

# Notice of Annual General Meeting

Notice is hereby given that the Annual General Meeting of the Company will be held at The Registry, Royal Mint Court, London EC3N 4QN on Friday, 27 November 2009 at 11 a.m. for the consideration of the following resolutions, which will be proposed as to resolutions 1 to 11 inclusive as ordinary resolutions and as to resolutions 12 and 13 as special resolutions:

- 1 To receive and adopt the financial statements for the financial year ended 30 June 2009 and receive the Directors' and Auditors' reports.
- 2 To re-elect Richard Rose as a Director.
- 3 To re-elect Martin Ward as a Director.
- 4 To re-elect Ian Wardle as a Director.
- 5 To re-elect Michael Howard QC MP as a Director.
- 6 To re-elect Andrew Cripps as a Director.
- 7 To re-elect Mark McCafferty as a Director.
- 8 To re-elect Avril Palmer-Baunack as a Director.
- 9 To re-appoint Deloitte LLP 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.
- 10 To receive, adopt and approve the Directors' remuneration report for the financial year ended 30 June 2009.
- 11 That, (in substitution for any existing authority which is hereby revoked but without prejudice to the validity of any allotment pursuant to such previous authority) the Directors be and they are hereby generally and unconditionally authorised pursuant to section 551 of the Companies Act 2006 (the 'Act') to allot shares in the Company (or grant rights to subscribe for or to convert any security into shares) up to an aggregate nominal value of £5,522,461 to such persons at such times and on such terms as they think proper such authority, unless previously revoked, varied or renewed by the Company in general meeting, shall expire at the conclusion of the Annual General Meeting of the Company to be held in 2010 or, if earlier, 15 months after the date of passing of this resolution, save that the Company may prior to the expiry of such period 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) after the expiry of the said period and the Directors may allot shares in the Company (or grant rights to subscribe for or to convert any security into shares) in pursuance of such offer or agreement notwithstanding the expiry of the authority given by this resolution.
- 12 That, subject to the passing of resolution 11 above (in substitution for any existing authority which is revoked) but without prejudice to the validity of any allotment pursuant to such authority, the Directors be and are empowered pursuant to section 570 of the Act to allot equity securities (as defined in section 560 of the Act) for cash pursuant to the authority conferred by resolution 11 as if section 561(1) of the Act did not apply to any such allotment provided that the power conferred by this resolution shall be limited to:
  - (a) the allotment of equity securities to the holders of ordinary shares in the Company in proportion (as nearly as may be practicable) to the respective numbers of ordinary shares held by them and holders of other equity securities, as required by the rights of those securities or, subject to such rights, as the Directors of the Company otherwise consider necessary, and so that the Directors of the Company 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) the allotment of equity securities up to an aggregate nominal value not exceeding £828,370.

This power, unless previously renewed, varied or revoked by the Company in general meeting, shall expire at the end of the next Annual General Meeting of the Company to be held in 2010 or, if earlier, on the date 15 months after the passing of such resolution, 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.
- 13 That with effect from the conclusion of this Annual General Meeting:
  - (a) the articles of association contained in the document produced to the meeting (and signed by the Chairman of the meeting for the purpose of identification) be adopted as the articles of the Company in substitution for, and to the exclusion of, the articles of association of the Company existing immediately prior to that time; and
  - (b) 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 part of the Company's articles of association, including for the avoidance of doubt the objects clause and any provision of the Company's memorandum of association in force immediately before such date as to the amount of authorised share capital, as altered by virtue of any shareholder resolution in force immediately before such date, be removed and revoked.

