

Notice of Annual General Meeting

To be held at the offices of The Gate Worldwide,
Devon House, 58 St Katherine's Way, London,
E1W 1LB on 27 July 2010 at 12 noon.

**THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR
IMMEDIATE ATTENTION**

If you are in any doubt as to what action you should take, you are recommended to seek your own financial advice from your stockbroker or other independent adviser authorised under the Financial Services and Markets Act 2000 or equivalent legislation. If you have sold or transferred all of your shares in Media Square plc, please forward this document, together with the accompanying documents, as soon as possible either to the purchaser or transferee or to the person who arranged the sale or transfer so they can pass these documents to the person who now holds the shares.

mediasquare

Circular to Shareholders

Dated June 29th 2010

To: Shareholders in Media Square

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION.

On the 21st June 2010, Media Square plc (the "Company") announced that it had entered into a new 3 year £26,600,000 bank facility (the "Facility") with Bank of Scotland plc ("BoS"), part of Lloyds Banking Group which will commence on 30 July 2010 and which is conditional, amongst other things, on certain resolutions being passed at the Annual General Meeting of the Company to be held at the offices of The Gate Worldwide, Devon House, 58 St Katherine's Way, London, E1W 1LB on 27 July 2010 at 12 noon (the "AGM").

In particular, the Facility will only be extended to the Company if the existing Directors of the Company remain in place following the AGM and if the Company grants warrants to Lloyds Banking Group plc (or its nominees or permitted assignees) over 10% of the Company's fully diluted ordinary share capital (for further details, please see below).

The purpose of this letter is to outline the key conditions to the Facility Agreement stipulated by BoS insofar as they relate to the resolutions to be proposed at the AGM, provide shareholders with details relating to the context surrounding the Company's entry into the Facility and the recent history of the Company, and to highlight the potential consequences for the Company if the resolutions to be proposed at the AGM are not passed.

The formal notice of the AGM is set out on pages 6 to 8 of this document and a form of proxy is also enclosed, together with the Company's Annual Report for the financial year ended 28 February 2010.

BACKGROUND TO THE COMPANY'S CORPORATE HISTORY

The Company's history has been marked by considerable change and corporate instability. Over the ten years since its foundation, the agencies that comprise Media Square have experienced multiple changes in corporate ownership and management.

Media Square plc was admitted to trading on AIM in September 2000 as a digital marketing business. In 2002, Jeremy Middleton and Graeme Burns became CEO and CFO respectively, implemented a strategy of rapid growth through acquisition.

Between 2003 and 2005, the Company acquired fourteen businesses. The largest transaction was the purchase of Coutts plc which was an AIM listed point of sale manufacturing company for £22m in October 2004.

In September 2005, the Company acquired The Marketing Services Group ("MSG") for £63m from Huntsworth plc. MSG consisted of 42 individual subsidiaries, the majority of which had been part of Incepta plc, which had itself recently been acquired by Huntsworth¹. The Company entered into debt facilities with BoS totalling £58m in conjunction with this acquisition.

Following the MSG acquisition, the Company's performance deteriorated and in June 2007 Jeremy Middleton resigned as Chief Executive. Graeme Burns left the Company in 2009.

In July 2007, Roger Parry was appointed as Executive Chairman (combining the roles of Chairman and Chief Executive) with the brief of undertaking a three year turnaround of the business.

THE MEDIA SQUARE TURNAROUND

In October 2007, Peter Reid joined the Company from McKinsey & Company as Development Director to take charge of disposals and structural change. Bruce Winfield was promoted to the position of Chief Operating Officer to focus on operational improvements.

Following the acquisitions of MSG and Coutts, Media Square had more than 50 individual operating units spread around the world. During the course of the turnaround, a large number of these agencies were identified as having no viable long term future as part of Media Square and were therefore either sold or closed.

