



CSR plc
(incorporated and registered
in England and Wales, number 04187346)

CHAIRMAN'S LETTER
AND NOTICE OF
ANNUAL GENERAL MEETING

WEDNESDAY 19 MAY 2010

Notice of the Annual General Meeting of CSR plc to be held at The Auditorium, The Willis Building, 51 Lime Street, London, EC3M 7DQ on Wednesday 19 May 2010 at midday is set out in 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 set for the holding of the Annual General Meeting.

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION.

If you have any doubts as to any aspect of this document or about the action you should take, you should seek advice from a stockbroker, bank manager, solicitor, accountant or other appropriate independent professional adviser authorised under the Financial Services and Markets Act 2000.

If you have sold or transferred all your shares in CSR plc, please forward this document and the 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 transmission to the purchaser or transferee.

ANNUAL GENERAL MEETING

Dear Shareholder

I have pleasure in sending you the Notice of this year's Annual General Meeting of CSR plc ('the Company') to be held at The Auditorium, The Willis Building, 51 Lime Street, London, EC3M 7DQ at midday on Wednesday 19 May 2010. The formal Notice of the Annual General Meeting begins on page 4.

The business to be considered at the Meeting is set out in the Notice together with the explanatory notes concerning each of the resolutions.

There are four directors standing for election at this year's Annual General Meeting.

Two directors are standing for re-election each having last been elected to the Board at the 2007 annual general meeting. Mr Sergio Giacoletto-Roggio, a non-executive director and Chairman of the Remuneration Committee, who was appointed to the Board on 4 January 2007 and myself, originally appointed to the Board on 5 May 2004.

Mr Giacoletto-Roggio is an independent non-executive director, with over 30 years experience as a senior executive in global technology companies. Prior to his retirement in December 2008, Mr Giacoletto-Roggio was executive vice president of Oracle Corporation, in Europe, Middle East and Africa and a member of Oracle's executive committee. He is presently a non-executive director of Logica plc and COLT Telecom SA and chairman of Sophis Holding (Luxembourg) SCA.

A summary of my background and experience is provided in the explanatory notes to Resolutions 3, 4, 5 and 6.

There are also two directors who are standing for election each having been appointed to the Board since the last annual general meeting, Mr Kanwar Chadha, an executive director and Chief Marketing Officer and Mr Diosdado Banatao, a non-executive director. Both Mr Chadha and Mr Banatao were appointed to the Board on the successful completion of the Company's acquisition of SiRF Technology Holdings Inc. on 26 June 2009. Each has extensive experience in multi-national companies focused on rapidly evolving technology markets.

Mr Chadha, is a member of CSR's executive team and responsible for establishing CSR's corporate marketing strategies, positioning and strategic alliances. Mr Chadha joined CSR through its acquisition of SiRF Technology Holdings Inc. where he was a founder, head of marketing and member of the Board of Directors. He helped establish SiRF as a leading provider of GPS enabled location technology to consumer markets. Prior to founding SiRF, Mr Chadha served as general manager of the multimedia group and director of strategic marketing at S3 Inc., where he led the development of innovative audio and video processing technologies. Before joining S3, Mr Chadha co-founded AQuest Inc., a developer of multimedia and 3D graphics acceleration products and served as its chairman.

Mr Banatao, is a non-executive director, who joined the CSR Board on 26 June 2009. Prior to this, Mr Banatao served as Executive Chairman of the Board and Interim CEO for SiRF Technology Holdings Inc. Mr Banatao is the managing partner of Tallwood Venture Capital. Prior to forming Tallwood Venture Capital, Mr Banatao was a venture partner at Mayfield Fund. Mr Banatao has co-founded three technology start-ups, S3; Incorporated, Chips & Technologies and Mostron. Mr Banatao has also held a number of senior executive and board level positions including at National Semiconductor, Seeq Technologies, Intersil, and Commodore International.

The Board considers that all directors standing for election provide a significant contribution to the Company and to the Board and unanimously recommends their election.

The Meeting will also transact several items of special business. These include items dealing with the making of political donations, the directors' authority to allot shares, the disapplication of pre-emption rights, the Company's power to purchase its own shares, the adoption of new articles of association, and shortened notice periods when calling general meetings, other than when calling an annual general meeting.

These resolutions are explained in more detail in the explanatory notes to Resolutions 9, 10, 11, 12, 13 and 14.

