



This document is important and requires your immediate attention. If you are in any doubt about what action to take, you should immediately consult your stockbroker, solicitor, accountant or other professional adviser authorised pursuant to the Financial Services and Markets Act 2000.

If you have sold or transferred all or some of your Ordinary Shares in Scott Wilson Group plc you should immediately pass this document together with any accompanying reports to the purchaser or transferee or to the bank or stockbroker or other agent through whom the sale or the transfer was effected for transmission to the purchaser or transferee.

17 JULY 2009

Dear Shareholder

ANNUAL GENERAL MEETING 2009

I am pleased to invite you to join us at Scott Wilson Group plc's (the Company) forthcoming Annual General Meeting (AGM) to be held at 10.30 a.m. on Tuesday 1 September 2009 at Scott House, Alençon Link, Basingstoke, Hampshire RG21 7PP. You will find enclosed with this letter a Notice convening the AGM (the Notice of AGM) and, in the section headed Guidance for Shareholders, a summary and explanation of the business to be transacted at the AGM and the Board's recommendation.

The performance of the Group is described in the 2009 Annual Report and Accounts, which I hope will provide the answers to many of the questions you may have about the Group. The Annual Report and Accounts and Notice of AGM are available on our website at www.scottwilson.com/investors. The AGM will provide an opportunity for you to raise questions on the business set out in the Notice of AGM. If you have any questions on the business set out in the Notice of AGM, which you wish to be addressed at the AGM, please email these to me at investorrelations@scottwilson.com.

It would be helpful for planning purposes if you could indicate whether you wish to attend the AGM by completing and returning the enclosed AGM attendance card to the Company's Registrars, Equiniti Limited. Attendance at the AGM is not conditional on having returned this card. However, I recognise that some shareholders may not be able to attend the AGM and would therefore encourage you to vote by completing the enclosed Form of Proxy. This should be returned to Equiniti by 10.30 a.m. on Sunday 30 August 2009 at the latest. For your convenience, the Form of Proxy is pre-paid and addressed to Equiniti. No envelope is necessary but if you wish you may use an envelope and address it (no stamp required) to FREEPOST SEA 10846, Equiniti, Aspect House, Spencer Road, Lancing, West Sussex BN99 6ZL. Completion and return of the Form of Proxy will not preclude shareholders from attending and voting in person at the AGM if they wish to do so.

The Directors believe that all the proposals to be considered at the AGM and as set out in the Notice of AGM are in the best interests of the Company and of its shareholders as a whole and they unanimously recommend shareholders to vote in favour of the resolutions set out in the Notice of AGM as they themselves intend to do in respect of their own beneficial shareholdings in the Company.

On behalf of the Board, I would like to thank you for your continued support and look forward to seeing as many shareholders as possible in Basingstoke in September.

Yours sincerely

for SCOTT WILSON GROUP PLC

A handwritten signature in black ink that reads "Geoff French". The signature is written in a cursive, flowing style.

GEOFF FRENCH
GROUP CHAIRMAN

NOTICE OF MEETING

Notice is hereby given that the Annual General Meeting of Scott Wilson Group plc (the Company) will be held at Scott House, Alençon Link, Basingstoke, Hampshire RG21 7PP on Tuesday 1 September 2009 at 10.30 a.m. for the following purposes:

ROUTINE BUSINESS

To consider and if thought fit pass the following Resolutions which will be proposed as ordinary resolutions:

1. To receive and consider the accounts for the 53 week period ended 3 May 2009 together with the Reports of the Directors and Auditors thereon (together the Annual Report).
2. To receive and approve the Directors' Remuneration Report (contained in pages 28 to 33 of the Annual Report) for the 53 week period ended 3 May 2009.
3. To declare a final dividend of 2.67 pence per Ordinary Share of 10 pence each in the capital of the Company (Ordinary Shares).
4. To re-elect H Blackwood as a Director of the Company, who retires from office under regulation 21.3 of the Company's Articles of Association and, being eligible, offers himself for re-election.
5. To re-elect S V Cummins as a Director of the Company, who retires from office under regulation 21.3 of the Company's Articles of Association and, being eligible, offers himself for re-election.
6. To elect C R M Kembal, who was appointed by the Board since the last Annual General Meeting, as a Director of the Company.
7. To re-appoint Deloitte LLP as Auditors of the Company.
8. To authorise the Directors to fix the remuneration of the Auditors.