The agencies sold or closed include Beetroot Publishing (London), Catalyst Marketing (London), Coutts Retail Communications (London), Dynamo Africa (Durban), Dynamo Marketing (London), The Gate Africa (Johannesburg), Hoffman Schalt (Frankfurt), Lloyd Northover (Dubai), Lloyd Northover (Marlow), Redmandarin (London), SEA (Düsseldorf), SEA PR (Frankfurt), Symbian (Bishops Stortford) and Symmetry (Manchester).

By the summer of 2008, the business was stabilised and trading profitably but, in September 2008, the adverse economic conditions and associated loss of business confidence following the credit crunch, led to a sharp reduction in marketing budgets. Agencies in Media Square were particularly hard hit as many had low margins and a high level of reliance on financial services and automotive clients.

¹ Full details of the MSG acquisition were sent to the Company's shareholders in a Circular dated 13th October 2005.

The declining economic conditions necessitated additional restructuring in order to further reduce the Group's cost base in response to the deteriorating business environment.

In January 2010, Mr Reid was appointed as Chief Executive and Mr Parry moved into the Non Executive Chairman's role which marked the completion of the structural changes of the turnaround.

THE MEDIA SQUARE GROUP TODAY

The Board believes that the Group now has a stable operating platform, with eleven core agencies, covering five disciplines - Advertising, PR, Marketing, Research and Design. Each agency has a clear professional service proposition and an established senior management team.

In contrast to the previous acquisition-focused strategy, the Group's future strategy is focused on returning this core portfolio of agencies to growth and on delivering operational improvements in order to return individual agencies and the Group to operating margins in line with long-term industry average levels.²

It is the Board's view that central to the successful execution of this strategy will be a stable corporate environment in which the agencies within the Group can flourish.

OWNERSHIP STRUCTURE

Over the past two and a half years, two shareholders have built up sizeable equity stakes in the Company, without prior discussions with the Board or senior management, and the circumstances surrounding the equity purchases have led to considerable speculation around the ownership structure of the Company.

This situation has been exacerbated by uncertainty as to the intentions of these large shareholders as, within this period, they have each attempted to requisition a general meeting to consider resolutions to change the composition of the Board. While these proposed resolutions were never formally put to shareholders (either because the meetings were improperly requisitioned or the requisitions were subsequently withdrawn), this has created significant uncertainty around the stability of the business and whether these shareholders support the Board's stated strategy.

THE FACILITY

The Company's previous facilities with BoS (which is now part of Lloyds Banking Group) are due to expire in April 2011.

Under the previous facilities, the Company was required to comply with certain financial covenants. However, for the past two and a half years, since Roger Parry's appointment, BoS has agreed to suspend testing the financial covenants under the existing facilities in order to support the turnaround programme outlined above. If those covenants had been tested, it is likely that the Company would have been in breach of its covenant obligations, which would have entitled BoS to demand immediate repayment of the facilities.

With the structural turnaround complete, both the Board and BoS believe that the time is now right to put in place new banking arrangements and, in June 2010, the Board and BoS agreed the terms of the new Facility, which will replace the Company's previous facilities and will run until July 2013.³

In the course of discussions on the new Facility, BoS and Lloyds Banking Group plc have emphasised that their decision to extend the Facility was influenced by their confidence in existing management and their business plan and that they believe any on-going corporate instability could be harmful to the Company's future prospects. As such, BoS and Lloyds Banking Group plc have insisted that the new Facility is contingent, amongst other things, on the current management team remaining in place following the AGM and the Company not deviating from its current strategy, which has been presented to BoS and Lloyds Banking Group plc and has been favourably received. The Facility is also contingent on certain warrants being granted to Lloyds Banking Group plc (or its nominees or permitted assignees). Further details on the conditions to the Facility are set out below.

MANAGEMENT

As explained above, it is a condition of the Facility being extended to the Company that all of the Directors remain in place following the AGM.