In accordance with ABI Guidelines relating to directors' power to allot and disapply pre-emption rights, we propose to renew the authorities granted at last years' annual general meeting, to allow directors to issue new shares worth up to two-thirds of the existing capital of the Company and to issue new shares for cash other than pro-rata to existing shareholders, in the case of a compensatory rights issue without holding a shareholder general meeting. These are reflected in Resolutions 10 and 11, respectively.

The Shareholder Rights Directive was implemented in the UK by the Companies (Shareholders' Rights) Regulations 2009 on 3 August 2009. To reflect these Regulations and the remaining provisions of the Companies Act 2006, which came into force in October 2009, we are asking shareholders to adopt new articles of association which include a number of amendments to our articles of association. An explanation of the main changes between the proposed and the existing articles of association is set out in the Appendix on pages 14 and 15 of this document.

One of the requirements of the Shareholders' Rights Regulations is that all general meetings must be held on 21 days' notice unless shareholders agree to a shorter notice period. On the basis of a resolution passed at last year's annual general meeting, we are currently able to call general meetings (other than annual general meetings) on 14 days' notice. We are therefore proposing an equivalent resolution (Resolution 14) at the Meeting so that we can continue to be able to do so.

Your directors consider the proposals which will be considered at the Meeting to be in the best interests of the Company and its shareholders as a whole and accordingly, the directors unanimously recommend that you vote in favour of all the resolutions, as they intend to do in respect of their own beneficial holdings.

Your Board very much hopes you will be able to attend the Meeting and we look forward to having the opportunity of speaking with you. We do however appreciate it is not always possible for shareholders to attend in person. Even though you may not be able to attend, your vote is still important, and I would urge you to complete, sign and return the accompanying form of proxy. Alternatively, shareholders may also register their proxy appointment and voting instructions electronically. Please refer to the Guidance Notes on pages 11, 12 and 13 for more details.

The following documents will be available for inspection at the registered office of the Company during normal business hours on any weekday (except Saturdays, Sundays and public holidays) until the time of the Annual General Meeting and at the Annual General Meeting location from 15 minutes before the Annual General Meeting until it ends:

- copies of the executive directors' service contracts;
- copies of letters of appointment of the non-executive directors; and
- a copy of the proposed new articles of association of the Company, and a copy of the existing memorandum and articles of association marked to show the changes being proposed in Resolution 13.

Yours faithfully

Ron Mackintosh
Chairman
1 March 2010

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the eleventh Annual General Meeting of CSR plc ('the Company') will be held at The Auditorium, The Willis Building, 51 Lime Street, London, EC3M 7DQ on 19 May 2010 at midday for the following purposes:

Ordinary Business

Resolution 1

To receive the Company's Annual Report and Accounts for the 52 week period ended 1 January 2010, together with the reports of the directors and auditors thereon.

Resolution 2

To approve the Directors Remuneration Report set out on pages 73 to 85 of the Company's Annual Report for the 52 week period ended 1 January 2010.

Resolution 3

To re-elect Mr Ron Mackintosh, who retires by rotation, as a Director of the Company.

Resolution 4

To re-elect Mr Sergio Giacoletto-Roggio, who retires by rotation, as a Director of the Company.

Resolution 5

To elect Mr Kanwar Chadha, who has been appointed as a director of the Company since the last annual general meeting, as a Director of the Company.

Resolution 6

To elect Mr Diosdado Banatao, who has been appointed as a director of the Company since the last annual general meeting, as a Director of the Company.

Resolution 7

To re-appoint Deloitte LLP as auditors of the Company to hold office until the conclusion of the next general meeting at which audited accounts are laid before the Company.

Resolution 8

To authorise the directors to determine the remuneration of the auditors.

Special Business

Resolutions 9 and 10 are proposed as Ordinary Resolutions. Resolutions 11, 12, 13 and 14 are proposed as Special Resolutions.

Resolution 9

That, in accordance with sections 366 and 367 of the Companies Act 2006, the Company and all companies that are subsidiaries of the Company at any time during the period for which the resolution has effect, be and are hereby authorised to:

- (i) make political donations to political parties and/or independent election candidates not exceeding £12,500 in total;
- (ii) make political donations to political organisations other than political parties not exceeding £12,500 in total; and
- (iii) incur political expenditure not exceeding £12,500 in total,

during the period beginning with the date of the passing of this resolution and ending on the conclusion of the annual general meeting of the Company in 2011 unless such authority is previously renewed, varied or revoked by the Company in general meeting. For the purposes of this resolution the terms

'political donation', 'political parties', 'independent election candidates', 'political organisations' and 'political expenditure' have the meanings given by sections 363 to 365 of the Companies Act 2006.

