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If you are in any doubt about the contents of this document, you are recommended to seek your own independent advice from your stockbroker, bank manager, solicitor, accountant or other professional adviser duly authorised pursuant to the Financial Services and Markets Act 2000.

If you have sold or otherwise transferred all your Ordinary Shares, please forward this document (with the accompanying Form of Proxy), as soon as possible, to the purchaser or transferee or to the stockbroker, bank or other agent through whom your sale or transfer was effected, for onward transmission to the purchaser or transferee. This document should not otherwise be distributed or passed on to any other person or be reproduced or published in whole or in part without the prior consent of the Company.

HASGROVE PLC

(Incorporated in England and Wales under the Companies Act 1985 with registered number 5247414)

NOTICE OF ANNUAL GENERAL MEETING

Notice of a General Meeting of the Company to be held at the Wilson Suite, Barca, 8 & 9 Catalan Square, Castlefield, Manchester, M3 4RU at 12 noon on Friday 2 July 2010, is set out at the end of this document. A Form of Proxy for use at the General Meeting is enclosed. To be valid, Forms of Proxy should be completed in accordance with the instructions printed thereon and returned so as to be received by the Company's registrars, not later than 48 hours before the time of the holding of the Annual General Meeting. Completion and return of Forms of Proxy will not preclude shareholders from attending and voting at the General Meeting should they so wish.

PART I

LETTER FROM THE CHAIRMAN

HASGROVE PLC

(Registered in England and Wales under the Companies Act 1985 with Registered No. 5247414)

Directors:

Godfrey Taylor, Chairman and Non-executive Director
Rhoderick Hyde, Chief Executive
Paul Sanders, Finance Director
Fredrik Olof Birger Lofthagen, Executive Director
Jean-Léopold Schuybroek, Non-executive Director
Peter John Cookson, Non-executive Director

27th May 2010

To the Shareholders of Company Shares

Registered and Head Office:

The Chapel
380 Deansgate
Manchester
M3 4LY

NOTICE OF ANNUAL GENERAL MEETING

Dear Shareholder,

I am pleased to be writing to you with details of our Annual General Meeting ("AGM") which we are holding at the Wilson Suite, Barca, 8 & 9 Catalan Square, Castlefield, Manchester, M3 4RU at 12 noon on Friday 2 July 2010. The formal notice of Annual General Meeting is set out on page 3 of this document.

If you would like to vote on the resolutions but cannot come to the AGM, please fill in the proxy form sent to you with this notice and return it to our registrars as soon as possible. They must receive it by 12 noon on 30 June 2010.

The directors consider that all the resolutions to be put to the meeting are in the best interests of the Company and its shareholders as a whole. Your Board will be voting in favour of them and unanimously recommends that you do as well.

Yours sincerely

Godfrey Taylor
Chairman

Inspection of documents

The following documents will be available for inspection at the Company's registered office, The Chapel, 380 Deansgate, Manchester M3 4LY from the date of this notice until the time of the AGM and at the AGM location from 15 minutes before the AGM until it ends:

- Copies of the Executive Directors' service contracts
- Copies of letters of appointment of the Non-executive Directors.
- A copy of the Memorandum and Articles of Association of the Company.

HASGROVE PLC

NOTICE OF GENERAL MEETING

Notice of Annual General Meeting

Notice is hereby given that the Annual General Meeting of the Company will be held on Friday 2 July 2010 at 12 noon at the Wilson Suite, Barca, 8 & 9 Catalan Square, Castlefield, Manchester, M3 4RU for the following purposes:

Ordinary Business

1. To receive the Directors' report and annual accounts and the Auditors' report for the financial year ended 31 December 2009.
2. To re-appoint CLB Coopers Chartered Accountants as auditors of the Company from the conclusion of the meeting until the conclusion of the next Annual General Meeting and to authorise the Directors to fix their remuneration.
3. To declare and approve a dividend of 0.5 pence per ordinary share of the Company for the year ended 31 December 2009, which shall be payable on or by 21 July 2010 to shareholders who are on the register of members at the close of business on 25 June 2010.
4. To re-elect Godfrey Taylor as a Director of the Company who retires in accordance with Article 92 of the Company's Articles of Association with effect from the conclusion of the meeting.
5. To re-elect Rhoderick Hyde as a Director of the Company who retires in accordance with Article 92 of the Company's Articles of Association with effect from the conclusion of the meeting.