In addition, BoS has agreed that it will continue to suspend testing of the Company's financial covenants under its facilities for the period to May 2010 (which were due to be tested at the end of June 2010) provided all of the Directors remain in place following the AGM and the Company grants the warrants to Lloyds Banking Group plc (or its nominees or permitted assignees) as set out below. The Directors believe that the Company would be in breach of the applicable financial covenants for the period to May 2010 if BoS were to test them.

² Please see the Preliminary Results Announcement of 27 May 2010 for further details.

³ Full details were announced on 21st June 2010. Please note that although the Facility will only become effective following the AGM and pursuant to the applicable resolutions being passed, the Company was obliged on signing of the agreement to pay 25% of the Arrangement fee (£66,500), which will not be refunded if the Facility does not become effective.

⁴ These views are summarised in a letter written from LBG – a copy of which could be made available to shareholders on request.

Circular to Shareholders

continued

Certain directors are standing for re-election pursuant to the Articles of Association of the Company at the AGM. It is important that shareholders consider the consequences of resolutions 2 to 5 (the resolutions at the AGM which relate to such re-elections) not being passed, which are explained further below.

WARRANTS

Under the terms of the Facility, the Company has agreed to grant Lloyds Banking Group plc (or its nominees or permitted assignees) warrants in respect of 10% of the fully diluted issued ordinary share capital of the Company exercisable at a price of 10p and to expire 10 years from the date of grant. Subject to certain conditions, the warrants would include anti-dilution protection, such that in the event of future ordinary share issues or grants of options or warrants prior to the date of exercise, Lloyds Banking Group plc (or its nominees or permitted assignees) would be granted additional warrants to ensure that it continued to hold warrants in respect of 10% of the enlarged fully diluted ordinary share capital.⁵

The inclusion of these warrants within the Facility terms reflects the fact that, in the opinion of Lloyds Banking Group plc and the Board, the overall interest rates payable will be lower than standard market rates for a company with Media Square's credit profile and that Lloyds Banking Group plc has agreed for a material part of the overall interest burden to be capitalised until the end of the loan term.

It is a condition of the Facility being extended to the Company that the Company grants the warrants to Lloyds Banking Group plc (or its nominees or permitted assignees), which requires shareholders to pass resolution 8 at the AGM to authorise the Directors to grant the warrants.

CONSEQUENCES OF THE AGM RESOLUTIONS RELATING TO THE FACILITY AGREEMENT NOT BEING PASSED

Ordinary Resolutions 2 to 5: to re-elect certain Directors as directors of the Company.

In February 2010, Roger Parry announced that he would be standing down as Non Executive Chairman at the AGM. However, because the current management team (including the Directors) is required to stay in place as a condition to the extension of the Facility, Mr Parry has agreed to remain as Non Executive Chairman and, in accordance with the Articles of Association of the Company, will retire by rotation and stand for re-election at the AGM.

Peter Reid, Neil Canetty-Clarke and Tim Lindsay each stand for election in accordance with the Articles of Association as they have been appointed as Directors since the last Annual General Meeting.

The new Facility will only be extended to the Company if resolutions 2 to 5 are each passed by shareholders at the AGM. If one or more of resolutions 2 to 5 are not passed, the Company's existing facilities will remain in place until April 2011. However, BoS will be entitled to test the Company's financial covenants in respect of the period to May 2010 and, in the event that one or more is breached, BoS will be entitled to demand immediate repayment of the existing facilities. As noted above, the Board believes that the Company would be in breach of the applicable financial covenants for the period to May 2010 if BoS were to test them.

In addition, if any of the Directors standing for re-election at the AGM are not re-elected, it could cause their contracts of employment or letters of appointment (as appropriate) to be terminated and the Company would be obliged to compensate the relevant Directors in line with their contracts of employment or letters of appointment.⁶

Special Resolution 8: to authorise the Directors to grant warrants to Lloyds Banking Group plc (or its nominees or permitted assignees) in accordance with the terms of the Facility and disapply statutory pre-emption rights in relation thereto.

