

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION. If you are in any doubt as to the action you should take you are recommended to seek your own financial advice from your stockbroker or other independent professional adviser.

If you have sold or transferred all of your holding of ordinary shares in Drax Group plc please forward this document and the accompanying documents (but not the personalised Form of Proxy or Form of Direction), as soon as possible, to the purchaser or the transferee or to the person through whom the sale or transfer was effected for transmission to the purchaser or transferee.



Registered Office: Drax Power Station, Selby, North Yorkshire YO8 8PH
Registered in England and Wales Number 5562053

Notice of the Annual General Meeting

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Notice of the Annual General Meeting of Drax Group plc which is to be held at 11.00am on Wednesday 21 April 2010 at The City Presentation Centre, 4 Chiswell Street, London EC1Y 4UP is set out on pages 4 and 5 of this document.

For Shareholders, a Form of Proxy is enclosed with this document. Whether or not you propose to attend the Annual General Meeting, please complete and submit a Form of Proxy to the Company's Registrars, Equiniti Limited, Proxy Department, Aspect House, Spencer Road, Lancing, West Sussex BN99 6ZL by no later than 11.00am on 19 April 2010.

For Share Incentive Plan ("**SIP**") participants, a Form of Direction is enclosed with this document and, if used, should be lodged with the Trustee, Equiniti Trustees Limited, at Aspect House, Spencer Road, Lancing, West Sussex BN99 6ZL by no later than 11.00am on 18 April 2010.

If you hold shares in CREST you may appoint a proxy by completing and transmitting a CREST proxy instruction to Equiniti Limited (CREST participant ID RA19) so that it is received by no later than 11.00am on 19 April 2010.

The return of a completed Form of Proxy or CREST proxy instruction will not prevent you from attending the Annual General Meeting and voting in person if you wish to do so.

PART A

LETTER FROM THE CHAIRMAN



Registered Office: Drax Power Station, Selby, North Yorkshire YO8 8PH
Registered in England and Wales Number 5562053

Directors

Charles Berry (Chairman)
Dorothy Thompson (Chief Executive)
Tim Barker
Jamie Dundas
Peter Emery
Mike Grasby
David Lindsell
Tony Quinlan

To: Shareholders and participants in the Drax Approved Share Incentive Plan

For information only to: Participants in the Drax Approved Savings-Related Share Option Plan, the Drax Bonus Matching Plan and the Drax Executive Share Incentive Plan.

Dear Shareholder,

Annual General Meeting and Annual Report and Accounts

I am pleased to enclose the Notice of the Annual General Meeting ("**AGM**") of Drax Group plc (the "**Company**" or "**Drax**") and a copy of the Company's Annual Report and Accounts 2009. The AGM will be held at 11.00am on Wednesday 21 April 2010 at The City Presentation Centre, 4 Chiswell Street, London EC1Y 4UP.

Notice of the Annual General Meeting

The Notice of the Annual General Meeting is set out in Part B on pages 4 and 5 of this document.

Explanatory notes

The explanatory notes to the Resolutions set out in the Notice of the Annual General Meeting are in Part C on pages 6 to 8 of this document. There will also be an opportunity for shareholders to ask questions appropriate to the business of the AGM at the Meeting.

Final dividend

The Board is proposing the payment of a final dividend of 9.6 pence per ordinary share.

Action to be taken

Ordinary shareholders

Whether or not you propose to attend the AGM, you are requested to:

- Complete and sign the enclosed Form of Proxy in accordance with the instructions printed thereon. Completed Forms of Proxy should be returned to Equiniti Limited, Proxy Department, Aspect House, Spencer Road, Lancing, West Sussex BN99 6ZL as soon as possible and in any event so as to be received by Equiniti Limited no later than 11.00am on 19 April 2010; or
- Shareholders who prefer to register the appointment of their proxy electronically via the internet can do so at www.sharevote.co.uk where full instructions are given. The personalised numbers printed at the top of the Form of Proxy card will be required. Instructions must be received no later than 11.00am on 19 April 2010.

If you hold shares in CREST you may appoint a proxy by completing and transmitting a CREST proxy instruction to Equiniti Limited (CREST participant ID RA19) so that it is received by no later than 11.00am on 19 April 2010. The return of a completed Form of Proxy or CREST proxy instruction will not prevent you from attending the AGM and voting in person if you wish to do so.

SIP participants

You are requested to:

- Complete and sign the enclosed Form of Direction in order to instruct the Trustee how you would like it to vote on your behalf. Completed Forms of Direction should be returned to Equiniti Trustees Limited, Aspect House, Spencer Road, Lancing, West Sussex BN99 6ZL as soon as possible and in any event so as to be received by Equiniti Trustees Limited no later than 11.00am on 18 April 2010; or
- SIP participants who prefer to register the appointment of their proxy electronically via the internet can do so at www.sharevote.co.uk where full instructions are given. The personalised numbers printed at the top of the Form of Direction will be required. Instructions must be received no later than 11.00am on 18 April 2010.

If you are a SIP participant and you also own shares in your own right, then you will need to complete both the Form of Direction and the Form of Proxy and either submit them online or by post.

Voting arrangements

Voting on each of the resolutions to be put to the AGM will be by poll, rather than a show of hands, so that all votes are included, whether or not the shareholder is able to attend the Meeting. The Board believes this to be the most democratic procedure for voting on resolutions. The results of the polls will be announced to the London Stock Exchange as soon as practicable following the Meeting and will also be published on the Company's website www.draxgroup.plc.uk.

The Company has included on the Form of Proxy and the Form of Direction an "Abstain" option in order for shareholders to abstain from voting on any particular resolution. However, an abstention is not a vote in law and will not be counted in the calculation of the proportion of votes "For" or "Against" the relevant resolution.

