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**THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION.** If you are in any doubt as to what action you should take, you are recommended to seek your own advice from an appropriate professional adviser who is authorised under the Financial Services and Markets Act 2000.

If you have sold or otherwise transferred all your shares in Helphire Group plc (the "Company"), please send this document and the accompanying documents to the purchaser or transferee or to the stockbroker, bank or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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## Helphire Group plc

# Notice of Annual General Meeting

Notice is hereby given that the Annual General Meeting of the Company will be held on 27 November 2013 at 9.00 am at the offices of Berwin Leighton Paisner LLP, Adelaide House, London Bridge, London EC4R 9HA.

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Helphire Group plc  
Pinesgate  
Lower Bristol Road Bath  
BA2 3DP  
17 October 2013

To: The Ordinary Shareholders of Helphire Group plc

Dear Shareholder,

Notice is hereby given that the Annual General Meeting of the Company will be held at the offices of Berwin Leighton Paisner LLP, Adelaide House, London Bridge, London EC4R 9HA on Wednesday 27 November 2013 at 9.00 am for the consideration of the following resolutions which will be proposed as to resolutions 1 to 5 inclusive as ordinary resolutions and as to resolutions 6 and 7 as special resolutions.

1. To receive and adopt the financial statements for the financial year ended 30 June 2013 and receive the Directors' and Auditors' reports.
2. To re-elect Martin Ward as a director.
3. To appoint KPMG LLP as auditors to the Company until the conclusion of the next general meeting of the Company at which accounts are laid.
4. To authorise the directors to fix the auditors' remuneration.
5. That the directors be generally and unconditionally authorised in accordance with section 551 of the Companies Act 2006 (the "Act") to allot:
  - a. shares in the Company or grant rights to subscribe for or to convert any security into shares in the Company up to an aggregate nominal amount of £52,394.54; and in addition
  - b. equity securities of the Company (within the meaning of section 560 of the Act) in connection with an offer of such securities by way of a rights issue up to an aggregate nominal amount of £52,394.54,

provided that this authority shall expire on 30 December 2014 or, if earlier, the conclusion of the next annual general meeting of the Company but, in each case, so that the Company may, before such expiry, make an offer or agreement which would or might require shares to be allotted or rights to subscribe for or convert securities into shares to be granted after such expiry and the directors may allot shares or grant rights to subscribe for or convert securities into shares pursuant to such an offer or agreement as if this authority had not expired.

"rights issue" means an offer to:

- (i) holders of ordinary shares in the capital of the Company in proportion (as nearly as may be practicable) to the respective number of ordinary shares held by them; and
- (ii) holders of other equity securities if this is required by the rights of those securities or, if the directors consider it necessary, as permitted by the rights of those securities,

to subscribe for further securities by means of the issue of a renounceable letter (or other negotiable document) which may be traded for a period before payment for the securities is due, but subject in both cases to such exclusions or other arrangements as the directors may deem necessary or expedient in relation to treasury shares, fractional entitlements, record dates or legal, regulatory or practical problems in, or under the laws of, any territory or any other matter.

6. That subject to and conditional on the passing of resolution number 5, the directors be empowered, pursuant to section 570 of the Act, to allot equity securities (within the meaning of section 560 of the Act) for cash pursuant to the authority conferred by resolution number 5 and/or where the allotment constitutes an allotment of equity securities by virtue of section 560(3) of the Act, in each case:
  - a. in connection with an offer of such securities by way of a rights issue (as defined in resolution number 5); and
  - b. (otherwise than pursuant to paragraph 6(a) above), up to an aggregate nominal amount of £15,718.36,as if section 561(1) of the Act did not apply to any such allotment, such authority to expire on 30 December 2014 or, if earlier, the conclusion of the next annual general meeting 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 pursuance of such an offer or agreement as if this power had not expired.
7. That the Company be generally and unconditionally authorised to make market purchases (within the meaning of section 693(4) of the Act) of ordinary shares of 0.01 pence each in the capital of the Company on such terms and in such manner as the directors may from time to time determine, provided that:
  - (a) the maximum number of ordinary shares hereby authorised to be acquired is 157,183,636 representing approximately 10 per cent. of the issued ordinary share capital of the Company;
  - (b) the minimum price (excluding expenses) which may be paid for any such ordinary share is 0.01 pence;
  - (c) the maximum price (excluding expenses) which may be paid for any such ordinary share is the higher of:
    - (i) an amount equal to 105 per cent. of the average market value of an ordinary share in the Company for the 5 business days prior to the day the purchase is made; and

- (ii) the value of an ordinary share calculated on the basis of the higher of the price quoted for:
  - (A) the last independent trade of; 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
- (d) the authority hereby conferred shall expire (unless previously renewed, varied or revoked) on 30 December 2014 or, if earlier, the conclusion of the next annual general meeting of the Company (except in relation to the purchase of ordinary shares the contract for which was concluded before the expiry of this authority and which will or may be executed wholly or partly after such expiry).

