

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION.

If you are in doubt about what action to take, you should obtain your own financial advice from your stockbroker, bank manager, solicitor, accountant or other independent financial adviser authorised pursuant to the Financial Services and Markets Act 2000. If you have sold or otherwise transferred all or part of your existing Ordinary Shares in Westminster Group plc you should forward this document and the enclosed Form of Proxy as soon as possible to the purchaser(s) or transferee(s) or the stockbroker, bank or other agent through whom the sale or transfer was effected, for onward transmission to the purchaser(s) or transferee(s). However, such documents should not be forwarded or transmitted into any jurisdiction in which such act would constitute a violation of the relevant laws of such jurisdiction.

The Directors of Westminster Group plc, whose names appear below, accept responsibility for the information contained in this document. To the best of the knowledge and belief of the Directors (who have taken all reasonable care to ensure such is the case), the information contained in this document for which they are responsible is in accordance with the facts and does not omit anything likely to affect the import of such information.

Westminster Group plc

(Incorporated in England and Wales under the Companies Act 1985 with registered number 3967650)

Notice of General Meeting

Notice of a general meeting of the Company, to be held at 11.00 a.m. on 23 July 2009 at Westminster House, Blacklocks Hill, Banbury, Oxon OX17 2BS, is set out at the end of this document.

Shareholders will find enclosed with this document a Form of Proxy for use at the Meeting. **To be valid, the Form of Proxy should be completed and returned so as to be received at the registered office of the Company, Westminster House, Blacklocks Hill, Banbury, Oxon OX17 2BS not later than 11.00 a.m. on 21 July 2009.**

The completion and return of the Form of Proxy will not affect your right to attend, speak at or vote in person at either the Meeting or any adjournment thereof, if you wish to do so. If you do not send valid a Form of Proxy or attend the Meeting in person and vote, no one else may vote on your behalf.

(Incorporated in England and Wales under the Companies Act 1985 with registered number 3967650)

Directors

Sir Walter Hugh Malcolm Ross (*Non-executive Chairman*)
Peter Donald Fowler (*Chief Executive*)
Nicholas Paul Mearing-Smith (*Finance Director*)
Roger William Worrall (*Commercial Director*)
Stuart Peter Fowler (*Operations Director*)
Sir Michael Pakenham (*Non-executive Director*)

Registered Office

Westminster House
Blacklocks Hill
Banbury
Oxfordshire
OX17 2BS

30 June 2009

To the holders of Existing Shares and, for information only, to the holders of options over Ordinary Shares

Dear Shareholder

Introduction

I am pleased to report that we have secured new investment of £1.2 million by way of Loan Notes. Our strategy is to exploit further the opportunities we have in our chosen sectors, in particular, security, defence, safety and fire.

The Company therefore announced yesterday that it has issued Loan Notes in the amount of £1,200,000. The right of the Noteholders to convert the Loan Notes into Ordinary Shares (as further detailed in the appendix) is subject to the Shareholders passing the Resolutions at the Meeting.

In addition, the Company intends to raise up to a further £2,000,000 during the next 12 months through the issue of New Ordinary Shares at or around the prevailing market price pursuant to a future placing(s) (the "**Proposed Placing**") and a further £1,800,000 through the issue of additional Loan Notes under the Instrument.

Accordingly the Company is requesting Shareholders' support for the Resolutions that are required to issue the New Ordinary Shares pursuant to the Proposed Placing and to approve the conversion rights of the Loan Notes. The Resolutions will be proposed at a Meeting to be held on 23 July 2009.

Background to and reasons for the fundraising

The Board has decided to seek an increase in the capital available for its business. As you will be aware from our results for the year ended 31 December 2008, Westminster is experiencing rapid organic growth. It is continuing to submit bids for major contracts and is hoping that some of these will turn into substantial contracts, thereby maintaining the growth momentum of the business.

A key element of the capital requirements of the business is the need to provide customers with guarantees supported by a major bank. These guarantees can be for bid bonds, which are required to show that a bidder is serious in their intent to bid for the contract; for advance payment bonds, which are used to secure the receipt of money from customers prior to delivery of goods; and performance bonds, which are required to ensure that we finish the job.

At the same time it has become more difficult to sustain the growth in working capital needs of the business by using bank facilities. The effect of this has been that we are now having to deposit substantial amounts of cash with our bank in order to enable them to issue guarantees to our customers.