Expected timetable of principal events 2010

Latest time for receipt of Forms of Direction from SIP participants to be valid at the AGM	11.00am on 18 April
Latest time for receipt of Forms of Proxy and CREST proxy instructions to be valid at the AGM	11.00am on 19 April
Annual General Meeting	11.00am on 21 April
Ordinary shares marked ex-final dividend	28 April
Record date for entitlement to the final dividend	4.30pm on 30 April
Despatch of final dividend warrants and tax vouchers	13 May
Payment date for the final dividend	14 May

Notes:

(1) References to time in this document are to UK time.

(2) If any of the above times or dates should change, the revised times and/or dates will be notified to shareholders by an announcement on a Regulatory Information Service.

(3) All events in the above timetable relating to the final dividend following the AGM are conditional on the passing of Resolution 3 at the AGM.

Recommendation

The directors of the Company consider that the Resolutions to be put to the AGM are in the best interests of the Company and its members as a whole.

Accordingly, the directors unanimously recommend that you vote in favour of all the proposed Resolutions as they intend to do in respect of their own beneficial interests of 111,307 ordinary shares representing approximately 0.03% of the existing issued ordinary share capital of the Company.

Yours sincerely



Charles Berry
Chairman

17 March 2010

PART B

NOTICE OF THE ANNUAL GENERAL MEETING

Notice is hereby given that the Annual General Meeting of Drax Group plc (the "Company") will be held at 11.00am on Wednesday 21 April 2010 at The City Presentation Centre, 4 Chiswell Street, London EC1Y 4UP for the following purposes:

Ordinary business

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

1. To receive the report of the directors and the audited accounts of the Company for the year ended 31 December 2009 together with the report of the Auditors on those audited accounts and the auditable part of the Directors' remuneration report.
2. To approve the Directors' remuneration report for the year ended 31 December 2009 contained within the Annual Report and Accounts.
3. To declare the final dividend of 9.6 pence per share for the year ended 31 December 2009.
4. To re-elect Peter Emery, who retires by rotation pursuant to the Company's Articles of Association and who, being eligible, offers himself for re-election as a director of the Company.
5. To re-elect Mike Grasby, who retires by rotation pursuant to the Company's Articles of Association and who, being eligible, offers himself for re-election as a director of the Company.
6. To reappoint Deloitte LLP as auditors of the Company to hold office from the conclusion of the Meeting until the conclusion of the next meeting at which accounts are laid before the Meeting.
7. To authorise the directors to determine the auditors' remuneration.

Special business

To consider and, if thought fit, pass Resolutions 8 and 9 as ordinary resolutions and Resolutions 10 to 13 as special resolutions:

8. That, in substitution for all subsisting authorities to the extent unused, the directors be and they are hereby generally and unconditionally authorised in accordance with section 551 Companies Act 2006 ("**CA 2006**") to exercise all the powers of the Company to allot shares in the Company and to grant rights to subscribe for, or to convert any security into, shares in the Company:
 - a. up to an aggregate nominal amount of £14,048,971; and
 - b. comprising equity securities (within the meaning of Section 560 CA 2006) up to a further aggregate nominal amount of £14,048,971 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 directors otherwise consider necessary,

and so that the directors may impose any limits or restrictions and make any arrangements which they consider 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 the requirements of any regulatory body or stock exchange or any other matter (including any such problems arising by virtue of equity securities being represented by depositary receipts).

The authorities conferred on the directors under paragraphs (a) and (b) above shall expire at the conclusion of the next Annual General Meeting of the Company after the passing of this Resolution or 30 June 2011, whichever is the earlier, save that the Company may before such expiry make an offer or agreement which would or might require shares to be allotted or rights to subscribe for, or to convert any security into, shares to be granted after such expiry and the directors may allot shares or grant rights to subscribe for, or to convert any security into, shares (as the case may be) in pursuance of such an offer or agreement as if the authority conferred hereby had not expired.

9. That in accordance with Sections 366 and 367 of the CA 2006, the Company and all of the companies that are or become subsidiaries of the Company from time to time during the period when this Resolution is in full force and effect are authorised, in aggregate:
 - a. to make political donations to political parties and/or independent election candidates, as defined in Sections 363 and 364 CA 2006, not exceeding £50,000 in total; and/or
 - b. to make political donations to political organisations other than political parties, as defined in Sections 363 and 364 CA 2006, not exceeding £50,000 in total; and/or
 - c. to incur political expenditure, as defined in Section 365 CA 2006, not exceeding £100,000 in total,

during the period beginning with the date of the passing of this Resolution and ending at the conclusion of the next Annual General Meeting of the Company or if earlier, on 21 April 2011.