Resolution 10

That the Board be authorised to allot shares in the Company and to grant rights to subscribe for or convert any security into shares in the Company:

- (A) up to a nominal amount of £61,029 (such amount to be reduced by the nominal amount allotted or granted under paragraph (B) below in excess of such sum); and
- (B) comprising equity securities (as defined in section 560(1) of the Companies Act 2006) up to a nominal amount of £122,058 (such amount to be reduced by any allotments or grants made under paragraph (A) above) in connection with an offer by way of a rights issue:
 - (i) to ordinary shareholders in proportion (as nearly as may be practicable) to their existing holdings; and
 - (ii) to holders of other equity securities as required by the rights of those securities or as the Board otherwise considers necessary,

and so that the Board may impose any limits or restrictions and make any arrangements which it considers necessary or appropriate to deal with treasury shares, fractional entitlements, record dates, legal, regulatory or practical problems in, or under the laws of, any territory or any other matter, such authorities to apply until the end of next year's annual general meeting (or, if earlier, until the close of business on 19 August 2011) but, in each case, so that the Company may make offers and enter into agreements during the relevant period which would, or might, require shares to be allotted or rights to subscribe for or convert securities into shares to be granted after the authority ends and the Board may allot shares or grant rights to subscribe for or convert securities into shares under any such offer or agreement as if the authority had not ended.

Resolution 11

That, if Resolution 10 is passed, the Board be given power to allot equity securities (as defined in the Companies Act 2006) for cash under the authority given by that resolution and/or to sell ordinary shares held by the Company as treasury shares for cash as if section 561 of the Companies Act 2006 did not apply to any such allotment or sale, such power to be limited:

- (A) to the allotment of equity securities and sale of treasury shares for cash in connection with an offer of, or invitation to apply for, equity securities (but in the case of the authority granted under Resolution 10(B), by way of a rights issue only):
 - (i) to ordinary shareholders in proportion (as nearly as may be practicable) to their existing holdings; and
 - (ii) to holders of other equity securities, as required by the rights of those securities or as the Board otherwise considers necessary,

and so that the Board may impose any limits or restrictions and make any arrangements which it considers necessary or appropriate to deal with treasury shares, fractional entitlements, record dates, legal, regulatory or practical problems in, or under the laws of, any territory or any other matter; and

- (B) in the case of the authority granted under Resolution 10(A) and/or in the case of any sale of treasury shares for cash, to the allotment (otherwise than under Resolution 11(A) above) of equity securities or sale of treasury shares up to a nominal amount of £9,154,

such power to apply until the end of next year's annual general meeting (or, if earlier, until the close of business on 19 August 2011) but in each case, during this period the Company may make offers, and enter into agreements, during the relevant period which would, or might, require equity securities to be allotted (and treasury shares to be sold) after the power ends and the Board may allot equity securities under any such offer or agreement as if the power had not ended.

Resolution 12

That the Company be authorised for the purposes of section 701 of the Companies Act 2006 to make one or more market purchases (as defined in section 693(4) of the Companies Act 2006) of its ordinary shares of 0.1p each, such power to be limited:

- (A) to a maximum number of 18,308,724 ordinary shares (10% of the Company's issued share capital);
- (B) by the condition that the minimum price (exclusive of expenses) which may be paid for any ordinary share is 0.1p;
- (C) by the condition that the maximum price (exclusive of expenses) which may be paid for any ordinary share is the highest of:
 - (i) an amount equal to 5% above the average market value of an ordinary share of the Company for the five business days immediately preceding the day on which that ordinary share is contracted to be purchased; and
 - (ii) the higher of the price of the last independent trade and the highest current independent bid on the trading venues where the purchase is carried out;

such authority to apply until the end of next year's annual general meeting (or, if earlier, at the close of business on 19 August 2011) but in each case so that the Company may, before such authority expires, enter into a contract to purchase ordinary shares which will or may be completed or executed wholly or partly after this authority expires and the Company may purchase ordinary shares pursuant to any such contract as if the authority had not expired.

Resolution 13

That:

- (A) the Articles of Association of the Company be amended by deleting all the provisions of the Company's 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 initialled 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.

