

## **THE CLARKSON HILL GROUP PLC**

**(the "Company")**

### **NOTICE OF ANNUAL GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that the Annual General Meeting of the above named Company will be held at Alexandra House, 33 Alexandra Road, Wisbech, Cambridgeshire, PE13 1HQ on 23rd July 2009 at 11.30 am for the following purposes, namely:

#### **Ordinary Business**

- (1) To consider and, if thought fit, adopt the accounts of the Company for the seventeen month period ended 31 December 2008 and the Report of the Directors and Accountants thereon.
- (2) To re-elect as a director Ronald Pritchard who retires by rotation in accordance with the Articles of Association.
- (3) To re-elect as a director John Lacey who retires by rotation in accordance with the Articles of Association.
- (4) To appoint George Hay as auditors to hold office until the conclusion of the next General Meeting of the Company before which accounts are laid.
- (5) To authorise the Directors to determine the remuneration of the Auditors.

#### **Special Business**

To consider and, if thought fit, pass the following Resolutions, of which Resolution 6 will be proposed as an Ordinary Resolution and resolution 7 as a Special Resolution:

- (6) To consider and if thought fit to pass the following resolution as an ordinary resolution:

"THAT for the purposes of Section 80 of the Companies Act 1985 ("the Act") (and so that expressions used in this resolution shall bear the same meaning as in the said section) the Directors be and they are hereby generally and unconditionally authorised to exercise all or any of the powers of the Company to allot relevant securities of the Company up to an aggregate nominal of the authorised but unissued share capital of the Company to such persons at such times and on such terms as they think proper, such authority to expire (unless previously renewed, varied or revoked by the Company in General Meeting) at the conclusion of the next Annual General Meeting of the Company following the passing of this resolution or if sooner 15 months after the date of this resolution, save that the Company may prior to such expiry make any offer or such agreement which would or might require relevant securities to be allotted after such expiry and the Directors may allot relevant securities pursuant to any such offer or agreement notwithstanding the expiry of the authority given by this resolution and so that all previous authorities of the Directors pursuant to Section 80 of the Act be and they are hereby revoked."

(7) To consider and if thought fit to pass the following resolution as a Special Resolution:

"THAT the Directors be and they are hereby empowered pursuant to Section 95 of the Companies Act 1985 ("the Act") to allot equity securities (within the meaning of Section 94(2) of the Act) in the capital of the Company for cash pursuant to the authority conferred on them in accordance with Section 80 of the Act by resolution 7 as if Section 89(1) of the Act did not apply to such allotment provided that this power shall expire at the conclusion of the next Annual General Meeting of the Company following the passing of this resolution (or if sooner 15 months after the date of this resolution), save that the Company may prior to 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 pursuant to any such offer or agreement notwithstanding the expiry of the authority given by this resolution and so that all previous authorities of the Directors pursuant to Section 95 of the Act be and they are hereby revoked."

Dated 16<sup>th</sup> June 2009

By Order of the Board



Ronald Pritchard

Director

Registered in England  
No 4310108

Registered Office  
Alexandra House  
Wisbech  
Cambridgeshire PE13 1HQ

## Notes

- (1) Any member entitled to attend and vote at the above meeting is entitled to appoint one or more proxies to attend and, on a poll, vote instead of him. A proxy may join in any demand for a poll but is not able to speak at the meeting. A proxy need not be a member of the Company.
- (2) The Form of Proxy and power of attorney or other authority (if any) under which it is signed, or a notarially certified copy of such authority must be deposited at Alexandra House, 33 Alexandra Road, Wisbech, Cambridgeshire, PE13 1HQ not less than 48 hours before the meeting or any adjournment thereof.
- (3) To be entitled to attend and vote at the meeting, members must be entered on the Company's register of members at 11.30 am on the 21st July 2009. Any changes to the register of members after such time, will be disregarded in determining the rights of any person to attend or vote at the meeting.
- (4) In the case of joint holders, the signature of only one of the joint holders is required on the form of proxy but the vote of the first name on the register of members will be accepted to the exclusion of other joint holders.
- (5) A shareholder may appoint more than one proxy in relation to the meeting provided that each proxy is appointed to exercise the rights attached to a different share or shares held by him. To appoint more than one proxy you may photocopy this form. Please indicate the proxy holder's name and the number of shares in relation to which they are authorised to act as your proxy (which, in aggregate, should not exceed the number of shares held by you). Please also indicate if the proxy instruction is one of multiple instructions being given. All forms must be signed and should be returned together in the same envelope. A failure to specify the number of shares each proxy appointment relates to or specifying a number in excess of those held by you may result in the appointment being invalid.
- (6) Arrangements will be put in place to facilitate voting by corporate representatives at the meeting so that if a corporate member has appointed the Chairman of the meeting as its corporate representative with instructions to vote on a poll in accordance with the directions of all the other corporate representatives for that member at the meeting, then, on a poll, those corporate representatives will give voting directions to the Chairman and the Chairman will vote or withhold a vote as corporate representative in accordance with those directions; and if more than one corporate representative for the same corporate member attends the meeting but the corporate member has not appointed the Chairman of the meeting as its corporate representative, a designated corporate representative will be nominated, from those corporate representatives who attend, who will vote on a poll and the other corporate representatives will give voting directions to that designated corporate representative.