10. That, subject to the passing of Resolution 8 above and in substitution for all subsisting authorities to the extent unused, the directors be and they are hereby empowered pursuant to Section 570 and Section 573 CA 2006 to allot equity securities (within the meaning of Section 560 CA 2006) for cash pursuant to the authority conferred by Resolution 8, as if Section 561(1) CA 2006 did not apply to any such allotment, provided that this power:
- a. shall be limited to the allotment of equity securities in connection with an offer of equity securities (but in the case of the authority granted under paragraph (b) of Resolution 8, 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 directors otherwise consider necessary,and so that the directors may impose any limits or restrictions and make any arrangements which they consider necessary or appropriate to deal with any treasury shares, fractional entitlements, record dates, legal, regulatory or practical problems in, or under the laws of, any territory or the requirements of any regulatory body or stock exchange or any other matter (including any such problems arising by virtue of equity securities being represented by depository receipts);
 - b. in the case of the authority granted under paragraph (a) of Resolution 8, shall be limited to the allotment (otherwise than under paragraph (a) of this Resolution 10) of equity securities up to an aggregate nominal amount of £2,107,345; and
 - c. shall apply in relation to a sale of shares which is an allotment of equity securities by virtue of Section 560(3) CA 2006 as if in the first paragraph of this Resolution the words "subject to the passing of Resolution 8 above" were omitted, and shall expire at the conclusion of the next Annual General Meeting of the Company after the passing of this Resolution or 30 June 2011, whichever is the earlier, save that the Company may before such expiry make an offer or agreement which would or might require equity securities to be allotted after such expiry and the directors may allot equity securities in pursuance of such offer or agreement as if the power conferred hereby had not expired.
11. That the Company be and is hereby generally and unconditionally authorised, pursuant to and in accordance with Section 701 CA 2006, to make market purchases (within the meaning of Section 693(4) CA 2006) of ordinary shares of 11¹⁶/₂₉ pence each in the capital of the Company on such terms and in such manner as the directors of the Company shall from time to time determine, provided that:
- a. the maximum aggregate number of ordinary shares hereby authorised to be purchased is 36,485,389;
 - b. the minimum price which may be paid for an ordinary share is its nominal value, exclusive of all expenses;
 - c. the maximum price (exclusive of expenses) which may be paid for an ordinary share is not more than the higher of an amount equal to 105% of the average of the middle market quotations of an ordinary share (as derived from the London Stock Exchange Daily Official List) for the five business days immediately preceding the date on which that ordinary share is contracted to be purchased and the amount stipulated by Article 5(1) of the Buy-Back and Stabilisation Regulation 2003;
 - d. the authority hereby conferred shall expire on 20 July 2011 or if earlier, at the conclusion of the next Annual General Meeting of the Company following the passing of this Resolution, unless previously revoked, varied or renewed by the Company in general meeting; and
 - e. the Company may at any time prior to the expiry of such authority make a contract or contracts to purchase ordinary shares under such authority which will or might be completed or executed wholly or partly after the expiration of such authority and may make a purchase of ordinary shares in pursuance of any such contract or contracts.
12. That 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 (including those provisions of the Company's Memorandum of Association which, by virtue of section 28 CA 2006, are treated as provisions of the Company's Articles of Association).
13. 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



Philip Hudson

Company Secretary

Drax Power Station, Selby, North Yorkshire YO8 8PH

17 March 2010

PART C

EXPLANATORY NOTES TO THE NOTICE OF THE ANNUAL GENERAL MEETING

Resolution 1

To receive and adopt the Directors' report, Auditor's report and the Company's Report and Accounts

The directors are required to present to the Meeting the Annual Report and Accounts and the Directors' and Auditor's reports on the Annual Report and Accounts for the financial year ended 31 December 2009.

Resolution 2

To approve the Directors' remuneration report

The approval of shareholders is sought in respect of the Directors' remuneration report. The Directors' remuneration report for the financial year ended 31 December 2009, entitled the Remuneration Committee report, is set out on pages 64 to 75 of the Annual Report and Accounts.

Resolution 3

To approve the final dividend

To declare the final dividend of 9.6 pence per ordinary share which is recommended by the directors for payment to shareholders on the register of members of the Company at 4.30pm on 30 April 2010. If approved by shareholders at the AGM, the final dividend will be paid on 14 May 2010.

Resolutions 4 and 5

To re-elect the directors retiring by rotation

The Company's Articles of Association require that one-third of directors retire by rotation each year (or if the number is not three or a multiple of three, the number nearest to, but not exceeding, one-third shall retire) and, in addition, no director may serve more than three years without being re-elected by shareholders. The directors selected to retire by rotation this year in accordance with the Articles of Association and the Combined Code on Corporate Governance are Peter Emery and Mike Grasby and both being eligible, offer themselves for re-election through separate Resolutions numbered 4 and 5. Each of the director's biographical notes are set out on pages 46 and 47 of the Annual Report and Accounts. Following a full performance evaluation during the year, the Board considers that each of the directors standing for re-election continues to make an effective and valuable contribution and that they demonstrate commitment to their respective roles. The Board is satisfied that Mike Grasby, a non-executive director offering himself for re-election remains independent in character and judgement and there are no relations or circumstances likely to effect his character or judgement.

Resolutions 6 and 7

Reappointment of auditors and determination of their remuneration

The Company must appoint or reappoint auditors at every general meeting at which accounts are presented and it is normal practice for a company's directors, acting through the Audit Committee, to be authorised to determine the auditor's remuneration. Deloitte LLP has advised of its willingness to stand for reappointment as the auditor of the Company.

Resolution 8

Authority of directors to allot shares

The authority given to the directors to allot further shares in the capital of the Company requires the prior authorisation of the shareholders in general meeting under section 551 Companies Act 2006. Upon the passing of Resolution 8, the directors will have authority (pursuant to paragraph (a) of the Resolution) to allot shares up to a maximum nominal value of £14,048,971 which is approximately a third of the current issued ordinary share capital as at 17 March 2010, being the latest practicable date before the publication of this Notice. This authority will expire immediately following the AGM in 2011 or on 30 June 2011, whichever is the earlier.

In addition, in accordance with the guidance from the Association of British Insurers ("ABI") on the expectations of institutional investors in relation to the authority of directors to allot shares, upon the passing of Resolution 8, the directors will have authority (pursuant to paragraph (b) of the Resolution) to allot an additional number of ordinary shares up to a maximum nominal value of £14,048,971, which is approximately a further third of the current issued ordinary share capital as at 17 March 2010, being the latest practicable date before the publication of this Notice. However, the directors will only be able to allot those shares for the purposes of a rights issue in which the new shares are offered to existing shareholders in proportion to their existing shareholdings or entitlement. This authority will also expire immediately following the next AGM or on 30 June 2011, whichever is the earlier.