When we look at our quote bank, it has become apparent that the proportion of our business requiring such bonds is increasing, not least because of the increasing amount of work that we are doing with governments, who tend to require us to provide bonds.

The Board has therefore decided that it makes sense for all the shareholders that we should raise more capital in order to sustain the rapid growth of the business, even though the climate for raising additional capital is not at its most propitious.

The Board has also been mindful that it would be in the interests of all the shareholders if we were able to broaden the scope of the Group through prudent acquisitions. We are conscious that a smoother flow of revenue would make the Group more attractive to potential investors, provided that such acquisitions were in accordance with the strategy of the Group and could be seen to be beneficial to all the shareholders. In order to undertake such acquisitions, whether we use cash or shares in the Company, we need to have sufficient cash resources to pay any costs associated with the acquisitions. This is a further reason for increasing the capital of the Company.

The Board is mindful that that most important reason for this fund raising is to secure the organic growth of our existing business. Only if funds are raised beyond the level necessary to sustain that growth will acquisitions be considered.

For these purposes, the Company has raised £1,200,000 by way of an issue of the Loan Notes and is seeking to raise a further £3,800,000. The Directors consider that the issue of the Loan Notes and the Proposed Placing are the most appropriate methods of financing for the Company at this stage in its development. In the opinion of the Directors, other fundraising alternatives such as a rights issue or open offer would be cost prohibitive to the Company and would not be in the best interests of Shareholders.

The Directors are therefore convening a Meeting to be held at 11.00 a.m. on 23 July 2009 to seek Shareholders' approval of the Resolutions.

Information on the Proposed Placing

Over the twelve months following the Meeting, the Company intends to seek to raise up to £2,000,000 million by way of a Proposed Placing of New Ordinary Shares at or around the prevailing market price at the time of the Proposed Placing. The New Ordinary shares will, when

issued, rank pari passu in all respects with the Existing Shares, including the right to receive all dividends and distributions declared, paid or made after the date on which they are issued.

Following the issue of the New Ordinary Shares pursuant to the Proposed Placing, application will be made for the New Ordinary Shares to be admitted to trading on AIM.

Information on the Loan Notes

Under the terms of the Instrument the Company may issue Loan Notes up to an aggregate principal amount of up to £3,000,000. As stated above the Company has issued Loan Notes with an aggregate principal amount of £1,200,000. Accordingly the Company may issue additional Loan Notes under the Instrument up to an aggregate principal amount of £1,800,000.

The right of the Loan Notes to be converted into Ordinary Shares is conditional upon the Resolutions being passed at the forthcoming Meeting. A summary of the key terms applying to the Loan Notes is as follows (for further detail please see the appendix):

- **Principal amount**
 - up to £3 million;
- **Term**
 - 5 years
- **Coupon**
 - 10% per annum;
- **Conversion terms** – a noteholder has the right to convert his Loan Notes into Ordinary Shares at the conversion price, which is the lower of:
 - 5% over the average share price for the 10 days prior to date of the Instrument and
 - 5% over the price at which subsequent shares are issued as equity financing (i) for acquisitions and/or (ii) where the new shares represent 5% or more of the issued share capital of the Company prior to the date of issue;
- **Penalty Redemption Premium**
 - if the Resolutions are not passed by 30 September 2009, then the coupon rises to 14% and on redemption or purchase of the Loan Notes the Company shall in addition pay a Redemption Premium equal to 150%;
- **Board observer status**
 - the lead investor will be paid a monitoring fee of £25,000 p.a. They will have the right to appoint a director if there is or is likely to be an event of default (as defined in the Instrument);
- **Security**
 - There will be a debenture secured against all the assets of the Company and its subsidiaries, which is subordinated to the debenture held by HSBC
- **Costs**
 - These will total approximately £232,000

Meeting and the Resolutions

Set out at the end of this Circular is a notice convening the Meeting to be held at 11.00 a.m. on 23 July 2009 at Westminster House, Blacklocks Hill, Banbury, Oxon OX17 2BS, at which the Resolutions will be proposed.