Resolution 14

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

By Order of the Board

Brett Gladden
Company Secretary
1 March 2010

Registered office:
Churchill House
Cambridge Business Park
Cowley Road
Cambridge
CB4 0WZ

Registered in England and Wales 04187346

Explanatory Notes to the Notice of Annual General Meeting

Resolution 2

The report on remuneration includes details of the Company's policy on directors' remuneration for the next financial year, a table of the directors' emoluments and a line graph that shows total shareholder return ('TSR') for the Company from 31 December 2004 against the FTSE 250 index over the same period. The vote on the remuneration report is advisory in nature.

Resolutions 3, 4, 5 and 6

Under the Company's Articles of Association, all directors who have been appointed since the last annual general meeting or who have held office in the two preceding annual general meetings and who did not retire at either of them, must retire at the Annual General Meeting.

Mr Ron Mackintosh, a non-executive director and Chairman, and Mr Sergio Giacoletto-Roggio, a non-executive director and Chairman of the Remuneration Committee, are each retiring by rotation and will submit themselves for re-election at this Annual General Meeting.

Mr Mackintosh is standing for re-election as a non-executive director. Mr Mackintosh was appointed to the Board on 5 May 2004 and as Chairman with effect from 2 May 2007. As a non-executive director, Mr Mackintosh does not have a service contract with the Company.

Mr Mackintosh is a non-executive director of software company Fidessa Group plc. Mr Mackintosh has held a number of senior executive positions in European technology companies. Between 1992 and 2000, Mr Mackintosh was chief executive of Computer Sciences Corporation's (CSC) European business, which had revenues of \$2.5 billion. He is also a former director of Gemplus SA, and the former chairman of each of Smartstream Technologies Ltd, Northgate Information Solutions plc and also of Differentis, a privately owned IT consultancy, which he co-founded in July 2000.

Mr Sergio Giacoletto-Roggio is standing for re-election as a non-executive director. Mr Sergio Giacoletto-Roggio was appointed to the Board on 4 January 2007. As a non-executive director, Mr Giacoletto-Roggio does not have a service contract with the Company.

Mr Giacoletto-Roggio is an independent non-executive director, with over 30 years experience as a senior executive in global technology companies. Prior to his retirement in December 2008, Mr Giacoletto-Roggio was executive vice president of Oracle Corporation, in Europe, Middle East and Africa and a member of Oracle's executive committee. He is presently a non-executive director of Logica plc and COLT Telecom SA and chairman of Sophis Holding (Luxembourg) SCA.

Mr Kanwar Chadha, executive director and Chief Marketing Officer, and Mr Diosdado Banatao, a non-executive director, both appointed since the last annual general meeting, submit themselves for election at this Annual General Meeting.

Mr Chadha, is a member of CSR's executive team and responsible for establishing CSR's corporate marketing strategies and positioning and strategic alliances. Mr Chadha joined CSR through its acquisition of SiRF Technology Holdings Inc. on 26 June 2009 where he was a founder, head of marketing and member of the Board of Directors. He helped establish SiRF as a leading provider of GPS enabled location technology to consumer markets. Prior to founding SiRF, Mr Chadha served as general manager of the multimedia group and director of strategic marketing at S3 Inc., where he led the development of innovative audio and video processing technologies. Before joining S3, Mr Chadha co-founded AQueST Inc., a developer of multimedia and 3D graphics acceleration products and served as its chairman.

Mr Banatao, is a non-executive director, who joined the CSR Board on 26 June 2009. Prior to this, Mr Banatao served as Executive Chairman of the Board and Interim CEO for SiRF Technology Holdings Inc.. Mr Banatao is the managing partner of Tallwood Venture Capital. Prior to forming Tallwood Venture Capital, Mr Banatao was a venture partner at Mayfield Fund. Mr Banatao has co-founded three technology start-ups, S3; Incorporated, Chips & Technologies and Mostron. Mr Banatao has also held a number of senior executive and board level positions including at National Semiconductor, Seeq Technologies, Intersil, and Commodore International.

Resolution 7

Auditors have to be appointed at every general meeting at which accounts are presented to the shareholders. The current appointment of Deloitte LLP will end at the conclusion of the Annual General Meeting and it has advised its willingness to stand for re-appointment.

Resolution 8

Pursuant to section 492 of the Companies Act 2006, the remuneration of auditors appointed by the Company in general meeting should be fixed by the Company or in such manner as the Company in general meeting may determine. It is normal practice for a company's directors to be authorised to agree how much the auditors should be paid.