As explained above, the Facility will not be extended to the Company unless it grants to Lloyds Banking Group plc (or its nominees or permitted assignees) warrants over ordinary shares in the capital of the Company equal to 10% of the Company's fully diluted, issued ordinary share capital from time to time which are exercisable at 10p and expire 10 years after the date of grant. The Directors believe the grant of warrants on such terms is reasonable given that the interest margins are below standard market rates for a business with a similar credit profile to the Company and given that BoS have provided for a material portion of the total interest bill to be capitalised and deferred until the end of the Facility. The Company requires shareholder authority to grant the warrants to Lloyds Banking Group plc (or its nominees or permitted assignees) pursuant to resolution 8.

Resolution 8 relates to equity securities up to an aggregate nominal amount of £600,000 to provide the Directors with sufficient headroom to grant warrants to Lloyds Banking Group plc (or its nominees or permitted assignees) equal to 10% of the fully diluted aggregate nominal amount of the issued ordinary share capital of the Company from time to time. The Directors will only exercise the authorities conferred by resolution 8 in connection with the issue of the warrants to Lloyds Banking Group plc (or its nominees or permitted assignees) in accordance with the terms of the Facility. If resolution 8 is passed, the Company will grant LBG warrants exercisable over 4,018,957 ordinary shares, which is equivalent to 10% of the Company's issued ordinary share capital at the date of grant.

Unless previously revoked or varied, the authorities granted pursuant to resolution 8 will expire on the date falling 5 years after the passing of the resolution save that the Company may at any time before such expiry make an offer or agreement which might require the warrants to be granted after such expiry and the Directors may grant the warrants in pursuance of such offer or agreement notwithstanding that the authority hereby conferred has expired.

⁵ If Lloyds Banking Group plc (or its nominees or permitted assignees) chooses to exercise all of the proposed warrants at the exercise price, the Company would receive £401,896 of funds pursuant to their exercise (assuming that the number of warrants and fully diluted share capital is the same as at the date of the warrant instrument being entered into).

⁶ The Company wishes to ensure that shareholders have sufficient information in order to appropriately vote on the resolutions, and has therefore provided the estimates below as to its potential liability in respect of Directors' potential contractual claims:

- Peter Reid CEO, Executive Director: £340,000 (being 12 months' salary plus benefits and a pro rata estimated annual bonus);
- Neil Canetty-Clarke, Non Executive Director, Chairman of Audit Committee: £15,000 (being the fixed amount due for payment in lieu of notice under his letter of appointment);
- Tim Lindsay, Non Executive Director: £12,500 (being the fixed amount due for payment in lieu of notice under his letter of appointment).

In addition, Peter Reid may have statutory claims against the Company in relation to the termination of his employment.

There would be no liability relating to Roger Parry since he would have served his notice period following his original announcement in February of his intention to step down as Non Executive Chairman at the AGM.

The new Facility will only be extended to the Company if resolution 8 is passed by shareholders at the AGM. If resolution 8 is not passed, the Company's existing facilities will remain in place until April 2011. However, as explained above, BoS will be entitled to test the Company's financial covenants in respect of the period to May 2010 and, in the event that one or more is breached, BoS will be entitled to demand immediate repayment of the existing facilities. As noted above, the Board believes that the Company would be in breach of the applicable financial covenants for the period to May 2010 if BoS were to test them.

Therefore, in accordance with section 571 of the Companies Act 2006, the Directors recommend this special resolution to shareholders. As previously noted, if Lloyds Banking Group plc (or its nominees or permitted assignees) chooses to exercise all of the proposed warrants at the exercise price, the Company would receive £401,896 of funds pursuant to their exercise (assuming that the number of warrants and fully diluted share capital is the same as at the date of the warrant instrument being entered into), which the Directors believe to be justifiable given the favourable interest terms provided to the Company by BoS as set out above. **Accordingly, the Directors consider that it is very important that shareholders vote in favour of resolution 8.**

In addition to resolutions 2 to 5 and resolution 8, which are explained above, the following resolutions are to be proposed at the AGM.

