

(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 FinnCap, 4 Coleman Street, London, EC2R 5TA on 19 June 2009 at 11 a.m. for the following purposes:

ORDINARY BUSINESS

To consider and, if thought fit, pass the following resolutions (1 to 5) as ordinary resolutions:

1. To receive the Company's annual accounts for the financial year ended 31 December 2008 together with the last directors' report and auditors' report on those accounts.
2. To re-appoint Sir Malcolm Ross who retires by rotation.
3. To re-appoint Stuart Fowler who retires by rotation.
4. To re-appoint Baker Tilly UK Audit 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.
5. 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 6 as an ordinary resolution and in the case of resolutions 7 and 8 as special resolutions.

6. That:
 - 6.1 in substitution for all existing authorities, the Directors be generally and unconditionally authorised pursuant to and in accordance with Section 80 of the Companies Act 1985 to exercise for the period ending on the date of the next annual general meeting after the passing of this resolution or (if earlier) on 18 September 2010 all the powers of the Company to allot relevant securities up to a maximum aggregate nominal amount equal to £632,895;
 - 6.2 by such authority the Directors may make offers or agreements which would or might require the allotment of relevant securities after the expiry of such period;
 - 6.3 words and expressions defined in or for the purposes of Section 80 shall bear the same meanings in this Resolution.
7. That:
 - 7.1 in substitution for all existing authorities and subject to the passing of Resolution 6, the Directors be and are hereby empowered pursuant to Section 95 of the Companies Act 1985 to allot equity securities (within the meaning of Section 94 of the said Act) for cash pursuant to the authority conferred by Resolution 6 as if Section 89(1) of the said Act did not apply to any such allotment provided that this power shall be limited:
 - 7.1.1 to the allotment of equity securities in connection with a rights issue in favour of ordinary shareholders where the equity securities respectively attributable to the interests of all ordinary shareholders are proportionate (as nearly as may be) to the respective numbers of ordinary shares held by them and,
 - 7.1.2 to the allotment (otherwise than pursuant to sub-paragraph 7.1.1 above) of equity securities up to an aggregate nominal value of £314,700

and shall expire on the date of the next annual general meeting of the Company after the passing of this resolution or (if earlier) on 18 September 2010, save that the Company may before such expiry make 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 an offer or agreement as if the power conferred hereby had not expired.

8. That with effect from 00.01 a.m. on 1 October 2009:
- 8.1 the Articles of Association of the Company be amended by deleting all the provisions of the Company's Memorandum of Association which, by virtue of section 28 Companies Act 2006, are to be treated as provisions of the Company's Articles of Association; and
- 8.2 the Articles of Association produced to the meeting and initialled by the chairman of the meeting for the purpose of identification be adopted as the Articles of Association of the Company in substitution for, and to the exclusion of, the existing Articles of Association.

Dated: 21 May 2009

BY ORDER OF THE BOARD

Registered Office:

Westminster House
Blacklocks Hill
Banbury
Oxon
OX17 2BS

Nicholas Mearing-Smith
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 Westminster House, Blacklocks Hill, Banbury, Oxon, OX17 2BS; and
 - Received by Westminster Group plc no later than forty-eight hours before the time appointed for the holding of the Meeting.

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 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.

5. In order to facilitate voting by corporate representatives at the meeting, arrangements will be put in place at the meeting so that:
 - (a) if a corporate member 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 the other corporate representatives for that member 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
 - (b) if more than one corporate representative for the same corporate member attends the Meeting but the corporate member 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 members 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 to appoint the Chairman as a corporate representative as described in (a) above. The Institute of Chartered Secretaries and Administrators recommends the use of multiple proxies wherever possible in favour of corporate representatives.

6. 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.
7. 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 Westminster Group 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.
8. 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.

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 6.00 p.m. on the day which is two days before the meeting (or if the meeting is adjourned, at 6.00 p.m. 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.

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

Resolution 1 to 6 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. Resolutions 7 and 8 are proposed as special resolutions. This means that for each of those resolutions to be passed, at least three-quarters of the votes cast must be in favour of the 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 2008. The report and accounts, which include the report of the Company's auditors on the accounts, are enclosed with this document.

RESOLUTIONS 2 & 3

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. Accordingly, at the Annual General Meeting, Sir Malcolm Ross and Stuart Fowler will retire and, being eligible, will each offer himself for re-election. Resolutions 2 and 3 therefore propose their re-appointment as Directors. Please see the Report and Accounts of the Company for information about the Directors standing for re-election.

RESOLUTIONS 4 AND 5

Appointment of Auditors

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 4 proposes the re-appointment of Baker Tilly UK Audit LLP as auditors of the Company and Resolution 5 authorises the Directors to fix their remuneration.

RESOLUTION 6

Allotment of shares

This Resolution authorises the Directors to allot ordinary shares up to an aggregate nominal amount of £632,895. This amount is equivalent to the outstanding share options and approximately one-third of the issued ordinary share capital of the Company after taking into account an anticipated new issue of shares. The authority sought at the Annual General Meeting will expire at the conclusion of the next annual general meeting of the Company held after the date on which Resolution 6 is passed or (if earlier) on 18 September 2010 unless previously renewed, varied or revoked by the Company in general meeting. This Resolution will replace any existing authorities given to the Directors in 2008.

RESOLUTION 7

Disapplication of statutory pre-emption rights

It is proposed to renew the disapplication of the statutory pre-emption rights of shareholders. This authority will, inter alia, 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 to renew the Directors' power to make issues for cash to persons other than existing shareholders up to a maximum nominal amount of £314,700, such amount is equivalent to the outstanding share options and approximately 15% of the issued share capital of the Company after taking into account an anticipated new issue of shares. This authority is to allow for flexibility in respect of future financing. 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 18 September 2010.