Resolution 9

The Companies Act 2006 (the 'Act') requires companies to obtain shareholder authority before they can make political donations or incur political expenditure in respect of a political party or other political organisation or an independent election candidate. The definitions of 'political donation', 'political parties', 'independent election candidates', 'political organisations' and 'political expenditure' used in the Act are very broad and, as a result, a number of normal business activities or business matters affecting the Company that would not be thought to be political donations or political expenditure in the usual sense may qualify as a donation to a political party, political organisation or independent election candidate. Such activities are not designed to support any political party, political organisation or independent election candidate nor to influence public support for a particular party, organisation or candidate. To avoid any possibility of inadvertently contravening the Act, the directors consider that it would be prudent to follow the procedures specified in the Act to obtain shareholder approval for the Company and its subsidiaries to:

- (i) make political donations to political parties and/or independent election candidates not exceeding £12,500 in total;
- (ii) make political donations to political organisations other than political parties not exceeding £12,500 in total; and
- (iii) incur political expenditure not exceeding £12,500 in total,

during the period up to the conclusion of the annual general meeting of the Company in 2011.

As permitted by the Act, the resolution extends not only to the Company but also covers all companies which are subsidiaries of the Company at any time the authority is in place. The Company's policy remains that it does not, directly or through any subsidiary, make what are commonly regarded as donations to any political party, organisation or candidate and the authority being requested from shareholders is not designed to change this policy.

Resolution 10

Paragraph (A) of this resolution would give the Directors the authority to allot ordinary shares or grant rights to subscribe for or convert any securities into ordinary shares up to an aggregate nominal amount equal to £61,029 (representing 61,029,000 ordinary shares of 0.1 pence each). This amount represents approximately one-third of the issued ordinary share capital of the Company as at 1 March 2010, the latest practicable date prior to publication of this Notice.

In line with guidance issued by the Association of British Insurers, paragraph (B) of this resolution would give the Directors authority to allot ordinary shares or grant rights to subscribe for or convert any securities into ordinary shares in connection with a rights issue in favour of shareholders up to an aggregate nominal amount equal to £122,058 (representing 122,058,000 ordinary shares of 0.1 pence each), as reduced by the nominal amount of any shares issued under paragraph (A) of this resolution. This amount (before any reduction) represents approximately two-thirds of the issued ordinary share capital of the Company as at 1 March 2010, the latest practicable date prior to publication of this Notice.

The authorities sought under paragraphs (A) and (B) of this resolution will expire at the earlier of 19 August 2011 or the conclusion of the annual general meeting of the Company held in 2011.

The directors have no present intention to exercise either of the authorities sought under this resolution.

As at the date of this Notice, no shares are held by the Company in treasury.

Resolution 11

This resolution will be proposed as a special resolution, which requires a 75% majority of the votes to be cast in favour. It would give the Directors the authority to allot ordinary shares (or sell any ordinary shares which the Company elects to hold in treasury) for cash without first offering them to existing shareholders in proportion to their existing shareholdings.

This authority would be limited to allotments or sales in connection with pre-emptive offers and offers to holders of other equity securities if required by the rights of those shares or as the Board otherwise considers necessary, or otherwise up to an aggregate nominal amount of £9,154 (representing 9,154,000 ordinary shares). This aggregate nominal amount represents approximately 5% of the issued ordinary share capital of the Company as at 1 March 2010, the latest practicable date prior to publication of this Notice. In respect of this aggregate nominal amount, the Directors confirm their intention to follow the provisions of the Pre-Emption Group's Statement of Principles (the "Principles") regarding cumulative usage of authorities within a rolling three-year period where the Principles provide that usage in excess of 7.5% should not take place without prior consultation with shareholders.

The authority will expire at the earlier of 19 August 2011 (the last date by which the Company must hold an annual general meeting in 2011) or the conclusion of the annual general meeting of the Company held in 2011.

Resolution 12

This resolution will be proposed as a special resolution, which requires a 75% majority of the votes to be cast in favour. The Directors are proposing a special resolution under section 701 of the Companies Act 2006 to seek authority for the Company to purchase a maximum of 18,308,724 ordinary shares of the Company representing 10% of the ordinary shares in issue at the close of business on 1 March 2010. The minimum price, exclusive of expenses, which may be paid for an ordinary share is the nominal value of 0.1 pence. The maximum price, exclusive of expenses, which may be paid for an ordinary share is the highest of (i) an amount equal to 105% of the average market value for an ordinary share for the five business days immediately preceding the date of the purchase and (ii) the higher of the price of the last independent trade and the current highest independent bid on the trading venues where the purchase is carried out.

