the following events –

- (a) in the case of an individual, his death or the making of a bankruptcy order in respect of him; or
- (b) in the case of a body corporate, its dissolution or the making of an order for its winding up otherwise than for the purposes of reconstruction.

39.7 The effect of any nominations made by a member shall be suspended at any time when there are more nominated persons than the member has shares in the Company.

39.8 If the Company –

- (a) enquires of a nominated person whether he wishes to retain information rights; and
- (b) does not receive a response within the period of 28 days beginning with the date on which the Company's enquiry was sent

the nomination shall cease to have effect at the end of that period, but such an enquiry is not to be made of a nominated person more than once in any period of 12 months.

Information as to voting rights

39.9. The nomination of a person to enjoy information rights shall not entitle that person to attend, speak or vote at any general meeting of the Company nor to appoint a proxy to attend, speak or vote on his behalf at any such meeting. Where the Company sends a copy of a notice of a general meeting to a nominated person, the notice is to be accompanied by a statement that –

- (a) he may have a right under an agreement between him and the member by whom he was nominated to be appointed, or to have someone else appointed, as a proxy for the meeting; and
- (b) 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 as to the exercise of the voting rights in relation to the shares in respect of which he has been nominated.

Status of rights

39.10 Any provision of the Statutes and any provision of these Articles having effect in relation to the service or sending of any notice or other document by the Company to members has a corresponding effect (subject to any necessary adaptations) in relation to the sending of copies of notices and other documents to a nominated person.

39.11 Any failure by the Company to give effect to the rights conferred by a nomination shall not affect the validity of anything done by or on behalf of the Company.

BY ORDER OF THE BOARD

Philip R Speer
Company Secretary

Registered Office:
Mace House
Sovereign Court
Ermine Business Park
Huntingdon
Cambs
PE29 6XU

Date: 26 September 2007

Notes:

1. If you are a member of the Company entitled to attend the Annual General Meeting, you are entitled to appoint a proxy to exercise all or any of your rights to attend, speak and vote at the meeting and you should have received a proxy form with this Notice of Meeting. You can only appoint a proxy using the procedures set out in these notes and the notes to the proxy form.
2. To be valid, a proxy form must be completed and signed, and sent or delivered to the Company's registrars, Capita Registrars, Proxies, Beckenham, Kent BR3 4TU so as to be received by them no later than 11 am on 4 November 2007. In the case of a member which is a company, the proxy form must be executed under its common seal or signed on its behalf by an officer of the company or an attorney for the company. Any power of attorney or other authority under which a proxy form is signed (or a duly certified copy of that power or authority) must be included with the proxy form.
3. A proxy does not need to be a member of the Company but must attend the meeting to represent you. Details of how to appoint the Chairman of the meeting or another person as your proxy using the proxy form are set out in the notes to the proxy form. If you wish your proxy to speak on your behalf at the meeting, you will need to appoint your own choice of proxy (not the Chairman) and give your instructions directly to your proxy.
4. You may appoint more than one proxy provided each proxy is appointed to exercise rights attached to different shares. You may not appoint more than one proxy to exercise rights attached to any one share. To appoint more than one proxy, please return this form in an envelope to the address in note 2 with a list of proxies and the number of shares for which each is appointed attached to it.
5. In the case of joint holders, where more than one of the joint holders 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, the first named being the most senior.
6. The appointment of a proxy does not preclude you from attending and voting in person at the Annual General Meeting.
7. Pursuant to Regulation 41 of the Uncertificated Securities Regulations 2001, the Company specifies that only those members registered on the Company's Register of Members at 6 pm on 2 November 2007 will be entitled to attend and vote at the Annual General Meeting.