RESOLUTION 8

Adoption of new Articles of Association

It is proposed in this Resolution to adopt new articles of association (the "New Articles") in order to update the Company's current articles of association (the "Current Articles") primarily to reflect the provisions of the Companies Act 2006, which has been implemented in stages with the final implementation taking place on 1 October 2009. The resolution adopting the New Articles will become effective on 1 October 2009.

The principal changes introduced in the New Articles are summarised in the Appendix to this document. The New Articles showing all the changes to the Current Articles are available for inspection at the registered office of the Company during normal business hours on any weekday (excluding public holidays) and for at least 15 minutes prior to and during the AGM.

APPENDIX

1. The Company's objects

The provisions regulating the operations of the Company are currently set out in the Company's memorandum and articles of association. The Company's memorandum contains, among other things, the objects clause which sets out the scope of the activities the Company is authorised to undertake. This is drafted to give a wide scope.

The Companies Act 2006 significantly reduces the constitutional significance of a company's memorandum. The Companies Act 2006 provides that a memorandum will record only the names of subscribers and the number of shares each subscriber has agreed to take in the company. Under the Companies Act 2006 the objects clause and all other provisions which are currently contained in a company's memorandum, for existing companies at 1 October 2009, will be deemed to be contained in a company's articles of association but the company can remove these provisions by special resolution.

Further the Companies Act 2006 states that unless a company's articles provide otherwise, a company's objects are unrestricted. This abolishes the need for companies to have objects clauses. For this reason the Company is proposing to remove its objects clause together with all other provisions of its memorandum which, by virtue of the Companies Act 2006, are to be treated as forming part of the Company's articles of association as of 1 October 2009. Resolution 8.1 confirms the removal of these provisions for the Company. As the effect of this resolution will be to remove the statement currently in the Company's memorandum of association regarding limited liability, the New Articles also contain an express statement regarding the limited liability of the shareholders.

2. Articles which duplicate/conflict with statutory provisions

Provisions in the Current Articles which replicate or conflict with provisions contained in the Companies Act 2006 are in the main to be removed or amended in the New Articles.

3. Change of name

Currently, a company can only change its name by special resolution. Under the Companies Act 2006 a company will be able to change its name by other means provided for by its articles. To take advantage of this provision, the New Articles enable the company to change its name by ordinary resolution.

4. Authorised share capital and unissued shares

The Companies Act 2006 abolishes the requirement for a company to have an authorised share capital and the New Articles reflect this. 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 (similar to the s.80 regime under the Companies Act 1985), save in respect of employee share schemes.

5. Redeemable shares

At present if a company wishes to issue redeemable shares, it must include in its articles the terms and manner of redemption. The Companies Act 2006 enables directors to determine such matters instead provided they are so authorised by the articles. The New Articles contain such an authorisation.

6. 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. This provision is being amended as the concept of extraordinary resolutions has not been retained under the Companies Act 2006.

7. Convening general meetings

The provisions in the Current Articles dealing with the convening of general meetings and the length of notice required to convene general meetings are being amended to conform to new provisions in the Companies Act 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.

8. Votes of members

Under the Companies Act 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. The New Articles have been updated to reflect this new provision.

9. Conflicts of interest

The Companies Act 2006 sets out directors' general duties which largely codify the existing law but with some changes. Under the Companies Act 2006 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. The Companies Act 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. The Companies Act 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 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. First, 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.

10. Declaration of director interests in transactions with the company

Under the Companies Act 2006 a director is under a duty to declare to the other directors the nature and extent of any direct or indirect interest he may have in certain transactions with the company. The New Articles have been updated to reflect these new provisions of the Companies Act 2006 and to set out limited instances when an interested director is permitted to vote on such transactions.

11. Electronic and web communications

The Companies Act 2006 enables companies to communicate with members by electronic and/or website communications. The New Articles continue to allow communications to members in electronic form and, in addition, they also 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 have received no response within the period of 28 days beginning with the date on which the request was sent. 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 and a member can always request a hard copy version of the document or information.

12. General

Generally the opportunity has been taken to bring clearer language into the New Articles.

FORM OF PROXY

WESTMINSTER GROUP PLC

I/We

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 19 June 2009 at 11.00 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 2008	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2 To re-appoint Sir Malcolm Ross as a director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3 To re-appoint Mr Stuart Fowler as a director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4 To re-appoint Baker Tilly UK Audit LLP as Auditors 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"/>
5 To authorise the Directors to fix the remuneration of the Auditors	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6 To renew the Directors' authority to allot relevant securities under section 80 of the Companies Act 1985	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
7 To empower the Directors to allot shares for cash free of the restriction in section 89(1) of the Companies Act 1985	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
8 To adopt new articles of association reflecting the provisions of the Companies Act 2006 and which will become effective on 1st October 2009	<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.
- A proxy need not be a member of the Company but must attend the meeting to represent you. If you wish to appoint someone other than the chairman of the meeting as your proxy please insert his or her full name. If you insert no name then you will have appointed the chairman of the meeting as your proxy.
- 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 Westminster House, Blacklocks Hill, Banbury, Oxon, OX17 2BS 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.

Notes continue overleaf

8. 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.
9. 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.
10. 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.
11. CREST members who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service may do so by using the procedures described in the CREST Manual. In order for a proxy appointment or instruction made using the CREST service to be valid, the appropriate CREST message, regardless of whether it constitutes the appointment of a proxy of 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 Registrars (ID RA 10) by no later than 11.00 a.m. on 17 June 2009. Please refer to the notes of the notice of the meetings for further information on proxy appointments through CREST.

Third Fold

Please
affix
stamp
here

**Westminster Group plc
Westminster House
Blacklocks Hill
Banbury
Oxfordshire
OX17 2BS**

First Fold

Second Fold