The Directors believe it is advantageous for the Company to have flexibility to make market purchases of its own shares. In the event that shares are purchased, they would either be cancelled (and the number of shares in issue would be reduced accordingly) or retained as treasury shares. The Directors will consider holding any ordinary shares the Company may purchase as treasury shares. The Directors will only make purchases after consideration of the possible effect on earnings per share, long-term benefits to the shareholders and consultation with advisers. The Company currently has no ordinary shares in treasury.

The authority contained in the special resolution will expire at the earlier of 19 August 2011 or the conclusion of the annual general meeting of the Company held in 2011, but it is the current intention of the Directors to renew this authority annually. The total number of outstanding options to subscribe for new ordinary shares at 1 March 2010 was 15,249,806 (of which 694,431 were granted prior to the Company's flotation on 2 March 2004 and 5,819,249 were inherited effective 26 June 2009 as a result of the acquisition of SiRF Technology Holdings Inc.). This represents 8.33% of the Company's issued ordinary share capital at 1 March 2010. If the existing authority given at the 2009 annual general meeting and the authority now being sought by Resolution 12 were to be fully used, the total number of outstanding options over ordinary shares at the date of this Notice would represent 10.07% of the Company's issued ordinary share capital.

Resolution 13

This resolution will be proposed as a special resolution, which requires a 75% majority of the votes to be cast in favour. This resolution is proposed to adopt new articles of association (the “New Articles”) in order to update the Company’s current articles of association (the “Current Articles”) primarily to take account of the coming into force of the Companies (Shareholders’ Rights) Regulations 2009 (the “Shareholders’ Rights Regulations”) and the implementation of the last parts of the Companies Act 2006.

The principal changes introduced in the New Articles are summarised in the Appendix on pages 14 and 15. Other changes, which are of a minor, technical or clarifying nature and also some more minor changes which merely reflect changes made by the Companies Act 2006 or the Shareholders’ Rights Regulations, or conform the language of the New Articles with that used in the model articles for public companies produced by the Department for Business, Innovation and Skills have not been noted in the Appendix. The New Articles showing all changes to the Current Articles are available for inspection, as noted on page 3 of this document.

Resolution 14

This resolution will be proposed as a special resolution, which requires a 75% majority of the votes to be cast in favour. This resolution is required to reflect changes made to the Companies Act 2006 by the Companies (Shareholders’ Rights) Regulations 2009 (the “Shareholders’ Rights Regulations”), which increase the notice period for general meetings of the Company to 21 days unless shareholders approve a shorter notice period, which cannot however be less than 14 days. Annual general meetings will continue to be held on at least 21 clear days’ notice.

Before the coming into force of the Shareholders’ Rights Regulations on 3 August 2009, the Company was able to call general meetings (other than an annual general meeting) on 14 clear days’ notice without obtaining such shareholder approval. In order to preserve this ability, Resolution 14 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 changes to the Companies Act 2006 also mean that, in order to be able to call a general meeting on less than 21 days’ notice, the Company must make a means of electronic voting available to all shareholders for that meeting.