As a result, if Resolution 8 is passed, the directors could allot shares representing up to two thirds of its current issued share capital pursuant to a rights issue.

The directors will continue to seek to renew these authorities at each AGM, in accordance with current best practice from time to time.

Resolution 9

To give authority to make certain expenditure in accordance with the Political Parties, Elections and Referendums Act 2000

The Political Parties, Elections and Referendums Act 2000 imposed restrictions on companies making donations to EU political organisations or incurring EU political expenditure without shareholders' consent. It is not the policy of the Company to make donations to political parties and the directors have no intention of changing that policy.

However, it is possible that normal business activities, which might not be thought to be political expenditure in the usual sense, could be caught. For example, activities such as communicating with Government and political parties at local, national and European level, expenditure on organisations concerned with policy review, law reform and representation of the business community and making provisions for employees to take time off work to campaign for and hold public office could fall within the definition of EU political expenditure. In view of the broad wording and the Board's wishes to avoid any inadvertent infringement of the Act it is seeking the authority for the Company and any wholly-owned subsidiary company to incur total annual expenditure for such purposes of £100,000 until the conclusion of the 2011 AGM. This authority will not be used to make political donations as they are normally understood, including contributions towards any general political party expenses or in connection with general election campaigns.

It is the intention that the Company will seek to renew this authority, if appropriate, at each subsequent AGM.

Resolution 10

Disapplication of pre-emption rights

If the directors wish to exercise the authority under Resolution 8 and offer shares (or sell any shares which the Company may purchase and elect to hold as treasury shares) for cash, the Companies Act 2006 requires that unless shareholders have given specific authority for the waiver of the statutory pre-emption rights, the new shares be offered first to existing shareholders in proportion to their existing shareholdings. In certain circumstances, it may be in the best interests of the Company to allot new shares (or to grant rights over shares) for cash without first offering them to existing shareholders in proportion to their holdings.

Resolution 10 would authorise the directors to do this by allowing the directors to allot shares for cash (i) by way of a rights issue (subject to certain exclusions), (ii) by way of an open offer or other offer of securities (not being a rights issue) in favour of existing shareholders in proportion to their shareholdings (subject to certain exclusions) and (iii) to persons other than existing shareholders up to an aggregate nominal value of £2,107,345 which is equivalent to approximately 5% of the issued share capital of the Company on 17 March 2010, being the latest practicable date prior to the publication of this Notice.

If given, the authority will expire at the conclusion of the next AGM in 2011 or on 30 June 2011, if earlier. The Directors intend to renew such power at successive AGMs in accordance with current best practice.

The directors have no current plans to allot shares, except in connection with employee shares plans and any scrip dividend plan. In addition and in line with best practice, the Company has not issued more than 7.5% of its issued share capital on a non-pro-rata basis over the last three years. The directors do not intend to issue more than 7.5% of the issued ordinary share capital of the Company in any rolling three year period without prior consultation with shareholders.

As at 17 March 2010 being the latest practicable date before the publication of this Notice, the Company held no equity securities in treasury.

Resolution 11

To authorise the Company to purchase its own shares

This Resolution is to authorise the Company to buy back up to 36,485,389 ordinary shares. The authority would expire at the conclusion of the 2011 AGM or, if earlier, on 20 July 2011. The Board intends to seek renewal of this power at subsequent AGMs in accordance with current best practice.

The Resolution specifies the maximum number of ordinary shares which may be purchased (representing 10% of the Company's issued ordinary share capital as at 17 March 2010) and the maximum and minimum prices at which they may be bought, exclusive of expenses, reflecting the requirements of the Companies Act 2006 and the Listing Rules. Any buy back would only be made on the London Stock Exchange.

PART C

EXPLANATORY NOTES TO THE NOTICE OF THE ANNUAL GENERAL MEETING

The Board has no present intention of exercising this power other than with a view for use in relation to the Company's share plans and the granting of this authority should not be taken to imply that any ordinary shares will be purchased, other than in relation to share plans. Except in relation to share plans, no purchase of ordinary shares will be made unless it is expected that the effect will be to increase earnings per share and the Board considers it to be in the best interests of all shareholders.

Under the Companies Act 2006, the Company is allowed to hold its own shares in treasury following a buy back, instead of having to cancel them. This gives the Company the ability to re-issue treasury shares quickly and cost-effectively (including pursuant to the authority under Resolution 8 above) and provides the Company with additional flexibility in the management of its capital base. Such shares may be resold for cash but all rights attaching to them, including voting rights and any right to receive dividends are suspended whilst they are held in treasury. If the Board exercises the authority conferred by Resolution 11, the Company will have the option of either holding in treasury or of cancelling any of its own shares purchased pursuant to this authority and will decide at the time of purchase which option to pursue.

The total number of options to subscribe for, and awards over, shares outstanding at 17 March 2010, being the latest practicable date before the publication of this Notice, was 3,625,912. This represents 0.99% of the issued capital at that date. If the Company was to buy back the maximum number of ordinary shares permitted pursuant to this Resolution, then the total number of options to subscribe for ordinary shares outstanding at 17 March 2010 would represent 1.10% of the reduced share capital.

Resolution 12 Adoption of New Articles of Association

We have reviewed the Company's existing Articles of Association ("Current Articles") in the light of the full implementation of the Companies Act 2006. As a result of that review we have decided to adopt a new set of Articles of Association ("New Articles"). An explanation of the main changes between the proposed New Articles and the Current Articles is set out in Part D on pages 9 and 10 of this document. Other changes, which are of a minor, technical or clarifying nature and also some more minor changes which will merely reflect changes made by the Companies Act 2006, or the Shareholders' Rights Regulations or the Uncertificated Securities Regulations 2001, 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 Part D on page 9 of this document. The New Articles showing all the changes to the Current Articles are available for inspection, as noted on page 14 of this document.