By order of the Board

**Nicholas Tilley**  
Company Secretary  
17 October 2013

**Notes:**

- (i) As at the date of this notice, the issued share capital of the Company was 1,571,836,364 ordinary shares and 107,109,091 B shares in both cases of 0.01 pence each but the total number of voting shares was 1,571,836,364.
- (ii) Members entitled to attend and vote at the meeting are entitled to appoint a proxy to exercise all or any of their rights to attend, speak and vote on their behalf at the meeting and at any adjournment of it. 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 held by that member. To appoint more than one proxy, shareholders should copy the proxy form and indicate on each the number of shares that the proxy is appointed to represent. A proxy need not be a member of the Company. A proxy form which may be used to make such appointment and give proxy instructions accompanies this notice. If you do not have a proxy form and believe that you should have one, please contact the shareholder helpline on 0871 664 0300 (from UK: calls cost 10p per minute plus network extras; lines are open 8.30 am–5.30 pm Mon-Fri, or +44 208639 3399 if calling from overseas).
- (iii) 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 by Capita Asset Services at PXS, 34 Beckenham Road, Beckenham BR3 4TU no later than 9.00 am on 25 November 2013, together with, if appropriate, the power of attorney or other authority (if any) under which it is signed or a duly certified copy of that power or authority.
- (iv) The return of a completed proxy form, other such instrument or any CREST Proxy Instruction (as described in paragraph (xii) below) will not prevent a member attending the meeting and voting in person if he/she wishes to do so.
- (v) If a member submits more than one valid proxy appointment, the appointment received last before the latest time for the receipt of proxies will take precedence.
- (vi) A shareholder must inform the Company's registrars in writing no later than 9.00 am on 25 November 2013 of any termination of the authority of a proxy.
- (vii) Any corporation which is a shareholder can appoint one or more corporate representatives who may exercise on its behalf of all its powers as a shareholder provided that they do not do so in relation to the same shares.
- (viii) In the case of joint holders, where more than one of the joint holders purports to appoint a proxy, only the appointment submitted by the most senior holder will be accepted. Seniority is determined by the order in which the names of the joint holders appear in the Company's register of members in respect of the joint holding (the first-named being the most senior).
- (ix) A vote withheld option is provided on the form of proxy to enable you to instruct your proxy not to vote on any particular resolution, however, it should be noted that a vote withheld in this way 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. The Register of Directors' interests is kept by the Company and will be open for inspection at the meeting.
- (x) If you appoint a proxy to vote on your behalf at this Annual General Meeting, your voting rights will revert to you at the conclusion of the Annual General Meeting or any adjournment of the Annual General Meeting.
- (xi) 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), members must be registered in the register of members of the Company at 6.00 pm on 25 November 2013 (or, in the event of any adjournment, 6.00 pm on the date which is 2 days before the date 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 Annual General Meeting.
- (xii) CREST members who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service may do so for this Annual General Meeting (and any adjournment(s) thereof) by using the procedures described in the CREST Manual. CREST personal members or other CREST sponsored members, and those CREST members who have appointed a voting service provider(s), should refer to their CREST sponsor or voting service provider(s), who will be able to take the appropriate action on their behalf. Please note the following:
  - (a) 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 instructions, 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 the latest time(s) for receipt of proxy appointments specified in this notice. 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.
  - (b) CREST members and, where applicable, their CREST sponsors or voting service providers, should note that Euroclear UK & Ireland Limited does not make available special procedures in CREST for any particular messages. Normal system timings and limitations will therefore apply in relation to the input of CREST Proxy Instructions. It is the responsibility of the CREST member concerned to take (or, if the CREST member is a CREST personal member or sponsored member or has appointed a voting service provider(s), to procure that his CREST sponsor or voting service provider(s) take(s) such action as shall be necessary to ensure that a message is transmitted by means of the CREST system by any particular time. In this connection, CREST members and, where applicable, their CREST sponsors or voting service providers are referred in particular to those sections of the CREST Manual concerning practical limitations of the CREST system and timings.
  - (c) 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, as amended.
- (xiii) A copy of this notice of meeting can be found at [www.helphire.co.uk/ir/agm](http://www.helphire.co.uk/ir/agm) in accordance with the requirements of the AIM Rules for Companies.
- (xiv) You may not use any electronic address provided either in this notice or in any related documents (including the form of proxy) to communicate with the Company for any purposes other than those expressly stated.
- (xv) Copies of all the directors' service agreements or memoranda of the terms thereof and the Company's articles of association will be available for inspection at the Company's registered office during normal business hours on any week day (Saturdays, Sundays and public holidays excluded) and will be available for inspection at the place of the Annual General Meeting for at least 15 minutes prior to and during the meeting.