SPECIAL BUSINESS

To consider and if thought fit pass the following Resolutions of which Resolution 9 will be proposed as an ordinary resolution and Resolutions 10 and 11 will be proposed as special resolutions.

9. That the authority to allot relevant securities conferred on the Directors by Article 2.6(a) of the Company's Articles of Association be and is hereby granted for the period expiring at the conclusion of the Annual General Meeting of the Company to be held after the date of the passing of this Resolution or on 1 December 2010 (whichever is the earlier) and for that period the Section 80 amount shall be £2,539,181.53.
10. That, subject to the passing of Resolution 9, the power to allot equity securities as if Section 89(1) of the Companies Act 1985 did not apply to any such allotment conferred on the Directors by Article 2.6(b) of the Company's Articles of Association be and is hereby granted for the period expiring at the conclusion of the Annual General Meeting of the Company to be held after the date of the passing of this Resolution or on 1 December 2010 (whichever is the earlier) and for that period the Section 89 amount shall be £380,877.23.

SPECIAL BUSINESS (CONTINUED)

11. That pursuant to the authorities contained in its Articles of Association, the Company is granted general and unconditional authority for the purposes of Section 166 of the Companies Act 1985 to make market purchases (within the meaning of Section 163(3) of the Companies Act 1985) of Ordinary Shares provided that:

- (a) the maximum aggregate number of Ordinary Shares authorised to be purchased is 7,617,544;
- (b) the minimum price which may be paid per Ordinary Share is not less than the nominal value of such Ordinary Shares (exclusive of expenses) and the maximum price (exclusive of expenses) which may be paid per Ordinary Share is the higher of (i) an amount equal to 105 per cent of the average of the market value for an Ordinary Share as derived from the London Stock Exchange plc Daily Official List for the five business days immediately preceding the day on which the purchase is made and (ii) the higher of the price of the last independent trade and the highest current bid on the London Stock Exchange at the time the purchase is carried out, both the maximum and minimum prices being exclusive of any expenses; and
- (c) the authority hereby conferred, unless previously renewed, shall expire on the conclusion of the next Annual General Meeting of the Company to be held after the date of the passing of this Resolution or on 1 December 2010 (whichever is earlier) except that the Company may make contract to purchase Ordinary Shares under the authority hereby conferred prior to the expiry of such authority which will or may be executed wholly or partly after the expiry of such authority and may make a purchase of Ordinary Shares after such expiry in pursuance of such a contract.

By order of the Board



GEOFF REDWOOD
COMPANY SECRETARY
17 JULY 2009

NOTICE OF MEETING

CONTINUED

NOTES:

- (a) Pursuant to Regulation 41 of the Uncertificated Securities Regulations 2001, the time by which a person must have been entered on the Company's register of members for certificated or uncertificated Ordinary Shares is 6.00 p.m. on 30 August 2009 (the Specified Time) in order to be entitled to attend, speak and vote at the AGM in respect of the number of Ordinary Shares registered in their name. Changes to entries on the Register of Members after that time shall be disregarded in determining the rights of any person to attend, speak and vote at the meeting. Should the meeting be adjourned to a time not more than 48 hours after the Specified Time, that time will also apply for the purpose of determining the entitlement of members to attend, speak and vote (and for the purpose of determining the number of votes they may cast) at the adjourned meeting. Should the meeting be adjourned for a longer period, then to be so entitled, members by 6.00 p.m. on the day two days prior to the reconvened meeting or, if the Company gives notice of the adjourned meeting, at the time specified in the notice.
- (b) Members have the right to appoint some other person(s) of their choice, who need not be a member, as their proxy to exercise all or any of their rights, to attend, speak and vote on their behalf at the meeting. A Form of Proxy is enclosed with this Notice. A member 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 of the member. A proxy must attend the meeting in person but need not be a member. To be effective the Form of Proxy must be deposited at the Company's Registrar at Equinti Limited, Aspect House, Spencer Road, Lancing, West Sussex BN99 6ZL by 10.30 a.m. on Sunday 30 August 2009 (or in the case of any adjournment of the meeting not less than 48 hours before the time appointed for the meeting). Completion of the appropriate Form of Proxy does not prevent a member from attending, speaking and voting in person if they are entitled to do so and so wish.
- (c) Any person to whom this Notice is sent who is a person nominated under Section 146 Companies Act 2006 to enjoy information rights (Nominated Person) may, under an agreement with the member who nominated them, have a right to be appointed, or have someone else appointed, as a proxy for the meeting. If a Nominated Person does not have this right or does not wish to exercise it, they may have a right under such an agreement to give the member voting instructions. The statement of the rights of members in relation to the appointment of proxies in Note (b) does not apply to Nominated Persons.
- (d) The total number of issued Ordinary Shares on 17 July 2009, which is the latest practicable date before the publication of this document, is 76,175,446. At that date, 3,175,000 Ordinary Shares (representing 4.2 per cent of the Company's issued Ordinary Share capital) were held in Treasury. The total voting rights in the Company as at that date are 73,000,446. On a vote by show of hands every member who is present has one vote and every proxy present who has been duly appointed by a member entitled to vote has one vote. On a poll vote every member who is present in person or by proxy has one vote for every Ordinary Share of which they are the holder.
- (e) The Directors' service contracts, the letters of appointment for the Non-Executive Directors and the Company's Articles of Association are available for inspection during normal business hours on any weekday (excluding public holidays) at the Company's Registered Office, Scott House, Alençon Link, Basingstoke, Hampshire RG21 7PP up to and including the date of the meeting. If you wish to view these documents, please telephone the Group's Secretariat on +44(0) 1256 310245.
- (f) 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 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 appointment letter if the Chairman is being appointed as described in (i) above.
- (g) You may not use any electronic address provided in the Notice of AGM to communicate with the Company for any purpose other than as expressly stated.

NOTES TO THE FORM OF PROXY

NOTES

- (1) Members have the right to appoint some other person(s) of their choice, who need not be a member, as their proxy to exercise all or any of their rights, to attend, speak and vote on their behalf at the meeting. A proxy must attend the meeting in person. Completion of the appropriate Form of Proxy does not prevent a member from attending, speaking and voting in person if they are entitled to do so and so wish. The Chairman of the meeting shall act as proxy unless another proxy is desired. If you wish to appoint a person other than the Chairman, please insert the name of your chosen proxy holder in the space provided.
- (2) A member may appoint more than one proxy in relation to the meeting if each proxy is appointed to exercise the rights attached to different Ordinary Shares held by you. To appoint more than one proxy, (an) additional Form(s) of Proxy may be obtained by contacting the Company's Registrars' helpline on 0871 384 2758* or you may photocopy this form. Please also indicate, by ticking the box marked Box A, if the proxy instruction is one of multiple instructions being given. If the proxy is being appointed in relation to less than your full voting entitlement, please enter, in the box marked Box B, the number of Ordinary Shares in relation to which they are authorised to act as your proxy. If left blank, your proxy will be deemed to be authorised in respect of your full voting entitlement (or if this Form of Proxy has been issued in respect of a designated account for a shareholder, the full voting entitlement for that designated account). All forms must be signed and should be returned together in the same envelope.
- (3) Please indicate with an **X** in the appropriate box how you wish your votes to be cast in respect of each of the Resolutions proposed. In absence of this indication, the proxy will vote or abstain from voting at their discretion. The 'Vote Withheld' option is provided to enable you to abstain on any particular resolution. However, 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) In the case of joint holders, this Form of Proxy may be signed by any of the holders but the names of all of them should be stated. The vote of the first named holder in the register of members (whether voting in person or by proxy) will be accepted to the exclusion of the votes of the other joint holders in respect of the joint holding.
- (5) In the case of a corporation, this Form of Proxy must be executed under its common seal or signed on its behalf by an officer or attorney duly authorised in writing.
- (6) To be valid this Form of Proxy and the power of attorney or other authority (if any) under which it is signed or a notarially certified copy of such power or authority must be deposited at the Company's Registrar at Equiniti Limited, Aspect House, Spencer Road, Lancing, West Sussex BN99 6ZL by 10.30 a.m. on Sunday 30 August 2009 (or in the case of any adjournment of the meeting not less than 48 hours before the time appointed for the meeting). The appointment under this Form of Proxy may be terminated by the member prior to the commencement of the meeting (or any adjournment of the meeting). To be valid, the notice of termination of the authority of the person appointed to act as proxy must be deposited at the Company's Registrar, Equiniti Limited, Aspect House, Spencer Road, Lancing, West Sussex BN99 6ZL by 10.30 a.m. on Sunday 30 August 2009 (or in the case of any adjournment of the meeting not less than 48 hours before the time appointed for the meeting).
- (7) The Directors' service contracts, the letters of appointment for the Non-Executive Directors and the Company's Articles of Association are available for inspection during normal business hours on any weekday (excluding public holidays) at the Company's Registered Office, Scott House, Alençon Link, Basingstoke, Hampshire RG21 7PP up to and including the date of the Annual General Meeting. If you wish to view these documents, please telephone the Group's Secretariat on +44(0) 1256 310245.
- (8) The total number of issued Ordinary Shares on 17 July 2009, which is the latest practicable date before the publication of this document, is 76,175,446. At that date, 3,175,000 Ordinary Shares (representing 4.2 per cent of the Company's issued Ordinary Share capital) were held in Treasury. The total voting rights in the Company as at that date are 73,000,446. On a vote by show of hands every member who is present has one vote and every proxy present who has been duly appointed by a member entitled to vote has one vote. On a poll vote every member who is present in person or by proxy has one vote for every Ordinary Share of which they are the holder.
- (9) You may not use any electronic address provided in this Form of Proxy to communicate with the Company for any purpose other than as expressly stated.