Guidance Notes

1. Members are entitled to appoint a proxy to exercise all or any of their rights to attend and to speak and vote on their behalf at the meeting. A shareholder may appoint more than one proxy in relation to the Annual General Meeting provided that each proxy is appointed to exercise the rights attached to a different share or shares held by that shareholder. A proxy need not be a shareholder of the Company. A proxy form which may be used to make such appointment and give proxy instructions accompanies this Notice. If you do not have a proxy form and believe that you should have one, or if you require additional forms, please contact the Company's registrar, Equiniti at Aspect House, Spencer Road, Lancing, West Sussex, BN99 6DA or by telephone on 0871 384 2668 (calls to this number are charged at 8p per minute from a BT landline. Other telephony provider costs may vary) or +44 121 415 7047. Shareholders can lodge their form of proxy via www.sharevote.co.uk. For details on this process, please see note 8 below.
2. To be valid any proxy form or other instrument appointing a proxy must be received by post or (during normal business hours only) by hand at Equiniti at Aspect House, Spencer Road, Lancing, West Sussex, BN99 6ZL or at www.sharevote.co.uk as provided in Note 8, in each case no later than midday on Monday 17 May 2010.
3. The return of a completed proxy form, other such instrument or any CREST Proxy Instruction (as described in paragraph 9 below) will not prevent a shareholder attending the Annual General Meeting and voting in person if he/she wishes to do so.
4. Any person to whom this Notice is sent who is a person nominated under section 146 of the Companies Act 2006 to enjoy information rights (a 'Nominated Person') may, under an agreement between him/her and the shareholder by whom he/she was nominated, have a right to be appointed (or to have someone else appointed) as a proxy for the Annual General Meeting. If a Nominated Person has no such proxy appointment right or does not wish to exercise it, he/she may, under any such agreement, have a right to give instructions to the shareholder as to the exercise of voting rights.
5. The statement of the rights of shareholders in relation to the appointment of proxies in paragraphs 1 and 2 above does not apply to Nominated Persons. The rights described in these paragraphs can only be exercised by shareholders of the Company.
6. To be entitled to attend and vote at the Annual General Meeting (and for the purpose of the determination by the Company of the votes they may cast), shareholders must be registered in the Register of Members of the Company at 6:00pm on Monday 17 May 2010 at the Company's Registrars, Equiniti at Aspect House, Spencer Road, Lancing, West Sussex, BN99 6DA, (or, in the event of any adjournment, 6:00pm on the date which is two days before the time of the adjourned meeting). Changes to the Register of Members after the relevant deadline shall be disregarded in determining the rights of any person to attend and vote at the meeting.
7. As at 10 March 2010 (being the last business day prior to the publication of this Notice) the Company's issued share capital consists of 183,090,447 ordinary shares, carrying one vote each. Therefore, the total voting rights in the Company as at 10 March 2010 are 183,090,447.
8. You may, if you wish, register the appointment of your proxy electronically via the website www.sharevote.co.uk. To use sharevote you will need your Voting ID, Task ID and Shareholder Reference Number as printed on your Form of Proxy. Full details and instructions are given on the website. 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.
9. 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 (available via www.euroclear.com/CREST). 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 Equiniti (ID RA19) by midday on 17 May 2010. For this purpose, the time of receipt will be taken to be the time (as determined by the time

stamp 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.

10. 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.
11. The Company may treat as invalid a CREST Proxy Instruction in the circumstances set out in Regulation 35(5)(a) of the Uncertificated Securities Regulations 2001.
12. 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 in respect of the joint holding (the first-named being the most senior).
13. If you submit more than one valid proxy appointment, the appointment received last before the latest time for the receipt of proxies will take precedence.
14. Any corporation which is a member can appoint one or more corporate representatives who may exercise on its behalf all of its powers as a member provided that they do not do so in relation to the same shares.
15. Under section 527 of the Companies Act 2006 members meeting the threshold requirements set out in that section have the right to require the company to publish on a website a statement setting out any matter relating to: (i) the audit of the Company's accounts (including the auditor's report and the conduct of the audit) that are to be laid before the Annual General Meeting; or (ii) any circumstance connected with an auditor of the Company ceasing to hold office since the previous meeting at which annual accounts and reports were laid in accordance with section 437 of the Companies Act 2006. The Company may not require the shareholders requesting any such website publication to pay its expenses in complying with sections 527 or 528 of the Companies Act 2006. Where the Company is required to place a statement on a website under section 527 of the Companies Act 2006, it must forward the statement to the Company's auditor not later than the time when it makes the statement available on the website. The business which may be dealt with at the Annual General Meeting includes any statement that the Company has been required under section 527 of the Companies Act 2006 to publish on a website.
16. Any member attending the meeting has the right to ask questions. The Company must cause to be answered any such question relating to the business being dealt with at the meeting but no such answer need be given if (a) to do so would interfere unduly with the preparation for the meeting or 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.
17. A copy of this notice, and other information required by section 311A of the Companies Act 2006, can be found at www.csr.com.
18. Under section 338 and section 338A of the Companies Act 2006, members meeting the threshold requirements in those sections have the right to require the Company (i) to give, to members of the Company entitled to receive notice of the meeting, notice of a resolution which may properly be moved and is intended to be moved at the meeting and/or (ii) to include in the business to be dealt with at the meeting any matter (other than a proposed resolution) which may be properly included in the business. A resolution may properly be moved or a matter may properly be included in the business unless (a) (in the case of a resolution only) it would, if passed, be ineffective (whether by reason of inconsistency with any enactment or the Company's constitution

or otherwise), (b) it is defamatory of any person, or (c) it is frivolous or vexatious. Such a request may be in hard copy form or in electronic form, must identify the resolution of which notice is to be given or the matter to be included in the business, must be authorised by the person or persons making it, must be received by the Company not later than 7 April 2010, being the date 6 clear weeks before the meeting, and (in the case of a matter to be included in the business only) must be accompanied by a statement setting out the grounds for the request.