Resolution 13 Notice period for meetings

Resolution 13 is required to reflect the implementation in the UK in August 2009 of the Shareholder Rights Directive. 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 AGM on 14 clear days' notice without obtaining shareholder approval. Changes made to the Companies Act 2006 by the Shareholders' Rights Regulations increased the notice period required for general meetings of the Company to 21 days unless shareholders approve a shorter notice period, which cannot, however, be less than 14 clear days. AGMs will continue to be held on at least 21 clear days' notice.

In order to preserve the Company's ability to call general meetings (other than an AGM) on 14 clear days' notice, Resolution 13 seeks such approval. The approval will be effective until the Company's Annual General Meeting in 2011, when it is intended that a similar resolution will be proposed. The flexibility offered by Resolution 13 will be used where, taking into account the circumstances, the Directors consider this appropriate in relation to the business to be considered at the meeting.

Note that changes to the Companies Act 2006 mean that, in order to be able to call a general meeting on less than 21 clear days' notice, the Company must make a means of electronic voting available to all shareholders for that meeting. The Company provides this facility (see note 11 on page 12 of this document for the Company's arrangements for electronic proxy appointments).

PART D

EXPLANATORY NOTES OF THE PRINCIPAL CHANGES TO THE COMPANY'S ARTICLES OF ASSOCIATION

Set out below is a summary of the principal changes in the New Articles.

1. The Company's objects

The provisions regulating the operations of the Company were until 1 October 2009 set out in the Company's Memorandum and Articles of Association.

The CA 2006 significantly reduces the constitutional significance of a company's Memorandum. The CA 2006 provides that the Memorandum will record only the names of subscribers and the number of shares each subscriber has agreed to take in the Company. Under the CA 2006 the majority of the previous provisions of the Memorandum, most notably the objects clause, are deemed to be part of the Company's Articles of Association with effect from 1 October 2009.

Further the CA 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 CA 2006, are treated as forming part of the Company's Articles of Association as of 1 October 2009). This will be achieved by the adoption of New Articles which contain no such provisions other than a statement regarding the limited liability of shareholders.

2. 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 or amended to bring them into line with the Companies Act 2006.

3. Authorised share capital (Former Article 5)

The CA 2006 removes the concept of authorised share capital. As with the objects clause (see paragraph 1), the statement of authorised share capital previously contained in a company's Memorandum of Association is deemed with effect from 1 October 2009 to be a provision of the Company's Articles of Association (and takes effect as setting out the maximum number of shares that may be allotted by the Company). The adoption of the New Articles will have the effect of removing this provision.

Directors will still be limited as to the number of shares they can at any time allot because an allotment authority continues to be required under the CA 2006, save in respect of employee share schemes.

4. Redeemable shares (New Article 6 and Former Article 7)

Under the CA 1985, if a company wished to issue redeemable shares, it had to include in its articles the terms and manner of redemption. The CA 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. The Redeemable Share rights contained in Former Article 7 have been removed as the Company no longer has any redeemable shares in issue.

5. Suspension of registration of share transfers (Former Article 37)

The Current Articles permit the directors to suspend the registration of transfers for up to 30 days in any year, reflecting a provision of the CA 1985. Under the CA 2006 share transfers must be registered as soon as practicable. Accordingly, the provision which allowed the Company to suspend the registration of transfers has been removed in the New Articles.

6. Share Transfers (New Article 37)

The New Articles provide that directors must provide reasons for any refusal to register a transfer of shares in accordance with the CA 2006.

7. Authority to purchase own shares, consolidate and sub-divide shares, and reduce share capital (Former Articles 44, 46 and 47)

Under the CA 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 CA 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.

8. Notice of general meetings (Former Article 54 and New Article 49)

Under the CA 2006 as amended by the Shareholders' Rights Regulations, general meetings cannot be held on shorter notice than the statutory minimum (21 days or 14 days) period. The New Articles therefore remove this provision.

9. Adjournments for lack of quorum (New Article 53)

Under the CA 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 New Articles reflect this requirement.

10. Electronic conduct of meetings (New Article 59)

Amendments made to the CA 2006 by the Shareholders' Rights Regulations specifically provide for the holding and conducting of electronic meetings. The Current Articles have been amended to reflect more closely the relevant provisions.

PART D

EXPLANATORY NOTES OF THE PRINCIPAL CHANGES TO THE COMPANY'S ARTICLES OF ASSOCIATION

11. Chairman's casting vote (Former Article 71)

The New Articles remove the provision giving the Chairman a casting vote in the event of an equality of votes as this is no longer permitted under the CA 2006.

12. Voting by proxies on a show of hands (New Article 69)

Under the CA 2006 as amended by the Shareholders' Rights Regulations, 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 reflect these changes and contain a provision clarifying how the provision of the CA 2006 giving a proxy a second vote on a show of hands should apply to discretionary authorities.

13. Timing for submission of proxy appointments (New Article 71)

The New Articles permit the directors to specify, in a notice of meeting, that in determining the time for delivery of proxy appointments, no account shall be taken of non-working days. This brings the provisions relating to timing for proxy appointments into line with the provisions regarding determining which persons may attend and vote at a general meeting (see paragraph 18).

14. Validity of votes by proxies and corporate representatives (New Article 74)

Under the CA 2006 as amended by the Shareholders' Rights Regulations, proxies have an obligation to vote in accordance with the instructions given to them by the member appointing them. The New Articles contain a provision stating that the Company is not required to enquire whether a proxy or corporate representative has voted in accordance with instructions given to him and that votes cast by a proxy or corporate representative will be valid even if he has not voted in accordance with these instructions.

