

(the “Company”)

Company Number: 3967650

THE COMPANIES ACTS 1985 TO 2006  
PUBLIC COMPANY LIMITED BY SHARES

Notice is hereby given that the Annual General Meeting of the Company will be held at the offices of Moores Stephens, 150 Aldersgate Street, London, EC1A 4AB on 30 June 2016 at 11.00 am for the following purposes:



#### ROUTINE BUSINESS

To consider and, if thought fit, pass the following resolutions (1 to 4) as ordinary resolutions:

1. To receive the Company's annual accounts for the financial year ended 31 December 2015 together with the directors' report and auditors' report on those accounts.
2. To re-appoint Mr Roger Worrall who retires by rotation, as a director of the Company.
3. Appoint Moore Stephens LLP as auditors to hold office from the conclusion of the meeting to the conclusion of the next meeting at which the accounts are laid before the Company.
4. To authorise the directors to fix the remuneration of the auditors.

#### SPECIAL BUSINESS

To consider and, if thought fit, pass the following resolutions, in the case of resolution 5 & 6 as an ordinary resolution and in the case of resolutions 7 as a special resolution:

5. Any restriction on the authorised share capital of the Company (arising as a result of (i) any past members' resolution; or (ii) such restriction being treated, as a result of having formerly been set out in the Company's memorandum of association prior to 1 October 2009, as a provision of the Company's articles of association by virtue of section 28 of the Companies Act 2006) is hereby revoked and deleted.
6. That the directors be generally and unconditionally authorised pursuant to section 551 of the Companies Act 2006 (the “2006 Act”) to exercise all the powers of the Company to allot Relevant Securities (as defined below) up to an aggregate nominal amount of £5,000,000 provided that (unless previously revoked, varied or renewed) this authority shall expire 15 months from the date of passing this resolution, or, if earlier, the conclusion of the next Annual General Meeting of the Company held after the passing of this resolution save that the Company may before such expiry make an offer or enter into an agreement which would or might require Relevant Securities to be allotted after such expiry and the directors may allot Relevant Securities in pursuance of such offer or agreement as if the authority conferred hereby had not expired.

This resolution revokes and replaces all unexercised authorities previously granted to the directors to allot Relevant Securities but without prejudice to any allotment of shares or grant of rights already made, offered or agreed to be made pursuant to such authorities.

For the purposes of this resolution, a “Relevant Security” is:

- (a) a share in the Company other than a share allotted pursuant to:
    - (i) an employee share scheme (as defined by section 1166 of the 2006 Act);
    - (ii) a right to subscribe for a share or shares in the Company where the grant of the right itself constituted a Relevant Security; or
    - (iii) a right to convert securities into a share or shares in the Company where the grant of the right itself constituted a Relevant Security.
  - (b) any right to subscribe for or to convert any security into a share or shares in the Company other than a right to subscribe for or convert any security into a share or shares allotted pursuant to an employee share scheme (as defined by section 1166 of the 2006 Act).
- References to the allotment of “Relevant Securities” in this resolution shall be construed accordingly.
7. That, subject to the passing of resolution 6 above, the directors of the Company be given the general power to allot equity securities (as defined by section 560 of the 2006 Act) for cash, either pursuant to the authority conferred by resolution 7 or by way of a sale of treasury shares, as if section 561(1) of the 2006 Act did not apply to any such allotment, provided that such power is limited to:
    - 7.1 the allotment of equity securities in connection with an offer by way of a rights issue:
      - 7.1.1 to holders of ordinary shares in proportion (as nearly as may be practicable) to their respective holdings; and
      - 7.1.2 to holders of other equity securities as required by the rights of those securities or as the directors otherwise consider necessary,but subject to such exclusions or other arrangements as the directors may deem necessary or expedient in relation to treasury shares, fractional entitlements, record dates, legal or practical problems in or under the laws of any territory or the requirements of any regulatory body or stock exchange; and
    - 7.2 the allotment of equity securities (otherwise than pursuant to paragraph 7.1 above) up to a maximum aggregate nominal amount of £4,500,000.

This authority shall expire 15 months from the date of passing this resolution, or, if earlier, the conclusion of the next Annual General Meeting of the Company held after the passing of this resolution, provided that the Company may, before the expiry of this power, make an offer or agreement which would or might require equity securities to be allotted after the expiry of this power and the directors may allot equity securities in pursuance of such an offer or agreement as if the power had not expired.

