

Special Resolutions

8. That subject to passing resolution 6 the directors be and are authorised pursuant to section 570 of the Companies Act 2006 (“**Act**”) to allot equity securities (within the meaning of Section 560 of the Act) wholly for cash pursuant to the authority conferred by resolution 6 as if Section 561(1) of the Act did not apply to that allotment, provided that this power shall be limited to:-
 - 8.1 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
 - 8.2 the allotment (other than described in sub-paragraph 8.1) 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.

9. That:
 - 9.1 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
 - 9.2 the articles of association produced to the meeting and initialled by the chairman of the meeting for the purposes 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.

By order of the Board

T Pennington-Brookfield
Secretary
7 June 2011

Registered Office

6th Floor
Number One
First Street
Manchester
M15 4FN

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 Capita Registrars, The Registry, PXS, 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 28 June 2011 (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 28 June 2011. 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.
11. In order to facilitate voting by corporate representatives at the meeting, arrangements will be put in place at the meeting so that (i) if a corporate shareholder has appointed the chairman of the meeting as its corporate representative with instructions to vote on a poll in accordance with the directions of all of the other corporate representatives for that shareholder at the meeting, then on a poll those corporate representatives will give voting directions to the chairman and the chairman will vote (or withhold a vote) as corporate representative in accordance with those directions; and (ii) if more than one corporate representative for the same corporate shareholder attends the meeting but the corporate shareholder has not appointed the chairman of the meeting as its corporate representative, a designated corporate representative will be nominated, from those corporate representatives who attend, who will vote on a poll and the other corporate representatives will give voting directions to that designated corporate representative. Corporate shareholders are referred to the guidance issued by the Institute of Chartered Secretaries and Administrators on proxies and corporate representatives (www.icsa.org.uk) for further details of this procedure. The guidance includes a sample form of representation letter if the chairman is being appointed as described in (i) above.

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION.

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 the Annual General Meeting of the Company to be held at 6th Floor, Number One First Street, Manchester M15 4FN at 12 noon on Thursday 30 June 2011, is set out at the end of this document. A Form of Proxy for use at the Annual 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 Annual 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, Group Finance Director
Fredrik Olof Birger Lofthagen, Executive Director
Jean-Léopold Schuybroek, Non-Executive Director
Peter John Cookson, Non-Executive Director

7 June 2011

To the holders of Ordinary Shares

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 6th Floor, Number One First Street, Manchester M15 4FN at 12 noon on Thursday 30 June 2011. The formal notice of Annual General Meeting is set out on page 5 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 28 June 2011.

New Articles of Association

We are asking Shareholders to approve a number of amendments to our articles of association primarily to reflect the implementation of the Shareholder Rights Directive in the UK and the implementation of the Companies Act 2006 (“**2006 Act**”). An explanation of the main changes between the proposed and the existing articles of association is set out in Part II of this document.

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, 6th Floor, Number One, First Street, Manchester M15 4FN 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 proposed new articles of association of the Company and a copy of the existing articles of association of the Company marked to show the changes being proposed in resolution 9.2.

PART II

EXPLANATORY NOTES OF THE PRINCIPAL CHANGES TO THE COMPANY’S ARTICLES OF ASSOCIATION

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 2006 Act significantly reduces the constitutional significance of a company’s memorandum. The 2006 Act 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 2006 Act the objects clause and all other provisions which are contained in a company’s memorandum, for existing companies at 1 October 2009, are deemed to be contained in the company’s articles of association but the company can remove these provisions by special resolution.

Further the 2006 Act 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 2006 Act, are treated as forming part of the Company’s articles of association. Resolution 9.1 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 of association of the Company proposed to be adopted by resolution 9.2 (“**New Articles**”) also contain an express statement regarding the limited liability of shareholders.

2. Articles which duplicate statutory provisions

Provisions in the current articles of association (“**Current Articles**”) which replicate provisions contained in the 2006 Act are in the main to be removed in the New Articles. This is in line with the approach advocated by the Government that statutory provisions should not be duplicated in a company’s constitution.