The New Articles also provide that any objection to the qualification of a person voting must be made at the meeting at which the vote objected to is tendered or at the time any poll is taken and that the Chairman's decision is final and binding. The New Articles require a member to provide reasonable evidence of his and his proxy's identity and also specify what a member must provide by way of evidence if a proxy is appointed by a person acting on behalf of a member.

15. Number of directors (Former Article 85)

Institutional investor guidelines recommend that companies include a limit on the number of directors that may be on the Board of directors at a particular time. The new articles include a limit of 15 directors as the maximum number of directors that may be on the Company's Board.

16. Directors' interests (New Articles 121-128)

The Articles dealing with directors' conflicts of interest have been amended in line with market practice. Under the New Articles certain conflicts of interest do not need to be authorised, for example an interest as a director of a group company. Generally the nature and extent of any conflict of interest must be disclosed before it can be authorised or before it is permitted without being authorised but the New Articles provide for some situations in which disclosure is not required where knowledge can be presumed and disclosure is unlikely to be necessary. The New Articles also allow the Board to exercise voting rights in group companies without restriction e.g. so as to appoint a director to the Board of a group company without this counting as a conflict requiring authorisation.

17. Use of seals (Former Article 144)

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

18. Record date for right to attend and vote at meetings (New Article 146)

The New Articles include a new provision, not in the Current Articles, dealing with the method for determining which persons are allowed to attend or vote at a general meeting of the Company and how many votes each person may cast. Under this new provision, when convening a meeting the Company must specify a time, not more than 48 hours before the time of the meeting (excluding any part of a day that is not a working day), by which a person must be entered on the register of members in order to have the right to attend or vote at the meeting. This reflects a new provision introduced by the Shareholders' Rights Regulations.

19. Distribution of assets otherwise than in cash (Former Articles 170 and 171)

The Current Articles contain provisions dealing with the distribution of assets in kind in the event of the Company going into liquidation or in the event of a special resolution sanctioning a transfer or sale to another company being passed under Section 110 of the Insolvency Act 1986. These provisions have been removed in the New Articles on the grounds that in the situation in which a distribution in kind is being contemplated it is likely to be done only with unanimity or as part of a scheme and can therefore be better dealt with at the time than legislated for in advance.

20. Indemnity (New Article 157)

The New Articles include a provision allowing the Company to indemnify a director to meet expenditure incurred in defending himself in relation to criminal and civil proceedings or against actions by regulatory authorities.

PART E

ADMINISTRATIVE NOTES RELATING TO THE ANNUAL GENERAL MEETING

Entitlement to attend and vote

1. Pursuant to regulation 41 of the Uncertificated Securities Regulations 2001 (as amended) and for the purposes of section 360B Companies Act 2006, the Company specifies that only those shareholders registered on the Register of Members at 6.00pm on the day two days before the date of the meeting (the "Specified Time") (or if the meeting is adjourned to a time more than 48 hours after the Specified Time, by 6.00pm on the day which is two days prior to the time of the adjourned meeting) shall be entitled to attend and vote thereat in respect of the number of shares registered in their name at that time. If the meeting is adjourned to a time not more than 48 hours after the Specified Time, that time will also apply for the purposes of determining the entitlement of members to attend and vote (and for the purposes of determining the number of votes they may cast) at the adjourned meeting. Changes to the Register after the relevant deadline shall be disregarded in determining rights to attend and vote.
2. If you have sold or transferred all your shares, this booklet and any accompanying documents (but not the personalised Form of Proxy or Form of Direction) should be passed to the person through whom the sale or transfer was made for transmission to the purchaser or transferee.

Appointment of proxies

3. If you are a member of the Company at the time set out in note 1 above you are entitled to appoint one or more proxies to exercise all or any of your rights to attend, speak and vote at the Meeting. Completion and return of a Form of Proxy will not prevent a member from attending in person and voting at the Meeting. If a member appoints more than one proxy to attend the Meeting, each proxy must be appointed to exercise the rights attached to a different share or shares held by that member. If a member wishes to appoint more than one proxy and so requires additional proxy forms, the member should contact the Company's registrars, Equiniti Limited at Aspect House, Spencer Road, Lancing, West Sussex BN99 6ZL or by using their telephone helpline service on 0871 384 2030 from within the UK (calls to this number are charged at 8 pence per minute from a BT landline. Other telephony provider costs may vary). From outside the UK please call +44 121 415 7047.
4. A proxy does not need to be a shareholder of the Company but must attend the Meeting for the member's vote to be counted. Your proxy could be the Chairman, another director of the Company or another person who has agreed to attend to represent you. Details of how to appoint the Chairman or another person (or persons) as your proxy using the Form of Proxy are set out in the notes to the Form of Proxy. Appointing a proxy does not preclude you from attending the Meeting and voting in person. If you attend the Meeting in person your proxy appointment will automatically be terminated.
5. You can only appoint a proxy using the procedures set out in these notes and the notes on the Form of Proxy. A Form of Proxy is enclosed. To be effective, the Form of Proxy must be completed and signed and, together with the power of attorney or authority, if any, under which it is signed (or a duly certified copy of any such power or authority) or any adjournment thereof must be lodged with the Company's Registrars not later than 48 hours before the time of the Meeting or must be lodged using the CREST proxy voting services – see note 7 below. Return of a completed Form of Proxy will not preclude a member from attending and voting personally at the Meeting.
6. 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 in respect of the joint holding (the first-named being deemed the most senior).
7. CREST members who wish to appoint a proxy or proxies by utilising the CREST electronic proxy appointment service may do so for the Meeting and any adjournment(s) thereof utilising the procedures described in the CREST Manual (available via www.euroclear.com/CREST). CREST personal members or other CREST sponsored members, and those CREST members who have appointed a voting 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. 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 instructions, as described in the CREST Manual.