This resolution revokes and replaces all unexercised authorities previously granted to the directors to allot equity securities but without prejudice to any allotment of equity securities already made, offered or agreed to be made pursuant to such authorities

Dated: 03 June 2016

Registered Office:

Westminster House

Blacklocks Hill

Banbury

Oxfordshire OX17 2BS

BY ORDER OF THE BOARD

Ian Selby  
Secretary

**Notes:**

1. A member entitled to attend and vote at the meeting convened by the above Notice shall be entitled to appoint a proxy (or proxies) to attend, speak and vote in his place. A proxy need not be a member of the Company but must attend the meeting to represent you.
2. A form of proxy is enclosed. You can only appoint a proxy using the procedures set out in these notes and the notes to the proxy form. The appointment of a proxy will not prevent a shareholder from subsequently attending and voting at the Meeting in person, in which case any votes cast by the proxy will be excluded and your proxy appointment will automatically be terminated.
3. To appoint a proxy, using the proxy form, the form must be:
  - completed and signed;
  - sent or delivered to Capita Asset Services, PXS1 34 Beckenham Road, Beckenham, Kent BR3 4ZF; and
  - received by Capita Asset Services no later than forty-eight hours before the time appointed for the holding of 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 agent lawfully authorised in writing or by a duly authorised officer of 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 (failing prior registration) be included with the proxy form.

4. A shareholder may appoint more than one proxy in relation to the meeting provided that each proxy is appointed to exercise the rights attached to a different share or shares held by him. To appoint more than one proxy you may photocopy the proxy form. Please indicate the proxy holder's name and the number of shares in relation to which they are authorised to act as your proxy (which, in aggregate, should not exceed the number of shares held by you). Please also indicate if the proxy instruction is one of multiple instructions being given. All forms must be signed and should be returned together in the same envelope. A failure to specify the number of shares each proxy appointment relates to or specifying a number in excess of those held by you may result in the appointment being invalid.
5. CREST members who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service may do so for the meeting and any adjournment(s) thereof 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.
6. 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 (formerly CRESTCo'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 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 Capita Asset Services (ID RA10) no later than forty-eight hours before the time appointed for the holding of the meeting. No such message received through the CREST network after this time will be accepted. For this purpose, the time of receipt will be taken to be the time (as determined by the time stamp applied to the message by the CREST Applications Host) from which the registrars are 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.
7. 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.

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.
8. A corporation which is a member can appoint one or more corporate representatives who may exercise, on its behalf, all its powers as a member provided that no more than one corporate representative exercises power over the same share.
9. Pursuant to Regulation 41 of the Uncertificated Securities Regulations 2001, only those shareholders registered in the register of members of the Company as at close of business, on the day which is two days before the meeting (or if the meeting is adjourned, at close of business on the day two days prior to the adjourned meeting) 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 relevant register of securities after the relevant deadline shall be disregarded in determining the rights of any person to attend or vote at this meeting.

## EXPLANATORY NOTES TO THE NOTICE OF ANNUAL GENERAL MEETING

The notes on the following pages give an explanation of the proposed resolutions.

Resolutions 1 to 7 are proposed as ordinary resolutions. This means that for each of those resolutions to be passed, more than half of the votes cast must be in favour of the resolution. Resolution 8 is proposed as special resolution. This means that for this resolution to be passed, at least three-quarters of the votes cast must be in favour of the relevant resolution.

### RESOLUTION 1

#### Report and Accounts

The Directors are required to present to the Meeting the report of the directors and the accounts of the Company for the year ended 31 December 2015. The report and accounts, which include the report of the Company's auditors on the accounts, are being posted following this document.

### RESOLUTION 2

#### Re-election of Directors

The Articles of Association of the Company require:

- a maximum of one third of the Directors to retire by rotation at an Annual General Meeting;
- any director not otherwise required to retire by rotation to retire at the third Annual General Meeting of the Company after his last appointment or re-appointment; and
- any director appointed since the last Annual General Meeting to retire by rotation.

Accordingly, at the Annual General Meeting, Mr Roger Worrall having last been re-appointed at the 2013 Annual General Meetings, will retire and, being eligible, will offer himself for re-election

Resolutions 2 therefore proposes his re-appointment as a Director. Please see the Report and Accounts of the Company for information about the Directors standing for re-election.

Sir Michael Pakenham KBE CMG having also been re-appointed at the 2013 Annual General Meetings, will retire but does not offer himself for re-election.

### RESOLUTIONS 3 AND 4

#### Appointment of Auditors and Authorisation of their Remuneration

The Company is required to appoint auditors at each General Meeting at which accounts are laid before the Company to hold office until the conclusion of the next such meeting. Resolution 3 proposes the re-appointment of Moore Stephens LLP as auditors of the Company and Resolution 4 authorises the Directors to fix their remuneration.

### RESOLUTION 5

#### Removal of Authorised Share Capital

Any restriction on the authorised share capital of the Company (arising as a result of (i) any past members' resolution; or (ii) such restriction being treated, as a result of having formerly been set out in the Company's memorandum of association prior to 1 October 2009, as a provision of the Company's articles of association by virtue of section 28 of the Companies Act 2006) is hereby revoked and deleted.

### RESOLUTION 6

#### Allotment of shares

This Resolution authorises the Directors to allot Relevant Securities up to an aggregate nominal amount of £5,000,000. This will give the Directors authority to convert the existing issued convertible loans if required and to allot shares upon the exercise of the outstanding share options and generally. This represents approximately 62.5% of the current issued share capital.