Special Business

6. That the Directors be and are generally and unconditionally authorised for the purposes of section 551 of the Companies Act 2006 (Act) to exercise all the powers of the Company to allot relevant securities (within the meaning of that section) up to an aggregate maximum nominal amount equivalent to one third of the issued share capital of the Company at the date of passing of this resolution, provided that this authority is for a period expiring at the next Annual General Meeting of the Company held after the passing of the resolution or 15 months after the passing of the resolution, whichever is the earlier but the Company may before such expiry, make an offer or agreement which would or might require relevant securities to be allotted after such expiry and the directors may allot relevant securities in pursuance to such offer or agreement notwithstanding that the authority conferred by this resolution has expired. This authority is in substitution for all subsisting authorities, to the extent unused.
7. That subject to passing the previous resolution the Directors be and are authorised pursuant to section 570 of the Act to allot equity securities (within the meaning of Section 560 of the Act) wholly for cash pursuant to the authority conferred by the previous resolution as if Section 561(1) of the Act did not apply to that allotment, provided that this power shall be limited to:
 - 7.1 the allotment of equity securities in connection with an offer of such securities by way of rights to holders of ordinary shares in proportion (as nearly as may be practicable) to their respective holdings of such shares, but subject to such exclusions or other arrangements as the directors may deem necessary or expedient in relation to fractional entitlements or any legal or practical problems under the laws of any territory, or the requirements of any regulatory body or stock exchange; and
 - 7.2 the allotment (other than described in sub-paragraph 7.1) of equity securities up to an aggregate nominal value equivalent to 10% of the issued share capital of the Company;

and shall expire on the date of the next Annual General Meeting of the Company held after the passing of this resolution or 15 months after the passing of this resolution, whichever is the earlier, 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 offer or agreement notwithstanding that the power conferred by this resolution has expired.

By order of the Board

T Pennington-Brookfield
Secretary
27th May 2010

Registered Office

The Chapel
380 Deansgate
Manchester
M3 4LY

Notes:

1. Members are entitled to appoint a proxy to exercise all or any of their rights to attend and to speak and vote on their behalf at the meeting. Pursuant to section 324 of the Companies Act 2006 and Article 77 of the Company's Articles of Association, a shareholder may appoint more than one proxy in relation to the Annual General Meeting provided that each proxy is appointed to exercise the rights attached to a different share or shares held by that shareholder. A proxy need not be a shareholder of the Company. A proxy form which may be used to make such appointment and give proxy instructions accompanies this notice.
2. To be valid any proxy form or other instrument appointing a proxy must be received by post or (during normal business hours only) by hand at the Company's Registrars, Capita Registrars, PXS, The Registry, 34 Beckenham Road, Beckenham, Kent BR3 4TU no later than 48 hours before the appointment for the meeting.
3. The return of a completed proxy form, other such instrument or any CREST Proxy Instruction (as described in paragraph 9 below) will not prevent a shareholder attending the Annual General Meeting and voting in person if he/she wishes to do so.
4. Any person to whom this notice is sent who is a person nominated under section 146 of the Companies Act 2006 to enjoy information rights (a "Nominated Person") may, under an agreement between him/her and the shareholder by whom he/she 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/she may, under any such agreement, have a right to give instructions to the shareholder as to the exercise of voting rights.
5. The statement of the rights of shareholders in relation to the appointment of proxies in paragraphs 1 and 2 above does not apply to Nominated Persons. The rights described in these paragraphs can only be exercised by shareholders of the Company.
6. To be entitled to attend and vote at the Annual General Meeting (and for the purpose of the determination by the Company of the votes they may cast), shareholders must be registered in the Register of Members of the Company at 12 noon on 30 June 2010 (or, in the event of any adjournment, 6.00pm on the date which is two days before the time of the adjourned meeting). Changes to the Register of Members after the relevant deadline shall be disregarded in determining the rights of any person to attend and vote at the meeting.
7. 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. CREST Personal Members or other CREST sponsored members, and those CREST members who have appointed a 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.
8. 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 specifications, and must contain the information required for such instruction, as described in the CREST manual. The message, regardless of whether it constitutes the appointment of a proxy or is 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 the issuer's agent (ID RA10) by 12 noon on 30 June 2010. For this purpose, the time of receipt will be taken to be the time (as determined by the timestamp applied to the message by the CREST Application Host) from which the issuer's agent is 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.
9. 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 message. 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, 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 system providers are referred, in particular, to those sections of the CREST manual concerning practical limitations of the CREST system and timings.
10. 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.