3. Change of name

Under the Companies Act 1985, a company could only change its name by special resolution. Under the 2006 Act 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 directors to pass a resolution to change the Company’s name.

4. Authorised share capital and unissued shares

The 2006 Act 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 2006 Act, save in respect of employee share schemes.

5. Authority to purchase own shares, consolidate and sub-divide shares, and reduce share capital

Under the Companies Act 1985, a company required specific enabling provisions in its articles to purchase its own shares, to consolidate or sub-divide its shares and to reduce its share capital or other undistributable reserves as well as shareholder authority to undertake the relevant action. The Current Articles include these enabling provisions. Under the 2006 Act a company will only require shareholder authority to do any of these things and it will no longer be necessary for articles to contain enabling provisions. Accordingly the relevant enabling provisions have been removed in the New Articles.

6. Use of seals

Under the Companies Act 1985, a company required authority in its articles to have an official seal for use abroad. Under the 2006 Act, such authority will no longer be required. Accordingly, the relevant authorisation has been removed in the New Articles.

7. Suspension of registration of share transfers

The Current Articles permit the directors to suspend the registration of transfers. Under the 2006 Act share transfers must be registered as soon as practicable. The power in the Current Articles to suspend the registration of transfers is inconsistent with this requirement. Accordingly, this power has been removed in the New Articles.

8. Voting by proxies on a show of hands

The Shareholders’ Rights Regulations (“**Regulations**”) have amended the 2006 Act so that it now provides that each proxy appointed by a member has one vote on a show of hands unless the proxy is appointed by more than one member in which case the proxy has one vote for and one vote against if the proxy has been instructed by one or more members to vote for the resolution and by one or more members to vote against the resolution. The Current Articles have been amended to reflect these changes.

9. Chairman’s casting vote

The New Articles remove the provision giving the chairman a casting vote in the event of an equality of votes as this is no longer permitted under the 2006 Act.

10. Convening general meetings

The provisions in the Current Articles dealing with the length of notice required to convene general meetings are 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.

HASGROVE PLC

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

(“Company”)

NOTICE OF ANNUAL GENERAL MEETING

Notice of Annual General Meeting

Notice is hereby given that the Annual General Meeting of the Company will be held on Thursday 30 June 2011 at 12 noon at 6th Floor, Number One First Street, Manchester M15 4FN. You will be asked to consider and pass the resolutions below. Resolutions 8 and 9 (inclusive) will be proposed as special resolutions. All other resolutions will be proposed as ordinary resolutions.

Ordinary Resolutions

1. To receive the directors’ report and annual accounts and the auditors’ report for the financial year ended 31 December 2010.
2. To appoint Deloitte LLP 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 2010, which shall be payable on or by 20 July 2011 to shareholders who are on the register of members at the close of business on 24 June 2011.
4. To re-elect Paul Antony Sanders 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 Peter John Cookson 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.
6. That the Directors be and are generally and unconditionally authorised for the purposes of section 551 of the Companies Act 2006 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. To authorise the Company generally and unconditionally to make market purchases (within the meaning of section 693(4) Companies Act 2006) of ordinary shares of £0.10 each provided that:
 - 7.1 the maximum number of ordinary shares which may be purchased is that number of ordinary shares as have an aggregate nominal value equivalent to 15% of the issued share capital of the Company;
 - 7.2 the minimum price (excluding expenses) which may be paid for each ordinary share is £0.10;
 - 7.3 the maximum price (excluding expenses) which may be paid for each ordinary share is the higher of:
 - 7.3.1 105% of the average market value of an ordinary share in the Company for the five business days prior to the date the purchase is made; and
 - 7.3.2 the value of an ordinary share calculated on the basis of the higher of the price quoted for:
 - (a) the last independent trade; and
 - (b) the highest current independent bid for,any number of the Company’s ordinary shares on the trading venue where the purchase is carried out; and
- 7.4 the authority conferred by this resolution 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 the expiry of the authority granted by this resolution enter into a contract to purchase ordinary shares which will or may be executed wholly or partly after the expiry of such authority.