

Ordinary resolutions	For	Against	Withheld vote
To appoint Simon Heale as a member of the Board for a term of three years	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
To reappoint Simon Prior-Palmer as a member of the Board for a further term of three years	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
To reappoint BDO LLP as auditors of the charity and to authorise the Board to fix the auditors' remuneration	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Special resolution			
That the Articles of Association in the form laid before the meeting be approved and adopted as the Articles of Association of the charity in substitution for and to the exclusion of the existing Articles of Association of the charity, including, for the avoidance of doubt, the document which was previously known as the Memorandum of Association	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Signature _____

Date _____

Notes to the Proxy Form

- As a member of the charity you are entitled to appoint a proxy to exercise all or any of your rights to attend, speak and vote at a general meeting of the charity.
- Appointment of a proxy does not preclude you from attending the meeting and voting in person. If you have appointed a proxy and attend the meeting in person, your proxy appointment will automatically be cancelled.
- A proxy does not need to be a member of the charity but must attend the meeting to represent you. To appoint as your proxy a person other than the chairman of the meeting, insert their full name on the form. If you sign and return this proxy form with no name inserted in the box, the chairman of the meeting will be deemed to be your proxy. Where you appoint as your proxy someone other than the chairman, you are responsible for ensuring that they attend the meeting and are aware of your voting intentions. If you wish your proxy to speak on your behalf, you will need to appoint someone other than the chairman and give them the relevant instructions directly.
- To direct your proxy how to vote on the resolutions mark the appropriate box with an 'X'. 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.
- To appoint a proxy using this form, the form must be:
 - completed and signed;
 - sent or delivered to the Company Secretary, Macmillan Cancer Support, 89 Albert Embankment, London SE1 7UQ; and
 - received by the charity no later than 11am on 27 July 2010.

You should keep a copy for your records and give a copy to your proxy.

Annual General Meeting Thursday 29 July 2010

Notice of Annual General Meeting

Notice is hereby given that the 21st Annual General Meeting of Macmillan Cancer Support ('the charity') will be held on Thursday 29 July 2010 at 11am in meeting rooms 8-10 at Macmillan Cancer Support, 89 Albert Embankment, London SE1 7UQ.

Agenda

- Apologies for absence.
- Minutes of the 20th Annual General Meeting held on **Wednesday 29 July 2009**.

Ordinary business:

- To receive the Trustees' Annual Report for the period 1 January 2009 to 31 December 2009.
- On the recommendation of the Board to appoint Simon Heale as a member of the Board for a term of three years.
- To reappoint Simon Prior-Palmer as a member of the Board for a further term of three years.
- To reappoint BDO LLP as auditors of the charity and to authorise the Board to fix the auditors' remuneration.

Special business:

- To consider and, if thought fit, to pass the following resolution as a special resolution with effect from the end of the meeting:

'That the Articles of Association in the form laid before the meeting be approved and adopted as the Articles of Association of the charity in substitution for and to the exclusion of the existing Articles of Association of the charity, including, for the avoidance of doubt, the document which was previously known as the Memorandum of Association.'

Dated 28 June 2010

By order of the Board

Victoria Benson
Company Secretary
Macmillan Cancer Support
89 Albert Embankment
London SE1 7UQ

Explanatory notes on the agenda

Ordinary business:

Item 4 Simon Heale was appointed to the Board by the Trustees with effect from 13 May 2010 to hold office until the Annual General Meeting, and in accordance with the charity's Articles of Association, he offers himself for appointment as a member of the Board at the Annual General Meeting for a term of three years. The Board recommends to the members that Simon Heale be elected as a member of the Board for a term of three years.

Simon also sits on the Finance and Legal committee and the Audit committee. He read Philosophy, Politics and Economics at Oriel College, Oxford, graduating in 1975. He then qualified as a Chartered Accountant at Price Waterhouse in London. In 1979 he joined the Swire Group where he held senior positions in Tokyo, California and Hong Kong. He was then appointed Chief Operating Officer for Jardine Fleming Ltd in Hong Kong followed by an appointment as Chief Executive of The London Metal Exchange in London until he stepped down in 2006. More recently he has been Chief Executive of China Now Festival and holds non-executive directorships in Kazakhmys plc, Marex Group Limited, The Morgan Crucible Company plc, Panmure Gordon & Co plc and PZ Cussons plc. Simon is married with three children and lives in Bath.