* Calls to this number are charged at 8p per minute from a BT landline. Other telephony providers costs may vary.

GUIDANCE FOR SHAREHOLDERS

The Annual General Meeting (AGM) of Scott Wilson Group plc (the Company) will be held at Scott House, Alençon Link, Basingstoke, Hampshire RG21 7PP on Tuesday, 1 September 2009 at 10.30 a.m. In order to fulfil the Company's commitment to communicate clearly with shareholders, an explanation of the detailed formal business to be dealt with at the AGM is set out below:

RESOLUTIONS 1 TO 8: ROUTINE BUSINESS

These Resolutions relate to those matters routinely considered at Annual General Meetings and are explained as follows:

RESOLUTION 1: REPORT AND ACCOUNTS

The Directors will present to shareholders for their approval the Annual Report and Accounts for the 53 week period ended 3 May 2009 (the Annual Report) sent to shareholders with this document.

RESOLUTION 2: DIRECTORS' REMUNERATION REPORT

The Directors' Remuneration Report is set out on pages 28 to 33 of the Annual Report sent to shareholders with this document. It complies with the requirements of the Companies Act 2006 for a report on the remuneration of all Directors, both Executive and Non-Executive. The Report has been approved by the Board and signed on its behalf by the Chairman of the Remuneration Committee and will be presented to shareholders for their approval.

RESOLUTION 3: DECLARATION OF FINAL DIVIDEND

A final dividend of 2.67 pence per Ordinary Share has been proposed. A final dividend can only be paid after the shareholders have approved it. If approved, the dividend will be paid on 5 October 2009 to shareholders holding Ordinary Shares on the Register of Members at the close of business on 11 September 2009.

RESOLUTIONS 4 TO 6: APPOINTMENT OF DIRECTORS

In accordance with the Company's Articles of Association which require that the number nearest to, but not more than, one third of the Directors shall retire from office at the AGM, Hugh Blackwood and Sean Cummins are retiring by rotation and, being eligible, are seeking re-election at this AGM pursuant to Resolutions 4 and 5.

NOTES TO THE FORM OF PROXY CONTINUED

GUIDANCE FOR SHAREHOLDERS (CONTINUED)

RESOLUTIONS 4 TO 6: APPOINTMENT OF DIRECTORS (CONTINUED)

The Company's Articles of Association permit any Director appointed by the Board since the date of the last Annual General Meeting to hold office until the date of the next Annual General Meeting. The Director is then eligible for election by shareholders. Pursuant to Resolution 6, Christopher Kemball is standing for election at this meeting following his appointment to the Board on 1 January 2009.