Ordinary Resolution 1: to receive and adopt the financial statements for the year ended 28 February 2010 and the Directors' report thereon.

Ordinary Resolution 6: to re-appoint Grant Thornton UK LLP as Auditors of the Company to hold office until the next General Meeting at which the Company's accounts are laid and to authorise the Directors to fix their remuneration.

Ordinary Resolution 7: to authorise the Directors to allot Relevant Securities (as defined in resolution 7 in the notice of AGM) up to a maximum nominal amount of £1,193,630.

Section 551 of the Companies Act 2006 provides that the Directors may exercise the power of the Company to allot shares in the Company or to grant rights to subscribe for or to convert any security into shares in the Company if they have been so authorised by shareholders. This resolution authorises the Directors to allot shares (and other Relevant Securities) up to an aggregate nominal amount of £1,193,630 representing approximately 33% of the issued share capital of the Company at the date of the notice of AGM. The authority sought by resolution 7 is intended to provide the Directors with sufficient headroom to allot shares as required over the next year. However, the Directors currently have no specific plans to allot Relevant Securities other than in relation to the warrants to be issued to Lloyds Banking Group plc (or its nominees or permitted assignees) subject to the passing of resolution 8.

Special Resolution 9: to amend the Company's Articles of Association by deleting references to its authorised share capital. The Companies Act 2006 abolishes the requirement for a company to have an authorised share capital. Directors will still be limited as to the number of shares they can at any time allot because allotment authority continues to be required under the Companies Act 2006, save in respect of employee share schemes. The Memorandum and Articles of Association of the Company currently contain certain provisions which provide for the Company to have an authorised share capital, which are proposed to be removed by resolution 9.

Under the Companies Act 2006, the provisions which were contained in the Memorandum of Association on 1 October 2009 are now deemed to be contained in the Articles of Association and, accordingly, may be removed by a special resolution to amend the Articles of Association, as provided in resolution 9.

Copies of the current Articles of Association will be available at the AGM and at the venue for at least 15 minutes before it commences. Copies of the current Articles of Association will also be available up to the time the AGM closes on the Company's website at www.mediasquare.co.uk.

PROXY ARRANGEMENTS

The AGM will be held at the offices of The Gate Worldwide, Devon House, 58 St Katherine's Way, London, E1W 1LB on 27 July 2010 at 12 noon. A form of proxy is enclosed. Whether or not a shareholder intends to be present at the AGM, each shareholder is requested to complete, sign and return the form of proxy to the Company's registrars, Neville Registrars at 18 Laurel Lane, Halesowen, West Midlands, B63 3DA, to be received no later than 48 hours before the time appointed for the holding of the AGM.

Please read carefully the notes to the notice of AGM and the form of proxy.

RECOMMENDATION

Based on the circumstances described above, the Board of Directors considers that the resolutions to be proposed at the AGM, as set out in the enclosed notice of AGM, are in the best interests of the Company and most likely to promote the success of the Company for the benefit of its Shareholders as a whole. The Directors unanimously recommend that you vote in favour of all the proposed resolutions.

Yours sincerely

Roger Parry
Non Executive Chairman
Media Square plc

Notice of Annual General Meeting

Notice is hereby given that the tenth Annual General Meeting of Media Square plc (the "Company") will be held at the offices of The Gate Worldwide, Devon House, 58 St Katherine's Way, London, E1W 1LB on Tuesday 27 July 2010 at 12.00 noon for the purpose of considering, and if thought fit, passing the following resolutions, of which resolutions 1 to 7 (inclusive) will be proposed as ordinary resolutions and resolutions 8 to 9 (inclusive) will be proposed as special resolutions:

