

Notice of Annual General Meeting

Notice is hereby given that the fifth Annual General Meeting of the Company will be held at the offices of Investec at the Diagonal Room, 2 Gresham Street, London, EC2V 7QP at 11.00 a.m. on 7 May 2008 for the following purposes:

Ordinary business

1. To receive the Company's audited financial statements for the financial year ended 31 December 2007, together with the Directors' report and the Auditors' report on those financial statements.
2. To declare a final dividend for the year ended 31 December 2007.
3. To re-elect Mr Simon Peckham, who retires by rotation, as a Director of the Company.
4. To re-elect Mr David Roper, who retires by rotation, as a Director of the Company.
5. To re-elect Mr John Grant, who retires by rotation, as a Director of the Company.
6. To re-appoint Deloitte & Touche LLP as auditors of the Company to hold office from the conclusion of this meeting until the conclusion of the next Annual General Meeting of the Company at which accounts are laid and to authorise the Directors to determine their remuneration.

Special business

To consider and, if thought fit, to pass the following resolutions which will be proposed, in the case of resolutions 7, 9 and 10 as ordinary resolutions and, in the case of resolutions 8, 11 and 12, as special resolutions:

7. That the Directors' Remuneration report contained in the Company's report and financial statements for the year ended 31 December 2007 be approved.
8. That with effect from the conclusion of the meeting, the Company adopt the new Articles of Association produced to the meeting and for the purpose of identification initialled by the Chairman of the meeting.
9. That the Company be authorised, subject to and in accordance with the provisions of the Companies Act 2006 ("CA 2006"), to send, convey or supply all types of notices, documents or information to the shareholders by means of electronic equipment for the processing, storage and transmission of data, including by making such notices, documents and information available on a website.
10. That, in substitution for all existing authorities the Directors be generally and unconditionally authorised in accordance with section 80 of the Companies Act 1985 (the "Act") to exercise all the powers of the Company to allot relevant securities (within the meaning of that section) up to an aggregate nominal amount of £89,110. This authority will 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, save that the Company may before such expiry make an offer or agreement which would or might require relevant securities to be allotted after expiry of this authority and the Directors may allot relevant securities in pursuance of that offer or agreement as if the authority conferred by this resolution had not expired.

11. That, in substitution for all existing powers, and subject to the passing of resolution 10, the Directors be generally empowered pursuant to section 95 of the Act to allot equity securities (within the meaning of section 94(2) of the Act) for cash pursuant to the general authority conferred by resolution 10 as if section 89(1) of the Act did not apply to the allotment, provided that the power conferred by this resolution:

- a) will 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, save that the Company may before such expiry make an offer or agreement which would or might require equity securities to be allotted after expiry of this power and the Directors may allot equity securities in pursuance of that offer or agreement as if the power conferred by this resolution had not expired.

- b) is limited to:

- i. allotments of equity securities in connection with a rights issue; and
- ii. allotments of equity securities for cash otherwise than pursuant to paragraph (i) up to an aggregate nominal value of £13,366.

For the purposes of this resolution, "rights issue" means an offer of equity securities, open for acceptance for a period fixed by the Directors, to holders of Ordinary Shares made in proportion (as nearly as may be) to their respective existing holdings of Ordinary Shares but subject to the Directors having a right to make such exclusions or other arrangements in connection with the offer as they deem necessary or expedient:

- a) to deal with equity securities representing fractional entitlements; and
- b) to deal with legal or practical problems arising in any overseas territory or by virtue of shares being represented by depositary receipts, the requirements of any regulatory body or stock exchange, or any matter whatsoever.

The power conferred on the Directors by this resolution shall also apply to a sale of Treasury shares, which is an allotment of equity securities by virtue of section 94(3A) of the Act but with the omission of the words "pursuant to the general authority conferred by resolution 10".