Corporate members are referred to the guidance issued by the Institute of Chartered Secretaries and Administrators on proxies and corporate representatives - [www.icsa.org.uk](http://www.icsa.org.uk) - for further details of this procedure. The guidance includes a sample form of representation letter to appoint the Chairman as a corporate representative as described in (a) above. **The Institute of Chartered Secretaries and Administrators recommends the use of multiple proxies wherever possible in favour of corporate representatives.**

**THE CLARKSON HILL GROUP PLC**

Form of Proxy

**for use at the 2009 Annual General Meeting**

I/We .....  
(block capitals please)

of .....

being a member/members of the Company hereby appoint (see Note 1)

.....

whom failing the Chairman of the Meeting to be my/our proxy and to attend and vote for me/us on my/our behalf at the Annual General Meeting of the Company to be held on 23rd July 2009 at 11.30 am and at any adjournment thereof. My/our proxy is to vote as indicated below in respect of the Resolutions set out in the Notice of Meeting (see Note 2):

**RESOLUTIONS**

- |                    |  |  |                    |
|--------------------|--|--|--------------------|
| 1.                 | Receipt of Accounts  | <table border="1"><tr><td><b>FOR/AGAINST</b></td></tr></table> | <b>FOR/AGAINST</b> |
| <b>FOR/AGAINST</b> |  |  |                    |
| 2.                 | Re-election as a Director of Ronald Pritchard                    | <table border="1"><tr><td><b>FOR/AGAINST</b></td></tr></table> | <b>FOR/AGAINST</b> |
| <b>FOR/AGAINST</b> |  |  |                    |
| 3.                 | Re-election as a Director of John Lacey                          | <table border="1"><tr><td><b>FOR/AGAINST</b></td></tr></table> | <b>FOR/AGAINST</b> |
| <b>FOR/AGAINST</b> |  |  |                    |
| 4.                 | Re-appointment of Auditors                                       | <table border="1"><tr><td><b>FOR/AGAINST</b></td></tr></table> | <b>FOR/AGAINST</b> |
| <b>FOR/AGAINST</b> |  |  |                    |
| 5.                 | Determination of Auditors' Remuneration                          | <table border="1"><tr><td><b>FOR/AGAINST</b></td></tr></table> | <b>FOR/AGAINST</b> |
| <b>FOR/AGAINST</b> |  |  |                    |
| 6.                 | Approval of Companies Act 1985 Section 80 authority              | <table border="1"><tr><td><b>FOR/AGAINST</b></td></tr></table> | <b>FOR/AGAINST</b> |
| <b>FOR/AGAINST</b> |  |  |                    |
| 7.                 | Approval of Companies Act 1985, Section 95 disapplication rights | <table border="1"><tr><td><b>FOR/AGAINST</b></td></tr></table> | <b>FOR/AGAINST</b> |
| <b>FOR/AGAINST</b> |  |  |                    |

Dated .....

Signed or sealed (see Note 3)

.....

## Notes

1. If a member wishes to appoint as a proxy a person other than the Chairman of the meeting, the name and address of the other person should be inserted in block capitals in the space provided. A proxy need not be a member of the Company but must attend the meeting in person. Any alteration or deletion must be signed or initialled.
2. A member should indicate by deleting either **FOR** or **AGAINST** how he wishes his votes to be cast in respect of each of the Resolutions set out in the Notice of Meeting. Unless so instructed, the proxy will vote or abstain as he thinks fit. The proxy will act at his discretion in relation to any other business arising at the meeting (including any resolution to amend a resolution or to adjourn the meeting).
3. In the case of a corporation this proxy form should be given under its seal or signed on its behalf by an attorney or duly authorised officer. In the case of joint holders the signature of any one of them will suffice, but the names of all joint holders should be shown.
4. Use of this proxy form does not preclude a member from attending the meeting and voting in person.
5. To be valid, this proxy form must be lodged together with the power of attorney or other authority (if any) under which it is signed, or a notarially certified copy of such power or authority, at Alexandra House, 33, Alexandra Road, Wisbech, Cambridgeshire, PE13 1HQ, not less than 48 hours before the meeting or any adjournment thereof or, in the case of a poll, not less than 48 hours before the time appointed for taking the poll.
6. A shareholder may appoint more than one proxy in relation to the meeting provided that each proxy is appointed to exercise the rights attached to a different share or shares held by him. To appoint more than one proxy you may photocopy this form. Please indicate the proxy holder's name and the number of shares in relation to which they are authorised to act as your proxy (which, in aggregate, should not exceed the number of shares held by you). Please also indicate if the proxy instruction is one of multiple instructions being given. All forms must be signed and should be returned together in the same envelope. A failure to specify the number of shares each proxy appointment relates to or specifying a number in excess of those held by you may result in the appointment being invalid.