ORDINARY BUSINESS

Ordinary Resolutions

1. That the financial statements for the year ended 28 February 2010 and the Directors' report thereon be and are hereby received and approved.
2. That Roger Parry, having retired by rotation, be and is hereby re-elected as a Director in accordance with the Company's Articles of Association.
3. That Peter Reid, having been appointed as a Director since the last annual general meeting, be and is hereby elected as a Director in accordance with the Company's Articles of Association.
4. That Neil Canetty-Clarke, having been appointed as a Director since the last annual general meeting, be and is hereby elected as a Director in accordance with the Company's Articles of Association.
5. That Tim Lindsay, having been appointed as a Director since the last annual general meeting, be and is hereby elected as a Director in accordance with the Company's Articles of Association.
6. That Grant Thornton UK LLP be and are hereby re-appointed as Auditors of the Company to hold office until the next General Meeting at which the Company's accounts are laid and the Directors be and are hereby authorised to fix their remuneration.

SPECIAL BUSINESS

Ordinary Resolution

7. That the Directors be and are hereby generally and unconditionally authorised in accordance with section 551 of the Companies Act 2006 ("2006 Act") to allot Relevant Securities (as defined below) up to an aggregate nominal amount of £1,193,630 provided that this authority shall, unless renewed, varied or revoked by the Company in general meeting expire on the conclusion of the Annual General Meeting of the Company held in 2011, save that the Company may at any time before such expiry make an offer or agreement which might require Relevant Securities to be allotted after such expiry and the Directors may allot Relevant Securities to be allotted in pursuance of such offer or agreement notwithstanding that the authority hereby conferred has expired. This authority is in substitution for all previous authorities conferred on the Directors in accordance with section 80 of the Companies Act 1985 or section 551 of the 2006 Act. In this resolution 7, 'Relevant Securities' means any shares in the capital of the Company and the grant of any right to subscribe for, or to convert any security into, shares in the capital of the Company ("Shares") but does not include the allotment of Shares or the grant of a right to subscribe for Shares in pursuance of an employees' share scheme or the allotment of Shares pursuant to any right to subscribe for, or to convert any security into, Shares.

Special Resolutions

8. That, in addition to the authority granted to the Directors pursuant to resolution 7 above, the Directors be and are hereby:
 - a. unconditionally authorised in accordance with section 551 of the Companies Act 2006 to grant Relevant Securities (being any shares in the capital of the Company and the grant of any right to subscribe for, or to convert any security into, shares in the capital of the Company ("Shares")) but does not include the allotment of Shares or the grant of a right to subscribe for Shares in pursuance of an employee's share scheme or the allotment of Shares pursuant to any right to subscribe for, or to convert any security into, Shares), up to an aggregate nominal amount of £600,000 in connection with the warrants to be granted to Lloyds Banking Group plc (or its nominee or permitted assignees) pursuant to and on the terms and conditions of the Warrant Instrument to be entered into pursuant to the Facility Agreement between the Company and Bank of Scotland plc dated 18 June 2010 (the "Warrants"); and
 - b. empowered pursuant to section 571 of the Companies Act 2006 to grant the Warrants as if section 561(1) of the Companies Act 2006 did not apply to such grant

PROVIDED THAT such authority and power conferred by this resolution shall expire on the date falling 5 years from the passing of this resolution (unless renewed, varied or revoked by the Company prior to or on that date), save that the Company may at any time before such expiry make an offer or agreement which might require the Warrants to be granted after such expiry and the Directors may grant the Warrants in pursuance of such offer or agreement notwithstanding that the authority hereby conferred has expired.

9. THAT the Company's Articles of Association be and are hereby altered and amended by the deletion of clause 6 of the Company's Memorandum of Association which, by virtue of section 28 of the Companies Act 2006 is treated as a provision of the Company's Articles of Association, and the deletion of clause 3 of the Company's Articles of Association.

The Board unanimously recommends shareholders to vote in favour of resolutions 1 to 9 above.