- Resolution 1 (ordinary resolution) increases the authorised share capital of the Company to create sufficient headroom to allot new Ordinary Shares in relation to the Proposed Placing and pursuant to any conversion of the Loan Notes and to allow for other allotments (for example in relation to the exercise of share options).
- Resolution 2 (ordinary resolution) grants the Directors authority pursuant to section 80 of the Act to allot relevant securities (within the meaning of section 80(2) of the Act) up to a maximum nominal amount of £4,102,990. This will provide authority for the conversion rights under the Loan Notes and for the directors to allot new Ordinary Shares in relation to the Proposed Placing, upon the exercise of share options and generally in relation to one third of the issued share capital (after having taken into account the exercise of the share options and the issue of the New Ordinary Shares).
- Resolution 3 (special resolution) authorises the Directors to allot relevant equity securities for cash outside the Shareholders' statutory pre-emption provisions in relation to (i) rights issues; (ii) up to a maximum nominal amount of £2,857,143 pursuant to the grant of the conversion rights under the Loan Notes; (iii) up to a maximum nominal amount of £500,000 pursuant to the Proposed Placing; (iv) up to a maximum nominal amount of £61,459 pursuant to the allotment of Ordinary Shares upon the exercise of share options and (v) otherwise up to a maximum nominal amount of £307,975 which is approximately 15% of the issued share capital (after having taken into account the exercise of the share options and the issue of the New Ordinary Shares).

As stated above, the noteholders have the right to convert the Loan Notes into Ordinary Shares at the Conversion Price, which essentially is the lower of:

- a. 5% over the average share price for the 10 days prior to date of the Instrument (the "**Current Conversion Price**"; and
- b. 5% over the price at which subsequent shares are issued as equity financing (i) for acquisitions and/or (ii) where the new shares represent 5% or more of the issued share capital of the Company prior to the date of issue (the "**Subsequent Conversion Price**").

The Company is required to have in place share issuance authorities to cater for the maximum number of Ordinary Shares that can be allotted upon conversion of the Loan Notes. Ordinary Shares cannot be issued at less than their nominal value of 10p. As such the Conversion Price cannot be less than 10.5 pence (being 5% over the nominal value). On this basis the maximum number of Ordinary Shares in which the Loan Notes can be converted into is 28,571,429 Ordinary Shares. This explains why Resolutions 2 and 3 seek authority to issue such a large number of shares. However, the downward movement of the Conversion Price (i.e. from the Current Conversion Price to the Subsequent Conversion Price) would be the direct result of deliberate actions taken by the Company that are not in contemplation.

Action to be taken by Shareholders

Whether or not you propose to attend the Meeting in person, you are asked to complete the enclosed Proxy Form and return it in the enclosed pre-paid envelope to the registered office of the Company, Westminster House, Blacklocks Hill, Banbury, Oxon OX17 2BS so as to arrive as soon as possible but in any event no later than 11.00 a.m. on 21 July 2009. Completion and return of the Proxy Form will not preclude you from attending the Meeting and voting in person should you so wish.

Irrevocable undertakings

The Company has received in aggregate irrevocable undertakings to vote in favour of the Resolutions in respect of 11,467,696 Ordinary Shares, representing approximately 76.88 per cent. of the Ordinary Shares.

Recommendation

The Directors consider that the Resolutions are in the best interests of the Company and the Shareholders as a whole and are most likely to promote the success of the Company for the benefit of the Shareholders as a whole.

Accordingly, your Directors unanimously recommend that Shareholders vote in favour of the Resolutions to be proposed at the Meeting as they intend to do in respect of their beneficial shareholdings, which in aggregate amount to 7,425,564 Ordinary Shares, representing approximately 49.78 per cent. of the Ordinary Shares.

Yours faithfully

Sir Malcolm Ross

Chairman

DEFINITIONS

The following words and expressions shall have the following meanings in this document unless the context otherwise requires:

