

# Notice of Annual General Meeting

Notice is hereby given that the Annual General Meeting of the Company will be held at the Holiday Inn, Lower Bristol Road, Bath BA2 3QU on Thursday 15th November 2007 at 11 am for the consideration of the following resolutions which will be proposed as to resolutions 1-8 inclusive and 10 as ordinary resolutions and as to resolutions 9 and 11 as special resolutions.

- 1 To receive and adopt the financial statements for the financial year ended 30th June 2007 and receive the Directors' and Auditors' reports.
- 2 To declare a final dividend of 5.8p per ordinary share.
- 3 To re-elect Peter Holding as a Director.
- 4 To re-elect Roger Taylor as a Director.
- 5 To elect David Paige as a Director.
- 6 To re-appoint Deloitte & Touche as Auditors to the Company until the conclusion of the next general meeting of the Company at which accounts are laid and to authorise the Directors to fix their remuneration.
- 7 To approve the directors' remuneration report for the financial year ended 30th June 2007.
- 8 That the Directors be and they are hereby generally and unconditionally authorised pursuant to Section 80 of the Companies Act 1985 to allot relevant securities (as defined in that section) up to an aggregate nominal value of 2,280,685 to such persons at such times and on such terms as they think proper such authority to expire at the conclusion of the Annual General Meeting of the Company to be held in 2008 save that the Company may prior to the expiry of such period make an offer or agreement which would or might require relevant securities to be allotted after the expiry of the said period and the Directors may allot relevant securities in pursuance of such offer or agreement notwithstanding the expiry of the authority given by this resolution.
- 9 That in substitution for all existing authorities granted by the Company in General Meeting pursuant to Section 95 of the Companies Act 1985 ("the Act") but without prejudice to any allotments of equity securities pursuant to such authorities prior to the date hereof, the Directors be and are empowered in accordance with Section 95 of the Act to allot equity securities (as defined in Section 94 of the Act) for cash pursuant to the authority conferred on them to allot relevant securities (as defined in Section 80 of the Act) by resolution 8 set out in the notice convening this Meeting or otherwise as if sub-section (1) of Section 89 and sub-sections (1) – (6) of Section 90 of the Act do not apply to any such allotment provided that the power conferred by this resolution shall be limited to:
  - (a) an issue or offering by way of rights (including without limitation under a rights issue, open offer or similar arrangement) in favour of holders of equity securities and any other persons entitled to participate in such issue or offering where the equity securities respectively attributed to the interests of such holders and persons are proportionate (as nearly as may be) to the respective numbers of equity securities held by or deemed to be held by them on the record date of such allotment subject only to such exclusions or other arrangements as the Directors may consider necessary or expedient to deal with fractional entitlements or legal or practical problems under the laws or requirements of any recognised regulatory body in any territory; and
  - (b) the allotment (otherwise than pursuant to subparagraph (a) above) of equity securities up to an aggregate nominal value not exceeding £345,558 and this power, unless renewed, shall expire at the end of the Annual General Meeting of the Company to be held in 2008 but shall extend to the making, before such expiry, of 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 authority conferred hereby had not expired.
- 10 Subject to the resolutions 8 and 9 above being passed, that the Directors may utilize part of the authority and power granted pursuant to resolutions 8 and paragraph (b) of resolution 9 to allot equity securities at par value up to an aggregate nominal value not exceeding £69,000 to the trustees of any trust, or any other body (corporate or incorporate) established exclusively for the purposes recognised as charitable under the laws of England.
- 11 That the amendments to the Articles of Association of the Company in the form produced to Annual General Meeting and, for the purpose of identification, initialled by the Chairman and dated 1st October 2007 be approved.

By order of the Board  
N P Tilley, Secretary  
1st October 2007

**Note:**

- (i) At the date of the notice, the issued share capital of the Company was 138,225,789 ordinary shares of 5 pence each and the total number of voting shares was 138,225,789.
- (ii) Any member entitled to attend and vote at the meeting convened by the above Notice may appoint one or more proxies to attend and, on a poll, to vote instead of him. A proxy need not be a member of the Company. A form of proxy is enclosed for your use if desired. Completion of a form of proxy does not preclude a member from attending and voting at the meeting in person.
- (iii) If you appoint a proxy to vote on your behalf at this Annual General Meeting, your voting rights will revert to you (at the conclusion of the) Annual General Meeting or any adjournment of the Annual General Meeting.
- (iv) Copies of all the Directors' service agreements or memoranda of the terms thereof and the Company's amended Articles of Association will be available for inspection at the Company's registered office during normal business hours on any week day (Saturdays, Sundays and public holidays excluded) and will be available for inspection at the place of the Annual General Meeting for at least 15 minutes prior to and during the meeting.
- (v) The Register of Directors' interests is kept by the Company in accordance with Section 325 of the Companies Act 1985 and will be open for inspection at the meeting.
- (vi) To be valid, the instrument appointing a proxy, 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) must be deposited with Capita Registrars, The Registry, PO Box 25, Beckenham, Kent BR3 4BR not later than 48 hours before the time fixed for the meeting or the adjourned meeting.
- (vii) Pursuant to Regulation 34 of the Uncertificated Securities Regulations 1995, the Company specifies that only those shareholders registered in the Register of Members of the Company 48 hours before the time for which the meeting is called shall be entitled to attend and vote at the Annual General Meeting in respect of the number of shares registered in their name at that time. Changes to entries on the Register of Members after 48 hours before the time for which the meeting is called shall be disregarded in determining the rights of any person to attend or vote at the meeting.