By Order of the Board

Bruce Winfield
Company Secretary
29 June 2010

Notes to the Notice of Annual General Meeting

Entitlement to attend and vote

1. Pursuant to Regulation 41 of the Uncertificated Securities Regulations 2001, the Company specifies that only those members registered on the Company's register of members at:
 - 6.00 pm on 25 July 2010; or,
 - if this Meeting is adjourned, at 6.00 pm on the day two days prior to the adjourned meeting, shall be entitled to attend and vote at the Meeting.

Appointment of proxies

2. If you are a member of the Company at the time set out in note 1 above, you are entitled to appoint a proxy to exercise all or any of your rights to attend, speak and vote at the Meeting and you should have received a proxy form with this Notice of Meeting. You can only appoint a proxy using the procedures set out in these notes and the notes to the proxy form.
3. A proxy does not need to be a member of the Company but must attend the Meeting to represent you. Details of how to appoint the Chairman of the Meeting or another person as your proxy using the proxy form are set out in the notes to the proxy form. If you wish your proxy to speak on your behalf at the Meeting you will need to appoint your own choice of proxy (not the Chairman) and give your instructions directly to them.
4. You may appoint more than one proxy provided each proxy is appointed to exercise rights attached to different shares. You may not appoint more than one proxy to exercise rights attached to any one share. To appoint more than one proxy, you may photocopy the proxy form.
5. 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.

Appointment of proxy

6. The notes to the proxy form explain how to direct your proxy how to vote on each resolution or withhold their vote. To appoint a proxy using the proxy form, the form must be:
 - completed and signed;
 - sent or delivered to Neville Registrars at 18 Laurel Lane, Halesowen, West Midlands, B63 3DA; and
 - received by Neville Registrars no later than 48 hours before the time fixed for the Meeting.

In the case of a member which is a company, the proxy form must be executed under its common seal or signed on its behalf by an officer of the company or an attorney for the company.

Any power of attorney or any other authority under which the proxy form is signed (or a duly certified copy of such power or authority) must be included with the proxy form.

Appointment of proxy by joint members

7. 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).

Changing proxy instructions

8. To change your proxy instructions simply submit a new proxy appointment using the methods set out above. Note that the cut-off time for receipt of proxy appointments (see above) also applies in relation to amended instructions; any amended proxy appointment received after the relevant cut-off time will be disregarded.

If you submit more than one valid proxy appointment, the appointment received last before the latest time for the receipt of proxies will take precedence.

Termination of proxy appointments

9. In order to revoke a proxy instruction you will need to inform the Company using one of the following methods:

By sending a signed hard copy notice clearly stating your intention to revoke your proxy appointment to Neville Registrars. In the case of a member which is a company, the revocation notice must be executed under its common seal or signed on its behalf by an officer of the company or an attorney for the company. Any power of attorney or any other authority under which the revocation notice is signed (or a duly certified copy of such power or authority) must be included with the revocation notice.

The revocation notice must be received by Neville Registrars at 18 Laurel Lane, Halesowen, West Midlands, B63 3DA no later than 11am on 25 July 2010. If you attempt to revoke your proxy appointment but the revocation is received after the time specified then, subject to the paragraph directly below, your proxy appointment will remain valid.

Appointment of a proxy does not preclude you from attending the Meeting and voting in person.

Notice of Annual General Meeting

continued

Issued shares and total voting rights

10. As at 21 June 2010, the Company's issued share capital comprised 36,170,613 ordinary shares of 10p 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 as at 21 June 2010 is 36,170,613.

Communication

11. Except as provided above, members who have general queries about the Meeting should use the following means of communication (no other methods of communication will be accepted): by writing to the Company at its registered office or Neville Registrars at 18 Laurel Lane, Halesowen, West Midlands, B63 3DA.

You may not use any electronic address provided within this Notice of Meeting or any of the related documents, including the accompanying letter to shareholders and the proxy form, to communicate with the Company for any purposes other than those expressly stated.