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12. That the Company be generally and unconditionally authorised to make one or more market purchases (within the meaning of section 163(3) of the Act) of Ordinary Shares of 0.2 pence each in the capital of the Company ("Ordinary Shares") provided that:

- a) the maximum aggregate number of Ordinary Share authorised to be purchased is 13,366,502 (representing 10% of the issued Ordinary Share capital);
- b) the minimum price which may be paid for an Ordinary Share is 0.2 pence;
- c) the maximum price which may be paid for an Ordinary Share is not more than the higher of:
 - i. 105 per cent of the average of the middle market quotation for an Ordinary Share as derived from the London Stock Exchange plc's Daily Official List for the five business days immediately preceding the day on which the Ordinary Share is purchased which amount shall be exclusive of expenses; and
 - ii. the higher of the price of the last independent trade and the highest current independent bid on the trading venue where the purchase is carried out.
- d) this authority will expire at the conclusion of the next Annual General Meeting of the Company following the passing of this resolution;
- e) the Company may make a contract to purchase Ordinary Shares under this authority before expiry of the authority which will or may be executed wholly or partly after the expiry of that authority, and may make a purchase of Ordinary Shares in pursuance of any such contract; and
- f) any Ordinary Shares purchased pursuant to this authority may either be held as Treasury shares or cancelled by the Company, depending on which course of action is considered by the Directors to be in the best interests of shareholders at the time.

By order of the Board

GARRY E BARNES
COMPANY SECRETARY
31 March 2008

Registered office
Precision House
Arden Road
Alcester
B49 6HN

Notes

These notes are important and require your immediate attention.

1. The holders of Ordinary Shares and 2007 Incentive Shares in the Company are entitled to attend the Annual General Meeting, but only holders of Ordinary Shares are entitled to vote. A member entitled to attend and vote may appoint a proxy to exercise all or any of its rights to attend, speak and vote at a general meeting of the Company. Such a member may appoint more than one proxy, provided that each proxy is appointed to exercise the rights attached to different shares. A proxy need not be a member of the Company.
2. A form of proxy is enclosed with this notice. To be effective, a form of proxy must be completed, signed and deposited, together with any power of attorney or authority under which it is signed or a certified copy of such power or authority, with the Company's registrars at the address specified on the form of proxy not less than 48 hours (excluding any part of a day that is not a working day) before the time for holding the meeting. Depositing a completed form of proxy will not preclude a member from attending the meeting and voting in person.
3. Any person to whom this notice is sent who is a person nominated under section 146 of the CA 2006 to enjoy information rights (a "Nominated Person") may, under an agreement between him and the shareholder by whom he 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 may, under any such agreement, have a right to give instructions to the shareholder as to the exercise of voting rights.
4. Pursuant to regulation 41 of the Uncertificated Securities Regulations 2001, to be entitled to attend and vote at the Annual General Meeting (and for the purposes of the determination by the Company of the number of votes they may cast), members must be entered on the Company's register of members by 6.00 pm on 5 May 2008. Changes to entries on the register of members after this time shall be disregarded in determining the rights of any person to attend or vote at the meeting.
5. In order to facilitate voting by corporate representatives at the meeting, arrangements will be put in place at the meeting so that
 - (i) if a corporate shareholder 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 of the other corporate representatives for that shareholder 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

- (ii) if more than one corporate representative for the same corporate shareholder attends the meeting but the corporate shareholder 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 shareholders are referred to the guidance issued by the Institute of Chartered Secretaries and Administrators on proxies and corporate representatives – www.icsa.org.uk – for further details of this procedure. The guidance includes a sample form of representation letter if the Chairman is being appointed as described in (i) above.

6. As at 28 March 2008 (being the last business day prior to the publication of this Notice) the Company's issued share capital consists of 133,665,029 Ordinary Shares, carrying one vote each. Therefore, the total voting rights in the Company as at 28 March 2008 are 133,665,029.
7. Copies of the following documents will be available for inspection at the Company's registered office during normal business hours (Saturdays, Sundays and public holidays excepted) from the date of this notice until the date of the Annual General Meeting and at the place of the Annual General Meeting for 15 minutes prior to and during the meeting:
- a) the register of Directors' interests in shares of the Company;
 - b) copies of all service agreements under which directors of the Company are employed by the Company or any subsidiaries;
 - c) a copy of the terms of appointment of the non-executive Directors of the Company; and
 - d) a copy of the proposed new Articles of Association to be adopted pursuant to resolution 8.

Explanatory notes on principal changes to the Company's Articles of Association

1. Articles which duplicate statutory provisions

Provisions in the current Articles which replicate provisions contained in CA 2006 are in the main amended to bring them into line with it. Certain examples of such provisions include provisions as to the form of resolutions, the variation of class rights and provisions regarding the period of notice required to convene general meetings. The main changes made to reflect this approach are detailed below.