“Act”	the Companies Act 1985 including any statutory modification or re-enactment of such Act for the time being in force and any provisions of the Companies Act 2006 for the time being in force
“AIM”	AIM, a market operated by the London Stock Exchange plc
“Circular”	this document
“City Code”	the City Code on Takeovers and Mergers
“Company or Westminster Group”	Westminster Group plc
“Conversion Price”	the lower of (1) the average mid-market price of the Ordinary Shares for the 10 dealing days prior to the date of the Instrument plus a premium of 5% on that mid market price (the “Share Price”); (2) 5% above the price per Ordinary Share at which Ordinary Shares are first issued by the Company following the date of the Instrument as equity financing for an acquisition by any Westminster group company and/or as part of an equity fundraising where the new Ordinary Shares issued represent 5% or more of the issued share capital of the Company immediately prior to the date of issue (and for these purposes “equity fundraising” shall include the issue by the Company of a security/ies convertible into Shares, provided that if any such convertible security/ies is/are issued the Conversion Price shall be the lower of the (1) Share Price and (2) 5% above the price per Share at which such security/ies can be converted into Shares).
“Directors or Board”	the directors of the Company, whose names are set out in this document
“Existing Shares”	14,917,071 Ordinary Shares in issue at the date of this document
“Instrument”	the loan note instrument constituting the Loan Notes
“Loan Notes”	the £3,000,000 fixed rate secured convertible loan notes constituted by the Instrument, such loan notes being convertible (conditional upon the passing of the Resolutions at the Meeting) into a maximum of 28,571,429 Ordinary Shares
“Meeting”	the general meeting of the Company to be held at Westminster House, Blacklocks Hill, Banbury, Oxon OX17 2BS at 11.00 a.m. on 23 July 2009 or any adjournment thereof, notice of which is set out at the end of this document
“New Ordinary Shares”	Ordinary Shares proposed to be available for issue pursuant to any Proposed Placing
“Noteholder”	means a person for the time being entered in the register of noteholders as the holder of a Loan Note
“Ordinary Shares”	ordinary shares of 10p each in the capital of the Company
“Proxy Form”	the proxy form for use at the Meeting enclosed with this Circular
“Resolutions”	the resolutions to be proposed at the Meeting, as set out in the notice of Meeting at the end of the Circular
“Shareholders”	holders of Ordinary Shares

Key Terms of the Loan Notes

The following key terms apply to the Loan Notes:

1 Interest

Interest will accrue on the outstanding Loan Notes at a rate of 10% per annum and is payable in quarterly instalments.

If by 30 September 2009 the Resolutions have not been duly passed the rate of interest payable on the Loan Notes will increase to 14% per annum.

Default interest will accrue at a rate of 14% per annum payable on any sums which are not paid on the due date for payment.

2 Redemption and Purchase

The outstanding Loan Notes will be repayable on the fifth anniversary of the date of execution of the Instrument (the "Final Redemption Date").

If the Resolutions have not been duly passed by 30 September 2009 the Company shall on the date of redemption or purchase of the Loan Notes pay an additional amount equal to 150% of the principal amount of the Loan Notes redeemed.

If, prior to the Final Redemption Date, the Company fails to comply with any provision of the Instrument for a period of 10 business days following the giving of notice of such failure, or the Company or any of its subsidiaries enters into specified insolvency/winding up procedures, or disposes of all or a substantial part of its business then, following the prior written consent of the holders of more than 50% of the Loan Notes at that time, the Noteholders may declare the Loan Notes, all accrued interest and the redemption premium (if applicable) repayable immediately.

At any time the Company may redeem the whole or part (only in multiples of £100,000) of the Loan Notes together with accrued interest, but must give the Noteholders at least 30 days' written notice during which time the Noteholders shall have the opportunity to serve a notice of conversion on the Company.

3 Conversion

Subject to the Resolutions being passed, a Noteholder has the right to convert his Loan Notes (in multiples of £100,000) into Ordinary Shares at the Conversion Price at any time prior to the Final Redemption Date, but must give 30 days' notice. The Loan Notes shall be converted into Ordinary Shares by dividing the principal amount of the Loan Notes to be redeemed at par that are due to a given Noteholder by the Conversion Price.

The Company shall ensure that there is sufficient unissued share capital so that the Loan Notes may be converted in accordance with provisions of the Instrument.

On conversion, Ordinary Shares will be allotted as fully paid up, including any premium thereon and a share certificate will be delivered in exchange for the certificate for Loan Notes.

The Ordinary Shares issued on conversion will be issued free from any liens, charges, equities or other encumbrances and will rank for all dividends and other distributions in respect of the financial year or accounting period of the Company in which the conversion falls provided that the record date for such dividends or other distributions falls after the date on which conversion takes place.

In all other respects the Ordinary Shares issued on conversion will rank *pari passu* and form one class with the other Ordinary Shares in issue on the conversion date and will carry the rights set out in the articles of the Company.

4 Restrictions

The Company shall not prior to the Resolutions being duly passed declare, make or pay any dividend or distribution or repurchase any of its own shares provided that the Company may thereafter only declare, make or pay any dividend or distribution or repurchase any of its own shares where it can demonstrate to the reasonable satisfaction of the lead investor that it has sufficient funds available to it (after paying such proposed dividend or distribution or repurchasing any of its own shares) to redeem or repay all sums due to the Noteholders under the terms of the Instrument (including for the avoidance of doubt all accrued interest and (if applicable) the redemption premium).