Profiles of the Directors are provided in the Annual Report on pages 18 and 19.

The Board has considered and reviewed the appointments of those Directors standing for re-election or election and considers that each such director's performance is, and will continue to be, effective and that they demonstrate commitment to their roles and have the range of business and management skills and experience relevant to the direction and control of the Company.

RESOLUTIONS 7 AND 8: RE-APPOINTMENT AND REMUNERATION OF AUDITORS

At each meeting when accounts are presented, the Company is obliged to appoint Auditors. Resolution 7 proposes to re-appoint Deloitte LLP and, in accordance with standard practice, Resolution 8 gives authority to the Board to determine their remuneration.

RESOLUTIONS 9 TO 11: SPECIAL BUSINESS

RESOLUTIONS 9 AND 10: ISSUES OF SHARE CAPITAL

The existing general authority of the Directors to allot shares and the current disapplication of the statutory pre-emption rights both expire at the conclusion of the 2009 AGM. Article 2.6(a) of the Company's Articles of Association contains a general authority for the Directors to allot shares in the Company for a period (not exceeding five years) (the prescribed period) and up to a maximum aggregate nominal amount (the Section 80 amount) approved by a special or ordinary resolution of the Company. Article 2.6(b) of the Company's Articles of Association also empowers the Directors during the prescribed period to allot shares for cash in connection with a rights issue and also to allot shares in any other circumstances up to a maximum aggregate nominal amount approved by a special resolution of the Company (the Section 89 amount).

Resolution 9, which will be proposed as an ordinary resolution, provides for the Section 80 amount to be £2,539,181.53 being an amount equal to one third of the issued Ordinary Share capital of the Company at the date of this Notice.

Resolution 10, which will be proposed as a special resolution and which will only be effective if Resolution 9 is passed, provides for the Section 89 amount to be £380,877.23 representing five per cent. of the Company's issued share capital at the date of this Notice. (This limit confirms with the pre-emption guidelines issued by bodies representing institutional investors.) The prescribed period for which these powers and authorities are granted will expire at the conclusion of the next AGM of the Company after the passing of this Resolution or, if sooner, 1 December 2010.

The Directors have no immediate intention of using any authorities given in order to allot further shares. However, the authority will provide the Company with the flexibility it requires when raising additional resources in order to implement its strategy of pursuing complementary acquisitions in the selected markets.

RESOLUTION 11: AUTHORITY TO PURCHASE OWN SHARES

The current power to purchase shares in the Company expires at the conclusion of the 2009 AGM. The Directors consider that it would continue to be beneficial to the Company if, in certain circumstances the Company had the power to purchase its own Ordinary Shares. At the present time the Directors have no wish to exercise the power to purchase any of the issued Ordinary Shares of the Company other than to purchase shares pursuant to the Company's share schemes. However, they consider it is appropriate to continue to have the flexibility to do so. Accordingly, they recommend that the existing power to buy (in certain circumstances) Ordinary Shares up to a maximum prescribed limit be renewed for a further limited period.

The Directors will only implement such purchases if they are satisfied, after careful consideration, that they are in the best interests of the Company and shareholders generally and would result in an increase in expected earnings per share. Furthermore, account will be taken of the overall financial implications for the Company.

If such purchases were made, the Company would be able to do either or a combination of the following:

- (a) cancel the purchased Ordinary Shares so reducing the total number of Ordinary Shares in issue; or
- (b) where the shares were purchased out of distributable profits, subject to certain limitations, hold them as treasury shares.

Treasury shares themselves may be cancelled, sold for cash or transferred for the purposes of the Company's employee share schemes. The statutory pre-emption rights apply to a sale of treasury shares for cash and the disapplication of the statutory pre-emption rights in Resolution 11 includes, within the Section 89 amount, any sales of treasury shares for cash which may occur. Finally, if such purchases were made, to the extent the purchased shares are held as treasury shares, any increase in earnings per share would only be temporary, until the shares in question were either cancelled or sold or transferred out of treasury.

The number of Ordinary Shares in respect of which options have been granted as at 3 May 2009 is 4,978,721 (constituting 6.54 per cent of the issued share capital of the Company and 6.82 per cent of the total voting rights as at the date of this Notice). If this authority to purchase own shares is exercised in full by the Company and all of those purchased shares were cancelled rather than being held as treasury shares, this percentage will increase to 7.26 per cent of the reduced issued share capital.