2. Form of resolution

The current Articles contain a provision that, where for any purpose an ordinary resolution is required, a special or extraordinary resolution is also effective and that, where an extraordinary resolution is required, a special resolution is also effective. This provision is being amended as the concept of extraordinary resolutions has not been retained under CA 2006.

Article 72 of the current Articles enables members to act by written resolution. Under CA 2006 public companies can no longer pass written resolutions. This provision has therefore been removed in the proposed new Articles.

3. Variation of class rights

The current Articles contain, in Article 73, provisions regarding the variation of class rights. The proceedings and specific quorum requirements for a meeting convened to vary class rights are contained in CA 2006. The relevant provisions have therefore been amended in the proposed new Articles.

4. Convening general meetings

Article 48 in the current Articles, which deals with the convening of general meetings and the length of notice required to convene general meetings, is being amended to conform to new provisions in CA 2006. In particular a general meeting (other than an annual general meeting) to consider a special resolution can be convened on 14 days' notice whereas previously 21 days' notice was required.

5. Votes of members

Under the CA 2006 proxies are entitled to vote on a show of hands whereas under the current Articles proxies are only entitled to vote on a poll. Multiple proxies may be appointed provided that each proxy is appointed to exercise the rights attached to a different share held by the shareholder. Multiple corporate representatives may be appointed in accordance with CA 2006. The proposed new Articles reflect all of these new provisions.

6. Age of directors on appointment

Article 85 of the current Articles require a director's age to be disclosed if he has attained the age of 70 years or more in the notice convening a meeting at which the Director is proposed to be elected or re-elected. This provision has been amended in the proposed new Articles following the implementation of the Employment Equality (Age) Regulations 2006.

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7. Electronic and web communications

Provisions of CA 2006 enable companies to communicate with members by electronic and/or website communications. The proposed new Articles continue to allow communications to members in electronic form and, in addition, permit the Company to take advantage of the new provisions relating to website communications.

Before the Company can communicate with a member by means of website communication, the relevant member must be asked individually by the Company to agree that the Company may send or supply documents or information to him by means of a website, and the Company must either have received a positive response, or, as provided by CA 2006, if no response is received within the period of 28 days beginning with the date on which the request was sent, may deem receipt of a positive response. The Company will notify the member (either in writing, or by other permitted means) when a relevant document or information is placed on the website. If required, a member can request a hard copy version at any time.

8. Conflicts of interest

CA 2006 sets out directors' general duties which largely codify the existing law but with some changes. Under CA 2006, from 1 October 2008 a Director must avoid a situation where he has, or can have, a direct or indirect interest that conflicts, or possibly may conflict with the Company's interests. The requirement is very broad and could apply, for example, if a director becomes a director of another company or a trustee of another organisation. CA 2006 allows directors of public companies to authorise conflicts and potential conflicts, where appropriate, where the Articles of Association contain a provision to this effect. CA 2006 also allows the Articles of Association to contain other provisions for dealing with directors' conflicts of interest to avoid a breach of duty. The proposed new Articles give the Directors authority to approve such situations and to include other provisions to allow conflicts of interest to be dealt with in a similar way to the current position.

There are safeguards which will apply when Directors decide whether to authorise a conflict or potential conflict. Firstly, only Directors who have no interest in the matter being considered will be able to take the relevant decision, and secondly, in taking the decision the Directors must act in a way they consider, in good faith, will be most likely to promote the Company's success. The Directors will be able to impose limits or conditions when giving authorisation if they think this is appropriate.

It is also proposed that the new Articles should contain provisions relating to confidential information, attendance at Board meetings and availability of Board papers to protect a Director being in breach of duty if a conflict of interest or potential conflict of interest arises. These provisions will only apply where the position giving rise to the potential conflict has previously been authorised by the Directors.

The relevant new provisions are expressed to take effect from the date on which the relevant CA 2006 provisions come into force. Until that date, the existing provisions on conflicts of interests will remain effective.

It is the Board's intention to report annually on the Company's procedures for ensuring that the Board's powers to authorise conflicts are operated effectively.

9. Directors' indemnities and loans to fund expenditure

CA 2006 has widened the scope of the powers of a company to indemnify directors. In particular, a company that is a trustee of an occupational pension scheme can now indemnify a director against liability incurred in connection with that company's activities as a trustee of that scheme. A company may also grant indemnities to directors of associated companies. In addition, the existing exemption allowing a company to provide money for the purpose of funding a director's defence in court proceedings now expressly covers regulatory proceedings and applies to associated companies.