The Company shall notify and consult with the lead investor prior to entering into negotiations with HSBC Bank Plc to obtain further funding or additional facilities under the Company's or any of its subsidiaries existing lending arrangements with HSBC Bank Plc.

5 Dealings

No application will be made to any stock exchange for the Loan Notes to be listed, dealt in or otherwise publicly traded.

6 Payments

No right of set-off, counterclaim or other deduction shall apply between the Company and the Noteholder.

7 Transfer

A Noteholder may transfer his Loan Notes by instrument of transfer in writing in any usual form. The board of directors of the Company may refuse to register the transfer unless certain conditions are satisfied, such as evidence of title, there being no redemption notice in respect of the relevant Loan Notes and it is in favour of a single transferee or not more than four joint transferees.

THE COMPANIES ACTS 1985 TO 2006
PUBLIC COMPANY LIMITED BY SHARES
NOTICE OF MEETING OF WESTMINSTER GROUP PLC
(the “Company”)

Notice is hereby given that a Meeting of the Company will be held at Westminster House, Blacklocks Hill, Banbury, Oxon OX17 2BS on 23 July 2009 at 11 a.m to consider and, if thought fit, pass the following resolutions, in the case of resolutions 1 and 2 as ordinary resolutions and in the case of resolution 3 as a special resolution.

- 1 That, subject to resolutions numbered 2 and 3 in this notice of meeting being passed, the authorised share capital of the Company be increased from £2,000,000 to £8,000,000 by the creation of 80,000,000 Ordinary Shares of 10p each, such shares to rank pari passu in all respects with the existing Ordinary Shares of 10p each in the capital of the Company.
- 2 That:
 - 2.1 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 the date which is 6 months after the next accounting reference date of the Company all the powers of the Company to allot relevant securities up to a maximum aggregate nominal amount equal to £4,102,990;
 - 2.2 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;
 - 2.3 words and expressions defined in or for the purposes of Section 80 shall bear the same meanings in this Resolution.
- 3 That:
 - 3.1 in substitution for all existing authorities and subject to the passing of Resolution 2, 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 2 as if Section 89(1) of the said Act did not apply to any such allotment provided that this power shall be limited to the allotment of equity securities:
 - 3.1.1 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;
 - 3.1.2 up to an aggregate nominal amount of £2,857,143 pursuant to the grant of the conversion rights of the Loan Notes (as defined in the circular of the Company being issued on the same date as this notice of meeting (the “Circular”));
 - 3.1.3 up to an aggregate nominal amount of £500,000 pursuant to the Proposed Placing as defined in the Circular;
 - 3.1.4 up to an aggregate nominal amount of £61,459 pursuant to the allotment of shares upon the exercise of share options; and
 - 3.1.5 (otherwise than pursuant to sub-paragraphs 3.1.1 to 3.1.4 (inclusive) above) up to an aggregate nominal value of £307,975.

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 the date which is 6 months after the next accounting reference date of the Company, 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 pursuant of such an offer of agreement as if the power conferred hereby had not expired.

Dated: 30 June 2009

BY ORDER OF THE BOARD

Nicholas Mearing-Smith
Secretary

Registered Office:
Westminster House
Blacklocks Hill
Banbury
Oxon, OX17 2BS

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 the registered office of the Company, Westminster House, Blacklocks Hill, Banbury, Oxon OX17 2BS; and
 - Received by the Company 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 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 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.

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 General Meeting of the Company to be held on 23 July 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 increase the authorised share capital of the Company	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2 To authorise the Directors to allot relevant securities under section 80 of the Companies Act 1985	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3 To authorise the Directors to allot equity securities for cash free of the restriction in section 89(1) of the Companies Act 1985	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Names of joint holders (if any) :

Dated :

Signature :

Notes

- 1 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.
- 2 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:
 - 2.1 on any resolution referred to above if no instruction is given in respect of that resolution; and
 - 2.2 on any business or resolution considered at the meeting other than the resolutions referred to above.
- 3 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.
- 4 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.
- 5 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.
- 6 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.
- 7 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.
- 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.

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Third Fold

Please
affix
stamp
here

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

First Fold

Second Fold