Resolution 11, which will be proposed as a Special Resolution, authorises the Directors to purchase up to a maximum of 7,617,544 Ordinary Shares, being 10 per cent of the issued share capital of the Company as at the date of this Notice, and provides that the maximum price per Ordinary Share payable on any exercise of the authority shall be the higher of (i) an amount equal to 105 per cent. of the average of the market value for an Ordinary Share as derived from the London Stock Exchange plc Daily Official List for the five business days immediately preceding the day on which the purchase is made and (ii) the higher of the price of the last independent trade and the highest current bid on the London Stock Exchange at the time purchase is carried out. The minimum price payable shall be the nominal value of an Ordinary Share. For this purpose both the maximum and minimum prices permitted to be paid are exclusive of expenses.

The authority will expire on 1 December 2010 or at the conclusion of the next AGM, whichever is the sooner. It is envisaged that the Directors will continue to seek renewal of the authority annually.

RECOMMENDATION

The Directors believe that all the proposals to be considered at the Annual General Meeting and as set out in the Notice of AGM are in the best interests of the Company and of its shareholders as a whole and they unanimously recommend shareholders to vote in favour of the resolutions as they themselves intend to do in respect of their own beneficial shareholdings in the Company.

AGM ATTENDANCE CARD

SCOTT WILSON GROUP PLC

Annual General Meeting: Scott House, Alençon Link, Basingstoke, Hampshire RG21 7PP.

If you plan to attend the Annual General Meeting, please complete this attendance card and return it to the address overleaf. Please note the meeting is due to start at 10.30 a.m. on Tuesday 1 September 2009.

I will be attending the meeting. (please tick)

Signature..... Date

FORM OF PROXY

SCOTT WILSON GROUP PLC (THE COMPANY)

for use at the Annual General Meeting convened for 10.30 a.m. on Tuesday 1 September 2009.

Please use a black pen. Mark with an **x** inside the box.

being (a) member(s) of the above named Company hereby appoint the Chairman of the meeting

or (see note 2)

(insert name and address in capital letters)

as my/our proxy to attend, speak and vote for me/us and on my/our behalf at the Annual General Meeting of the Company to be held at 10.30 a.m. on Tuesday 1 September 2009 and at any adjournment thereof in relation to the number of Ordinary Shares of 10 pence each in the Company (Ordinary Shares) held by me/us, as set out in Box B below.

Box A

Please tick here if this proxy appointment is one of multiple appointments being made (see note 2).

Box B

Please indicate here the number of Ordinary Shares in relation to which this proxy holder is authorised to act on your behalf (see note 2).

In respect of the following Resolutions, my/our proxy is instructed to vote as follows (see note 3). Where no specific direction is given below or on any other business which may properly come before the Annual General Meeting, I/We direct my/our proxy to vote (or abstain from voting) as he/she thinks fit on any of the Resolutions submitted to the Annual General Meeting.

	RESOLUTIONS	FOR	AGAINST	VOTE WITHHELD
	ORDINARY RESOLUTIONS			
1.	To receive and consider the Annual Report and Accounts for the 53 week period ended 3 May 2009.			
2.	To receive and approve the Directors' Remuneration Report for the 53 week period ended 3 May 2009.			
3.	To declare a final dividend of 2.67 pence per Ordinary Share.			
4.	To re-elect H Blackwood as a Director.			
5.	To re-elect S V Cummins as a Director.			
6.	To elect C R M Kemball as a Director.			
7.	To re-appoint Deloitte LLP as Auditors.			
8.	To authorise the Directors to fix the Auditors' remuneration.			
9.	To authorise the Directors to allot shares pursuant to Section 80 of the Companies Act 1985.			
	SPECIAL RESOLUTIONS			
10.	To disapply Section 89(1) of the Companies Act 1985.			
11.	To authorise the Company to purchase its own shares.			

Signature Date

(see notes (4), (5) and (6))

Business Reply
Licence Number
SEA 10846



Equiniti Limited
Aspect House
Spencer Road
Lancing
West Sussex
BN99 6ZL



Business Reply
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