This authority will expire at the conclusion of the next annual general meeting of the Company held after the date on which this Resolution is passed or (if earlier) on 30 September 2017 unless previously renewed, varied or revoked by the Company in general meeting.

### RESOLUTION 7

#### Disapplication of statutory pre-emption rights

It is proposed to disapply the statutory pre-emption rights of shareholders within certain limits as set out in Resolution 6. This authority will permit the Directors to make a rights issue to existing shareholders without the need to comply with the technical requirements of the statutory provisions and give the Directors power to make issues for cash to persons other than to existing shareholders on a pre-emptive basis up to a maximum nominal amount of £4,500,000. This authority is mainly to allow for flexibility in respect of future financing. In particular it will allow the directors to issue convertible debt, to convert the existing issued Loans if required (£2,695,000 in nominal value), to allot shares on the exercise of the outstanding share options and generally in relation to an aggregate nominal amount being approximately 56% of the issued ordinary share capital of the Company.

This authority will expire at the conclusion of the next Annual General Meeting of the Company after the passing of the Resolution or (if earlier) on 30 September 2017 unless previously renewed, varied or revoked by the Company in general meeting.



## FORM OF PROXY

### WESTMINSTER GROUP PLC

I/We (block capitals please)

of

being a member(s) of the Company hereby appoint the chairman of the meeting or (see Note 5)

as my/our proxy to vote for me/us and on my/our behalf at the Annual General Meeting of the Company to be held on 30 June 2016 at 11 a.m. and at every adjournment thereof. I/We request such proxy to vote on the following resolutions as indicated below:

Resolutions	For	Against	Withhold
1 To receive the Company's accounts and the reports of the Directors and Auditors for the year ended 31 December 2015	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2 To re-appoint Mr Roger Worrall as a director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3 To appoint Moore Stephens LLP as Auditor of the Company until the conclusion of the next general meeting at which accounts are laid before the Company	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4 To authorise the Directors to fix the remuneration of the Auditors	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5 To authorise the Directors to Remove Authorised Share Capital	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6 To authorise the Directors to allot relevant securities	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
7 To disapply statutory pre-emption rights	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Names of joint holders (if any) :

Dated :

Signature :

### NOTES

- As a member of the Company you are entitled to appoint a proxy to exercise all or any of your rights to attend, speak and vote at a general meeting of the Company. You can only appoint a proxy using the procedures set out in these notes.
- Please indicate with an 'X' in the appropriate boxes how you wish the proxy to vote. The proxy will exercise his discretion as to how he votes or whether he abstains from voting:
  - on any resolution referred to above if no instruction is given in respect of that resolution; and
  - on any business or resolution considered at the meeting other than the resolutions referred to above.
- The withhold option is provided to enable you to abstain on any particular resolution. It should be noted that a vote withheld 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.
- If you wish to appoint someone other than the chairman of the meeting as your proxy please insert their name. If you insert no name then you will have appointed the chairman of the meeting as your proxy. A proxy need not be a member of the Company.
- To be effective this form, and (failing prior registration) any letter or power of attorney under which it is executed (or a duly certified copy thereof), must be completed and signed and deposited at Capita Asset Services PXS1, 34 Beckenham Road, Beckenham, Kent BR3 4ZF not less than 48 hours before the time for holding the meeting or adjourned meeting or (in the case of a poll taken otherwise than at or on the same day as the meeting or adjourned meeting) for the taking of the poll at which it is to be used.
- Where the member is a corporation this form must be under its common seal or otherwise executed as a deed on its behalf or signed on its behalf by an attorney or duly authorised officer of the corporation.
- In the case of joint holders only one need sign this form, but the names of the other joint holders should be shown in the space provided. The vote of the senior holder who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the votes of the other joint holders. Seniority will be determined by the order in which the names of the holders appear in the register of members in respect of the joint holding.
- Completion of this form will not prevent you from subsequently attending and voting at the meeting in person, in which case any votes cast by the proxy will be excluded.
- A shareholder may appoint more than one proxy in relation to the Meeting provided that each proxy is appointed to exercise the rights attached to a different share or shares held by him. To appoint more than one proxy you may photocopy this form. Please indicate the proxy holder's name and the number of shares in relation to which they are authorised to act as your proxy (which, in aggregate, should not exceed the number of shares held by you). Please also indicate if the proxy instruction is one of multiple instructions being given. All forms must be signed and should be returned together in the same envelope. A failure to specify the number of shares each proxy appointment relates to or specifying a number in excess of those held by you may result in the appointment being invalid.

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Third Fold

Please  
affix  
stamp  
here

Capita Asset Services PXS1  
34 Beckenham Road  
Beckenham  
Kent  
BR3 4ZF

First Fold

Second Fold