# Notice of Annual General Meeting continued

Set out below is an explanation of the Resolutions to be proposed at the Annual General Meeting:

## Resolution 1

Resolution 1 will be proposed as an ordinary resolution to receive and adopt the financial statements for the financial year ended 30th June 2007 and receive the Directors' and Auditors' reports. A copy of the Company's financial statements and the Directors' and Auditors' reports are enclosed with this letter.

## Resolution 2

Resolution 2 will be proposed as an ordinary resolution to permit the payment of a dividend to shareholder of 5.8 pence per ordinary share.

## Resolutions 3, 4 and 5

Resolutions 3, 4 and 5 will respectively be proposed as ordinary resolutions to re-elect as directors Peter Holding and Roger Taylor who are retiring by rotation and to elect David Paige as director following his appointment in February 2007 and whose biographical details are set out on page 9 of the accompanying financial statements.

## Resolution 6

Resolution 6 will be proposed as an ordinary resolution to re-appoint Deloitte & Touche as auditors to the Company until the conclusion of the next general meeting of the Company at which accounts are laid and to authorise the Directors to fix their remuneration.

## Resolution 7

Resolution 7 will, as required by the Directors' Remuneration Report Regulations 2002, be proposed as an ordinary resolution to approve the directors' remuneration report for the financial year ended 30th June 2007. A copy of the directors' remuneration report is enclosed with this letter.

## Resolution 8

Resolution 8 will be proposed as an ordinary resolution to authorise the Directors to allot up to £2,280,685 in nominal amount of the un-issued share capital of the Company representing 33 per cent of the total issued ordinary share capital of the Company as at 31st August 2007. This authority will expire at the conclusion of the next annual general meeting to be held in 2008. The Directors have no present intention of using the authority granted by this resolution for any reason other than to satisfy the exercise of options and allotment of shares under the Company's share based incentive schemes currently in force.

## Resolution 9 (Special Resolution)

If the Directors wish to allot unissued shares for cash the Companies Act 1985 requires that these shares are offered first to existing shareholders in proportion to their existing holdings. This is known as shareholders' pre-emption rights. There may be occasions, however, when, in order to act in the best interests of the Company, the Directors need flexibility to finance business opportunities as they arise without offering securities on a pre-emptive basis. Resolution 9 asks shareholders to renew the Directors' authority to allot shares for cash up to an aggregate nominal value of £345,558 (otherwise than in connection with a rights issue or share scheme) equivalent to approximately 5% of the ordinary issued share capital as at 31 August 2007 without the shares being offered first to existing shareholders.

## Resolution 10

Resolution 10 will be proposed as an ordinary resolution and gives the Directors the authority to allot for the purposes of any corporate charitable share issue an amount equal to an aggregate value of £69,000 equivalent to approximately 1% of the disapplication referred to in paragraph (b) of resolution 9. The Directors would like the Company to participate in some of the charitable share donation schemes that exist if shareholders are in favour of this course of action.

## Resolution 11 (Special Resolution)

Certain provisions of the Companies Act 2006 came into force on 1 January, 20 January and 6 April 2007 respectively, as well as changes to the Financial Services Authority's rules for listed companies following implementation of the European Transparency Obligations Directive on 20 January 2007. These changes have updated and in some instances amended current companies legislation and the regulation of listed companies such as Helphire Group plc. This resolution provides, broadly, for the following changes to be made to the Company's Articles of Association, together with some consequential changes, so as to update them to this new legislation and new regulations:

- The necessary amendments so as to permit the Company to communicate with shareholders electronically via its website if it chooses, unless a shareholder wishes to receive documents or other information in hard copy, in accordance with the new provisions of the Companies Act 2006 and the Disclosure and Transparency Rules of the Financial Services Authority.

If these amendments are adopted, the Company will in future have the option of consulting with its shareholders as to whether or not they wish to continue receiving notices or other documents or information from the Company in hard copy. As part of such consultation the Company can ask shareholders to elect either to receive future notices or other documents or information in hard copy or to elect to receive them by electronic means. If a shareholder does not respond to such consultation within 28 days, they would be deemed to have elected to receive future notices or other documents and information from the Company by electronic means. However, shareholders who make an election or a deemed election to receive notices or other documents or information from the Company by electronic means would still be able to notify the Company at any time that they wish to receive them from the Company in hard copy, and in this respect the future rights of shareholders to receive hard copies of documents or other information would be safeguarded.

- The removal of a maximum age for Directors, in keeping with the repeal of the corresponding provision contained in the Companies Act 1985.
- Removal of references to extraordinary resolutions.
- Updating the provisions in relation to proxy rights, the lodging of proxy and the revocation of proxies.
- Changes to a number of references to statutory provisions in the Companies Act 1985 which have now been replaced by corresponding provisions in the Companies Act 2006.

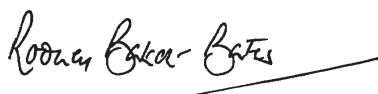
## Action to be taken

Accompanying this letter is a form of proxy relating to the Resolutions to be proposed at the Annual General Meeting. You are requested to complete, sign and return the form of proxy in accordance with the directions on it as soon as possible, but in any event so as to arrive at the offices of the Company's registrars, Capita Registrars, Proxies Department, PO Box 25, Beckenham, Kent BR3 4BR not later than 11am on 13th November 2007, being 48 hours before the time appointed for the Annual General Meeting. Completion of the form of proxy will not prevent you from attending and voting at the Annual General Meeting if you so wish.

## Recommendation

Your Board unanimously believes that the proposals referred to in this letter are in the best interests of shareholders as a whole and, accordingly, recommends that you vote in favour of the Resolutions to be proposed at the Annual General Meeting, as the Directors intend to do in respect of their own beneficial holdings.

Yours sincerely



Rodney Baker-Bates, Chairman