By order of the Board

**Nicholas P Tilley**  
Company Secretary  
1 October 2009

# Notice of Annual General Meeting

continued

## Notes:

- (i) As at the date of this notice, the issued share capital of the Company was 331,347,667 ordinary shares of 5p each and the total number of voting shares was 331,347,667.
- (ii) Members entitled to attend and vote at the meeting are entitled to appoint a proxy to exercise all or any of their rights to attend, speak and vote on their behalf at the meeting and at any adjournment of it. A member 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 that member. To appoint more than one proxy, shareholders should copy the proxy form and indicate on each the number of shares that the proxy is appointed to represent. A proxy need not be a member 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, please contact the Shareholder helpline on 0871 664 0300 (from UK: calls cost 10p per minute plus network extras; lines are open 8.30 a.m. – 5.30 p.m. Mon-Fri, or +44 208639 3399 if calling from overseas).
- (iii) 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 by Capita Registrars at The Registry, 34 Beckenham Road, Beckenham, Kent BR3 4TU no later than 11 a.m. on 25 November 2009, together with, if appropriate, the power of attorney or other authority (if any) under which it is signed or a duly certified copy of that power or authority.
- (iv) The return of a completed proxy form, other such instrument or any CREST Proxy Instruction (as described in paragraph (xiii) below) will not prevent a member attending the meeting and voting in person if he/she wishes to do so.
- (v) If a member submits more than one valid proxy appointment, the appointment received last before the latest time for the receipt of proxies will take precedence.
- (vi) 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).
- (vii) A vote withheld option is provided on the form of proxy to enable you to instruct your proxy not to vote on any particular resolution, however, it should be noted that a vote withheld in this way is not a 'vote' in law and will not be counted in the calculation of the proportion of the votes 'For' and 'Against' a resolution. The Register of Directors' interests is kept by the Company and will be open for inspection at the meeting.
- (viii) 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.
- (ix) Any person to whom this notice is sent who is a person nominated under section 146 of the Companies Act 2006 (the 'Act') to enjoy information rights (a '**Nominated Person**') may, under an agreement between him/her and the member 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 member as to the exercise of voting rights.
- (x) The statement of the rights of members in relation to the appointment of proxies in notes (ii) and (iii) above does not apply to Nominated Persons. The rights described in these paragraphs can only be exercised by members of the Company.
- (xi) To be entitled to attend and vote at the meeting (and for the purpose of the determination by the Company of the votes they may cast), members must be registered in the register of members of the Company at 6 p.m. on 25 November 2009 (or, in the event of any adjournment, 6 p.m. 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.
- (xii) If a member attending the meeting puts a question at the meeting which relates to the business being dealt with at the meeting, the Company must cause that question to be answered unless (a) to do so would interfere unduly with the preparation for the meeting or would involve the disclosure of confidential information or (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.
- (xiii) CREST members who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service may do so for this meeting 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 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. Please note the following:
  - (a) 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 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 the issuer's agent (ID RA10) by the latest time(s) for receipt of proxy appointments specified in this notice. 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 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.

- (b) 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. 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.
  - (c) 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.
- (xiv) Members should note that it is possible that, pursuant to requests made by members of the Company under section 527 of the Act, the Company may be required 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 Act. The Company may not require the members requesting any such website publication to pay its expenses in complying with sections 527 or 528 of the Act. Where the Company is required to place a statement on a website under section 527 of the Act, 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 Act to publish on a website.
  - (xv) Information regarding the meeting, including the information required by section 311A of the Act, can be found at [www.helphire.co.uk](http://www.helphire.co.uk).
  - (xvi) Members representing at least 5% of the total voting rights of members with a right to vote at the meeting (or being at least 100 members with a right to vote at the meeting and holding on average £100 of paid up capital) are entitled under sections 338 and 338A of the Act to require the Company to (a) give notice of a resolution to be moved at the meeting and (b) include a matter in the business to be dealt with at the meeting.
  - (xvii) Copies of all the Directors' service agreements or memoranda of the terms thereof and the Company's amended articles of association and a copy of the existing 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.

# 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 30 June 2009 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 Annual report.

## Resolutions 2, 3, 4, 5, 6, 7 and 8

Resolutions 2, 3, 4, 5, 6, 7 and 8 will respectively be proposed as ordinary resolutions to re-elect Richard Rose, Martin Ward, Ian Wardle, Michael Howard QC MP, Andrew Cripps, Mark McCafferty and Avril Palmer-Baunack as directors following their appointment during 2009 and whose biographical details are set out on pages 12 and 13 of the Annual Report.

## Resolution 9

Resolution 9 will be proposed as an ordinary resolution to re-appoint Deloitte LLP 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 10

Resolution 10 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 30 June 2009. A copy of the Directors' remuneration report is set out on pages 24 to 33 of this Annual Report.