The message, regardless of whether it constitutes the appointment of a proxy or 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 (Equiniti Limited, CREST participant ID RA19) by the latest time(s) for receipt of proxy appointments specified in note 5 above. For this purpose the time of receipt will be taken to be the time (as determined by the timestamp applied to the message by the CREST applications Host) from which the issuer's agent is able to retrieve the message 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.

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 messages. 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(s), 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.

PART E

ADMINISTRATIVE NOTES RELATING TO THE ANNUAL GENERAL MEETING

In this connection, CREST members and, where applicable, their CREST sponsors or voting service providers are referred, in particular, to those sections of the CREST Manual concerning practical limitations of the CREST system and timings (www.euroclear.com/CREST).

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.

8. A vote withheld is not a vote in law, which means that the vote will not be counted in the calculation of votes for or against the resolution. If you either select the "discretionary" option or 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.
9. If the Chairman, as a result of any proxy appointments, is given discretion as to how the votes the subject of those proxies are cast and the voting rights in respect of those discretionary proxies, when added to the interests in the Company's securities already held by the Chairman, result in the Chairman holding such number of voting rights that he has a notifiable obligation under the Disclosure and Transparency Rules, the Chairman will make necessary notifications to the Company and the Financial Services Authority. As a result, any member holding 3% or more of the voting rights in the Company who grants the Chairman a discretionary proxy in respect of some or all of those voting rights and so would otherwise have a notification obligation under the Disclosure and Transparency Rules, need not make a separate notification to the Company and the Financial Services Authority.
10. If you are not a member of the Company but you have been nominated by a member of the Company to enjoy information rights, you do not have a right to appoint any proxies under the procedures set out in this "Appointment of proxies" section. Please read the section "Nominated persons" below.

Appointment of proxy electronically

11. Alternatively, members may register the appointment of a proxy for the Meeting electronically, by accessing the website www.sharevote.co.uk where full details of the procedure are given. This website is operated by the Company's registrar. The proxy appointment and any power of attorney or other authority under which the proxy appointment is made must be received by the Company's registrar not less than 48 hours before the time for holding the Meeting or adjourned Meeting or (in the case of a poll taken otherwise than at or on the same day as the Meeting or adjourned meeting) for the taking of the poll at which it is to be used. Please note that any electronic communication sent to the Company or to the Company's registrar that is found to contain a computer virus will not be accepted. The use of the internet service in connection with the AGM is governed by Company's registrar's conditions of use set out on the Sharevote website, www.sharevote.co.uk and may be read by logging on to that site. If you want to appoint more than one proxy electronically please contact Company's registrar on 0871 384 2030 from within the UK (calls to this number are charged at 8 pence per minute from a BT landline. Other telephony provider costs may vary). From outside the UK please call +44 121 415 7047.

Changing proxy instructions

12. To change your proxy instructions simply submit a new proxy appointment. You will need to request a new Form of Proxy from the Company's Registrars, Equiniti Limited by contacting them at Aspect House, Spencer Road, Lancing, West Sussex BN99 6ZL or by using their telephone helpline service on 0871 384 2030 from within the UK (calls to this number are charged at 8 pence per minute from a BT landline. Other telephony provider costs may vary). From outside the UK please call +44 121 415 7047. Note that the cut-off time for receipt of Forms of Proxy (see note 5 above) also applies in relation to amended instructions; any amended proxy appointment received after the relevant cut-off time will be disregarded and you will be required to vote at the Meeting, if you wish to change your vote.
13. If you submit more than one valid proxy appointment in respect of a single share, the appointment received last before the latest time for the receipt of proxies will take precedence.

Nominated persons

14. Any person receiving a copy of this Notice of Meeting as a person nominated by a member to enjoy information rights under Section 146 of the Companies Act 2006 ("CA 2006") (a "Nominated Person") should note that the provisions in this Notice concerning the appointment of a proxy or proxies to attend the Meeting in place of a member, do not apply to a Nominated Person as only shareholders have the right to appoint a proxy. However, a Nominated Person may have a right under an agreement between the Nominated Person and the member by whom he or she was nominated to be appointed, or to have someone else appointed, as a proxy for the Meeting. If a Nominated Person has no such proxy appointment right, or does not wish to exercise it, he/she may have a right under such an agreement to give instructions to the member as to the exercise of voting rights at the Meeting. If you are a person who has been nominated under Section 146 of CA 2006 to enjoy information rights:
 - you may have a right under an agreement between you and the member of the Company who has nominated you to have information rights ("Relevant Member") to be appointed or to have someone else appointed as a proxy for the Meeting; and

- 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. Nominated persons should also remember that their main point of contact in terms of their investment in the Company remains the member who nominated the Nominated Person to enjoy information rights (or, perhaps the custodian or broker who administers the investment on their behalf). Nominated Persons should continue to contact that member, custodian or broker (and not the Company) regarding any changes or queries relating to the Nominated Person's personal details and interest in the Company (including any administrative matter). The only exception to this is where the Company expressly requests a response from a Nominated Person.

Voting

15. Voting on each of the Resolutions to be put to the AGM will be by poll, rather than a show of hands, so that all shares voted are included, whether or not the shareholder is able to attend the Meeting. The Board believes this to be the most democratic procedure for voting on resolutions. The results of the polls will be announced to the London Stock Exchange as soon as practicable following the Meeting and also will be published on the Company's website www.draxgroup.plc.uk.