Set out below is an explanation of the Resolutions to be proposed at the Annual General Meeting:

**Resolution 1**

Resolution 1 will be proposed as an ordinary resolution to receive and adopt the financial statements for the financial year ended 30 June 2013 and receive the Directors' and Auditors' reports. A copy of the Company's financial statements and the Directors' and Auditors' reports are enclosed with this letter.

**Resolution 2**

Resolution 2 will be proposed as an ordinary resolution for the re-election of Martin Ward as director. His biographical details are set out on page 9 of the accompanying Annual Report and Accounts.

**Resolution 3**

KPMG Audit Plc has notified the Company that it is not seeking re-appointment therefore resolution 3 will be proposed as an ordinary resolution to appoint KPMG LLP as auditors to the Company until the conclusion of the next general meeting of the Company at which accounts are laid.

**Resolution 4**

Resolution 4 will be proposed to authorise the directors to fix the auditors' remuneration.

**Resolution 5**

Resolution 5 will be proposed as an ordinary resolution to authorise the directors to allot new shares up to a nominal amount of £52,394.54 and additionally to authorise the directors to allot relevant securities in connection with a rights issue up to a further nominal amount of £52,394.54 representing in total approximately two thirds of the total issued ordinary share capital of the Company as at 4 October 2013. This authority will expire on 30 December 2014 or, if earlier, the conclusion of the next annual general meeting of the Company. The directors have no present intention of using the authority granted by this resolution for any reason other than to satisfy the exercise of options and allotment of shares under the Company's share based incentive schemes currently in force.

**Resolution 6**

Resolution 6 will be proposed as a special resolution to empower the directors to allot ordinary shares in the Company as if the pre-emption provisions of section 561(1) of the Companies Act 2006 (the 'Act') did not apply, provided that such power of the directors is limited to:

- (a) pre-emptive issues or offers, including rights issues and open offers, but with flexibility to deal with fractional entitlements and overseas regulatory problems; and
- (b) allotments of equity securities for cash with a nominal value of up to £15,718.36 which is equal to approximately 10 per cent of the Company's issued ordinary share capital as at 4 October 2013.

This authority will expire on 30 December 2014 or, if earlier, the conclusion of the next annual general meeting of the Company.

**Resolution 7**

Resolution 7 will be proposed as a special resolution to permit the Company to make market purchases of up to 157,183,636 ordinary shares of 0.01 pence each of the Company (being approximately 10% of the issued ordinary capital of the Company) subject to the conditions set out in the resolution. This authority will expire on 30 December 2014 or, if earlier, the conclusion of the next annual general meeting of the Company.

**Action to be taken**

Accompanying this letter is a form of proxy relating to the Resolutions to be proposed at the Annual General Meeting. You are requested to complete, sign and return the form of proxy in accordance with the directions on it as soon as possible, but in any event so as to arrive at the offices of the Company's registrars, Capita Asset Services, PXS, 34 Beckenham Road, Beckenham BR3 4TU not later than 9.00 am on 25 November 2013, being 48 hours before the time appointed for the Annual General Meeting. Completion of the form of proxy will not prevent you from attending and voting at the Annual General Meeting if you so wish.

**Recommendation**

Your Board unanimously believes that the proposals referred to in this letter are in the best interests of shareholders as a whole and, accordingly, recommends that you vote in favour of the Resolutions to be proposed at the Annual General Meeting, as the directors intend to do in respect of their own beneficial holdings.