19. Except as provided above, members who have general queries about the Meeting should use the following means of communication (no other methods of communication will be accepted):
- (i) calling our shareholder helpline on 0871 384 2668 (calls to this number are charged at 8p per minute from a BT landline, other telephony provider costs may vary); or +44 121 415 7047; or;
 - (ii) the Company Secretary on 01223 692 000.

You may not use any electronic address provided either in this Notice of Annual General Meeting or any related documents (including the chairman's letter and proxy form) to communicate with the Company for any purposes other than those expressly stated.

Appendix: Explanatory Notes of Principal Changes to the Articles of Association

The Company's objects

The provisions regulating the operations of the Company are currently set out in the Company's memorandum and articles of association. The Company's memorandum contains, among other things, the objects clause which sets out the scope of the activities the Company is authorised to undertake. This is drafted to give a wide scope.

The Companies Act 2006 significantly reduces the constitutional significance of a company's memorandum. The Companies Act 2006 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 Companies Act 2006 the objects clause and all other provisions which are contained in a company's memorandum, for existing companies at 1 October 2009, are deemed to be contained in the company's articles of association but the company can remove these provisions by special resolution.

Further the Companies Act 2006 states that unless a company's articles provide otherwise, a company's objects are unrestricted. This abolishes the need for companies to have objects clauses. For this reason the Company is proposing to remove its objects clause together with all other provisions of its memorandum which, by virtue of the Companies Act 2006, are treated as forming part of the Company's articles of association as of 1 October 2009. Resolution 13 (A) confirms the removal of these provisions for the Company. As the effect of this resolution will be to remove the statement currently in the Company's memorandum of association regarding limited liability, the New Articles also contain an express statement regarding the limited liability of shareholders.

Articles which duplicate statutory provisions

Provisions in the Current Articles which replicate provisions contained in the Companies Act 2006 are in the main to be removed in the New Articles. This is in line with the approach advocated by the Government that statutory provisions should not be duplicated in a company's constitution.

Change of name

Under the Companies Act 1985, a company could only change its name by special resolution. Under the Companies Act 2006 a company will be able to change its name by other means provided for by its articles. To take advantage of this provision, the New Articles enable the directors to pass a resolution to change the Company's name.

Authorised share capital and unissued shares

The Companies Act 2006 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 under the Companies Act 2006, save in respect of employee share schemes.

Redeemable shares

Under the Companies Act 1985, if a company wished to issue redeemable shares, it had to include in its articles the terms and manner of redemption. The Companies Act 2006 enables directors to determine such matters instead provided they are so authorised by the articles. The New Articles 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.

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

Under the Companies Act 1985, a company required 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 Companies Act 2006 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.

Use of seals

Under the Companies Act 1985, a company required authority in its articles to have an official seal for use abroad. Under the Companies Act 2006, such authority will no longer be required. Accordingly, the relevant authorisation has been removed in the New Articles.

The New Articles provide an alternative option for 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 director 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.

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 treat physical illness in the same manner as mental illness.

Voting by proxies on a show of hands

The Shareholders' Rights Regulations have amended the Companies Act 2006 so that it now provides that each proxy appointed by a member has one vote on a show of hands unless the proxy is appointed by more than one member in which case the proxy has one vote for and one vote against if the proxy has been instructed by one or more members to vote for the resolution and by one or more members to vote against the resolution. The New Articles remove provisions in the Current Articles dealing with proxy voting on the basis that these are dealt with in the Companies Act 2006 and contain a provision clarifying how the provision of the Companies Act 2006 giving a proxy a second vote on a show of hands should apply to discretionary authorities. The Current Articles have been amended to reflect these changes.

Adjournments for lack of quorum

Under the Companies Act 2006 as amended by the Shareholders' Rights Regulations, general meetings adjourned for lack of quorum must be held at least 10 clear days after the original meeting. The Current Articles have been changed to reflect this requirement.

General

Generally the opportunity has been taken to bring clearer language into 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, Innovation and Skills.

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