Issued shares and total voting rights

16. As at 17 March 2010, being the latest practicable date prior to the publication of this document, the Company's issued share capital comprised 364,853,890 ordinary shares of 11¹⁶/₂₉ pence each. Each ordinary share carries the right to one vote at a general meeting of the Company and, therefore, the total number of voting rights in the Company is the same as the number of shares in issue. The Company does not hold any shares in treasury.
17. This Notice, together with information about the total numbers of shares in the Company in respect of which members are entitled to exercise voting rights at the Meeting as at 17 March 2010, being the latest practicable date prior to the publication of this document and, if applicable, any members' statements, members' resolutions or members' matters of business received by the Company after the date of this Notice, will be available on the Company's website www.draxgroup.plc.uk

Website publication of audit concerns

18. Under Section 527 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 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 Companies Act 2006.

The Company may not require the members requesting any such website publication to pay its expenses in complying with Sections 527 or 528 Companies Act 2006. Where the Company is required to place a statement on a website under Section 527 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 Meeting includes any statement that the Company has been required under Section 527 Companies Act 2006 to publish on a website.

Corporate representatives

19. 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, if it is appointing more than one corporate representative, it does not do so in relation to the same shares. It is therefore no longer necessary to nominate a designated corporate representative.

Questions at the Meeting

20. Any member attending the Meeting has the right to ask questions. The Company must cause to be answered any question relating to the business being dealt with at the Meeting put by a member attending the Meeting. However, members should note that no answer need be given in the following circumstances:
- i. if to do so would interfere unduly with the preparation of the Meeting or would involve a disclosure of confidential information;
 - ii. if the answer has already been given on a website in the form of an answer to a question; or
 - iii. if it is undesirable in the interests in the Company or the good order of the Meeting that the question be answered.

PART E

ADMINISTRATIVE NOTES RELATING TO THE ANNUAL GENERAL MEETING

Electronic address

21. Any electronic address provided either in this Notice or in any related documents (including the Form of Proxy) may not be used to communicate with the Company for any purposes other than those expressly stated.

Meeting arrangements

22. The doors of The City Presentation Centre will open at 10.00am and the AGM will start promptly at 11.00am. Please bring the Attendance Card which is attached to the Form of Proxy with you if you attend the Meeting. It will authenticate your right to attend, speak and vote and will speed up your admission to the Meeting.

Documents available for inspection

23. There will be available for inspection at the offices of Norton Rose LLP, 3 More London Riverside, London, SE1 2AQ and the Company's registered office during normal business hours Monday to Friday (public holidays excepted) and at the place of the AGM from 10.00am until the close of the Meeting:

- a. this document;
- b. copies of the executive directors' service contracts and non-executive directors' appointment letters; and
- c. the New Articles together with a blackline showing changes to the Current Articles.

General enquiries

24. If you have any queries about voting or about your shareholding you can contact Equiniti Limited, who maintain the Register as follows:

- by using their telephone helpline service:
- from within the UK on 0871 384 2030 (calls cost 8 pence per minute plus network charges); or
- from outside the UK on +44 (0) 121 415 7047; or
- by writing to them at Equiniti Limited, Aspect House, Spencer Road, Lancing, West Sussex BN99 6DA.

The telephone helpline service will be available between 9.00am and 5.00pm Monday to Friday (excluding public holidays).

The telephone helpline service will not be able to provide legal, financial or personal taxation advice. Calls may be recorded and randomly monitored for security and training purposes.

PART F

DEFINITIONS

The following definitions apply throughout this document and in the accompanying Form of Proxy (or in the case of SIP participants, the Form of Direction), unless the context requires otherwise:

“Annual General Meeting” or “AGM” or “Meeting”	the Annual General Meeting of the Company to be held at 11.00am on 21 April 2010 (and any adjournment thereof)
“Board” or “directors”	the directors of Drax Group plc
“Company’s Registrars”	Equiniti Limited, Aspect House, Spencer Road, Lancing, West Sussex BN99 6DA
“CREST”	the relevant systems (as defined in the CREST Regulations) in respect of which Euroclear UK & Ireland Limited is the Operator (as defined in such regulations)
“CREST Regulations”	the Uncertificated Securities Regulations 2001 (SI 2001 No. 3755)
“Current Articles” or “Articles of Association”	the current Articles of Association of Drax as at the date of this Notice
“Director”	a director of the Company from time to time
“Drax” or the “Company”	Drax Group plc
“Form of Direction”	the form enclosed with this document specifically for SIP participants, who may then use it to instruct the Trustee how to vote on resolutions to be put to the AGM
“Form of Proxy”	the proxy form enclosed with this document for use by shareholders to vote on resolutions to be put to the AGM
“Group”	Drax and its subsidiary and associated undertakings
“London Stock Exchange”	London Stock Exchange plc
“New Articles”	the new Articles of Association proposed to be adopted pursuant to Resolution 12
“Official List”	the official list of the UK Listing Authority
“ordinary shares”	ordinary shares of 11 ¹⁶ / ₂₉ pence each in the capital of the Company
“Register”	the register of members of the Company
“Resolutions”	the resolutions set out in the notice convening the AGM
“Shareholders”	holders of ordinary shares
“Share plans”	the SIP, the Drax Approved Savings Related Share Option Plan, the Drax Bonus Matching Plan and the Drax Executive Share Incentive Plan
“SIP”	the Drax Approved Share Incentive Plan
“Trustee”	Equiniti Trustees Limited as trustee of the SIP
“UK Listing Authority”	the Financial Services Authority acting in its capacity as the competent authority for the purposes of Part VI of the Financial Services and Markets Act 2000
“Uncertificated” or “in Uncertificated Form”	recorded on the Register as being held in uncertificated form in CREST and title to which, by virtue of the CREST Regulations, may be transferred by means of CREST
“United Kingdom” or “UK”	the United Kingdom of Great Britain and Northern Ireland

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