## Resolution 11

Resolution 11 will be proposed as an ordinary resolution to authorise the Directors to allot up to £5,522,461 in nominal amount of the unissued share capital of the Company representing approximately one third of the total issued ordinary share capital of the Company as at 30 September 2009. This authority will expire at the conclusion of the next Annual General Meeting to be held in 2010. 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 12

Resolution 12 will be proposed as a special resolution to empower the Directors to allot ordinary shares in the Company as if the pre-emption provisions of section 561(1) of the Companies Act 2006 (the "Act") did not apply, provided that such power of the Directors is limited to:

- (a) pre-emptive issues or offers, including rights issues and open offers, but with flexibility to deal with fractional entitlements and overseas regulatory problems; and
- (b) allotments of equity securities for cash with a nominal value of up to £828,370 which is equal to approximately 5% of the Company's issued share capital as at 30 September 2009.

This authority will expire at the conclusion of the next Annual General Meeting to be held in 2010.

## Resolution 13

Resolution 13 will be proposed as a special resolution to adopt new articles of association (the "New Articles") in order to update the Company's current articles of association primarily to take account of the implementation on 1 October 2009 of the remaining provisions of the Act.

The principal changes introduced in the New Articles are summarised below. Other changes, which are of a minor, technical or clarifying nature and also some more minor changes which merely reflect changes made by the Act and the Companies (Shareholder Rights) Regulations 2009 (which implemented the EU Shareholder Rights Directive) have not been included in the summary below. The New Articles showing all the changes to the Company's existing articles are available for inspection, at the Company's registered office.

### Authorised share capital and unissued shares

The Act abolishes the requirement for a company to have an authorised share capital and the New Articles reflect this, as references to the authorised share capital are not included. 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 Act, save in respect of employee share schemes.

The Company has also elected to approve the removal of the restrictions on the Company's authorised share capital expressly by special resolution as it involves an amendment to the Company's constitution.

### Provision for employees on cessation of business

The 2006 Act provides that the powers of the Directors of a company to make provision for a person employed or formerly employed by the Company or any of its subsidiaries in connection with the cessation or transfer to any person of the whole or part of the undertaking of the Company or that subsidiary, may only be exercised by the Directors if they are so authorised by the Company's articles or by the Company in general meeting. The New Articles provide that the Directors may exercise this power.

## Resolution 13 continued

### Use of seals

A Company currently requires authority in its articles to have an official seal for use abroad. After 1 October 2009 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 authorised person 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.

### Suspension of registration of share transfers

The current articles permit the Directors to suspend the registration of transfers. Under the Act share transfers must be registered as soon as practicable. The power in the current articles to suspend the registration of transfers is inconsistent with this requirement. Accordingly, this power has been removed in the New Articles.

### Power to close register

The Act repeals the existing statutory provision which allows a Company to close the register of members for any time or times not exceeding a total of 30 days per year. The current articles refer to such provision. Accordingly, this provision has been removed from the New Articles.

### Notice of board meetings

The current articles contain a provision stating that it shall not be necessary to give notice of a meeting of the Board to any Director for the time being absent from the UK. This article is removed in the New Articles, as modern communications mean there is no particular obstacle to giving notice to a Director who is abroad.

### Directors' fees

The current articles include a limit of £200,000 on the aggregate amount that can be paid to Directors in fees without approval by the Company's shareholders. This limit was increased in respect of the last financial year by an ordinary resolution passed at the General Meeting of the Company held on 28 April 2009, however, no authority was given for any subsequent financial year. The New Articles raise the limit on the aggregate amount that can be paid to Directors in fees without approval by the Company's shareholders from £200,000 to £400,000.

### Provisions from the memorandum of association

The provisions regarding the operations of the Company are currently set out in the Company's memorandum of association and articles of association. The Act significantly reduces the constitutional significance of a Company's memorandum. The Act provides that from 1 October 2009 it only records the names of the subscribers and the number of shares each subscriber agreed to take in the Company.

Under the Act the objects clause and all other provisions which are currently contained in a Company's memorandum (other than subscriber details) are deemed to be contained in a Company's articles, with effect from 1 October 2009. The Company has decided not to remove these provisions (apart from the provisions as to authorised share capital and the objects clause) and these provisions are therefore now expressly included in the New Articles.

### 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.

## 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, The Registry, 34 Beckenham Road, Beckenham, Kent BR3 4TU not later than 11 a.m. on 25 November 2009, being two days 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

**Richard Rose**

Chairman

1 October 2009