Item 5 Simon Prior-Palmer retires as a member of the Board at the Annual General Meeting but, in accordance with the charity's Articles of Association, he offers himself for reappointment for a further term. The Board recommends to the members that Simon Prior-Palmer be re-elected as a member of the Board for a further term of three years.

Appointed to the Board in December 2000, Simon is chairman of the Audit committee and a member of the Finance and Legal committee. Simon is a director of Gabriel Resources Limited, a Toronto listed natural resources company. From 2006-2010 he was a Board Commissioner at Postcomm, the regulator of the mail industry, and until 2009 a director of Burani Designer Holding N.V., an Italian retailer. Previously Simon was in the banking industry with Credit Suisse First Boston (1982-2005), now Credit Suisse, and JP Morgan (1973-1982). From 1988 to 1998 he was Head of UK Investment Banking at Credit Suisse First Boston. Simon read Politics, Philosophy and Economics at Oxford University (Christ Church). He has wide corporate and international experience. He is a Fellow of the RSA. Simon is married with four children and lives in London.

Special business:

Item 7 The Board has reviewed the charity's Articles of Association (due to a change in company law what was the Memorandum of Association is now deemed automatically to form part of the Articles) and has decided to recommend to the members of the charity that a number of changes be made. The rationale for these changes is set out in the enclosed note.

The Companies Act requires matters that are deemed to be special business to be approved by at least three quarters of members attending and voting at a general meeting. The proposal to amend the Articles of Association is deemed to be special business.

General notes:

1. Only registered members, the honorary officers and the auditors have the right to attend and speak at the Annual General Meeting.
2. You are entitled to appoint a proxy to exercise all or any of your rights to attend, speak and vote at the Annual General Meeting. Details of how to appoint the chairman of the meeting or another person as your proxy are set out on the enclosed proxy form.
3. At the beginning of the meeting the chairman, Jamie Dundas, will ask the company secretary to read the notice convening the meeting, to relay apologies for absences and to confirm that a quorum of members is present. A quorum is ten members present in person.
4. The chairman will also ask for the agreement of the members present to the minutes of the 20th Annual General Meeting of Macmillan Cancer Support held on 29 July 2009 being taken as read and agreed. The minutes of the 20th Annual General Meeting are available for inspection at the registered office during normal business hours on any weekday and at the venue on the date of the Annual General Meeting. The Articles of Association are similarly available and will also be sent on request to any member.
5. When voting for or against resolutions put to the meeting, members will be asked to raise their hands so that they can be seen from the platform. Before or upon the declaration of the result of the raising of hands, a poll may be demanded in writing by the chairman or by at least five members present in person or by proxy and entitled to vote. If a poll is demanded, it will be taken at such time and place and in such manner as the chairman directs.
6. Every member present in person or by proxy at the Annual General Meeting has one vote.

Macmillan Cancer Support ('the charity')

Annual General Meeting 29 July 2010

Proxy form

Your name _____

Your address _____

Before completing this form, please read the explanatory notes overleaf.

I, being a member of the charity, appoint the chairman of the meeting OR the following person: _____ (name of your proxy) [please delete as necessary] as my proxy to exercise all or any of my rights to attend, speak and vote on my behalf at the Annual General Meeting of the charity to be held in meeting rooms 8-10 at Macmillan Cancer Support, 89 Albert Embankment, London SE1 7UQ on 29 July 2010 and at any adjourned meeting.

I direct my proxy to vote on the following resolutions as I have indicated by marking the appropriate box with an 'X'. If no indication is given, my proxy will vote or abstain from voting at his or her discretion and I authorise my proxy to vote (or abstain from voting) as he or she thinks fit in relation to any other matter which is properly put before the meeting.